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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE CAMERON FOUNDATION		A Employer identification number 20-0097152
Number and street (or P O box number if mail is not delivered to street address) 228 S SYCAMORE ST	Room/suite	B Telephone number 804-732-8900
City or town, state or province, country, and ZIP or foreign postal code PETERSBURG, VA 23803		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☒ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 126,139,532.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,114,096.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		584,037.	584,037.		STATEMENT 1
4 Dividends and interest from securities		2,160,092.	2,569,833.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,310,051.			
b Gross sales price for all assets on line 6a 16,784,068.					
7 Capital gain net income (from Part IV, line 2)			3,697,136.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) 2015					
11 Other income			353,723.		
12 Total. Add lines 1 through 11		10,168,276.	7,204,729.	0.	
13 Compensation of officers, directors, trustees, etc		307,402.	30,740.	0.	279,139.
14 Other employee salaries and wages		512,275.	0.	0.	501,019.
15 Pension plans, employee benefits		231,426.	8,679.	0.	48,617.
16a Legal fees STMT 3		77,090.	9,600.	0.	38,400.
b Accounting fees STMT 4		86,051.	31,120.	0.	76,558.
c Other professional fees STMT 5		321,643.	317,576.	0.	4,118.
17 Interest					
18 Taxes STMT 6		291,159.	0.	0.	0.
19 Depreciation and depletion		155,533.	0.	0.	
20 Occupancy		76,933.	5,595.	0.	78,683.
21 Travel, conferences, and meetings		44,950.	4,988.	0.	36,921.
22 Printing and publications		57,191.	0.	0.	76,336.
23 Other expenses STMT 7		161,616.	5,271.	0.	152,106.
24 Total operating and administrative expenses. Add lines 13 through 23		2,323,269.	413,569.	0.	1,291,897.
25 Contributions, gifts, grants paid		5,692,718.			4,179,507.
26 Total expenses and disbursements. Add lines 24 and 25		8,015,987.	413,569.	0.	5,471,404.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,152,289.			
b Net investment income (if negative, enter -0-)			6,791,160.		
c Adjusted net income (if negative, enter -0-)				0.	

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LHA For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			2,323,996.	3,746,041.	3,746,041.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶			308.		
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			32,858.	62,295.	62,295.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8			60,243,336.	65,095,741.	65,095,741.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 9			44,814,540.	44,788,339.	44,788,339.
	14 Land, buildings, and equipment basis ▶ 3,496,131.					
	Less accumulated depreciation ▶ 576,159.			3,075,505.	2,919,972.	2,919,972.
	15 Other assets (describe ▶ STATEMENT 10)			8,114,498.	9,527,144.	9,527,144.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			118,605,041.	126,139,532.	126,139,532.
	17 Accounts payable and accrued expenses			4,440,616.	483,561.	
	18 Grants payable			1,280,006.	2,444,417.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 11)			170,054.	420,905.	
	23 Total liabilities (add lines 17 through 22)			5,890,676.	3,348,883.	
	Foundations that follow SFAS 117, check here ▶ ☒					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			105,733,972.	118,301,890.	
	25 Temporarily restricted			6,980,393.	4,488,759.	
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐					
	and complete lines 27 through 31					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances			112,714,365.	122,790,649.	
	31 Total liabilities and net assets/fund balances			118,605,041.	126,139,532.	

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	112,714,365.
2 Enter amount from Part I, line 27a	2	2,152,289.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	7,923,995.
4 Add lines 1, 2, and 3	4	122,790,649.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	122,790,649.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 17,145,966.		13,448,830.	3,697,136.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			3,697,136.	
2 Capital gain net income or (net capital loss)		2		3,697,136.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	6,072,990.	114,425,789.	.053074
2011	7,429,170.	117,440,198.	.063259
2010	13,162,946.	118,850,273.	.110752
2009	11,586,642.	110,302,784.	.105044
2008			
2 Total of line 1, column (d)			2 .332129
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 .083032
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 120,326,171.
5 Multiply line 4 by line 3			5 9,990,923.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 67,912.
7 Add lines 5 and 6			7 10,058,835.
8 Enter qualifying distributions from Part XII, line 4			8 5,471,404.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	135,823.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	135,823.
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	135,823.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	40,310.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	96,280.	136,590.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		767.
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		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>VA</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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CAMFOUND.ORG	13	X	
14	The books are in care of ► CORPORATE OFFICERS Telephone no. ► 804-732-8900 Located at ► 228 S SYCAMORE ST, PETERSBURG, VA ZIP+4 ► 23803			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

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?

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		283,000.	31,610.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JILL C. COLEMAN - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA 23803	VICE PRESIDENT FOR PROGRAMS 40.00	140,300.	22,892.	0.
RISHA L. STEBBINS - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA	PROGRAM OFFICER 40.00	75,761.	17,389.	0.
VALERIE L. LIGGINS - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA	PROGRAM OFFICER 40.00	75,234.	17,094.	0.
BRANDY CRAMER - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA 23803	PROGRAM OFFICER 40.00	62,032.	11,543.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PRIME BUCCHOLZ & ASSOCIATES PO BOX 16011, LEWISTOWN, ME 04243	INVESTMENT ADVISORY SERVICES	118,077.
EAGLE CAPITAL MANAGEMENT LLC - 499 PARK AVENUE, 21ST FLOOR, NEW YORK, NY 10022	INVESTMENT MANAGEMENT SERVICES	78,164.
501 ADVISORS, INC. PO BOX 3538, CHESTER, VA 23831	CONTRACT CFO & MANAGEMENT SERVICES	69,551.
BRANDALIVE, LLC 14189 HART'S LANE, BEAVERDAM, VA 23015	MARKETING & COMMUNICATIONS	56,655.
JOHNSON & ANDREWS - 2614-B SOUTH CRATER ROAD, PETERSBURG, VA 23805	LEGAL SERVICES	52,778.

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

0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	106,824,710.
b	Average of monthly cash balances	1b	2,831,729.
c	Fair market value of all other assets	1c	12,502,110.
d	Total (add lines 1a, b, and c)	1d	122,158,549.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	122,158,549.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,832,378.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	120,326,171.
6	Minimum investment return. Enter 5% of line 5	6	6,016,309.

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	6,016,309.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	135,823.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	135,823.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,880,486.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,880,486.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,880,486.

Part XII**Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,471,404.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,471,404.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,471,404.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,880,486.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				7,278,708.
d From 2011				1,635,851.
e From 2012				437,627.
f Total of lines 3a through e	9,352,186.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 5,471,404.				
a Applied to 2012, 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 2013 distributable amount				5,471,404.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	409,082.			409,082.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,943,104.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,943,104.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				6,869,626.
c Excess from 2011				1,635,851.
d Excess from 2012				437,627.
e Excess from 2013				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE, VA 23803	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	4,179,507.
Total			▶ 3a	4,179,507.
b Approved for future payment				
SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE, VA 23803	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	2,444,417.
Total			▶ 3b	2,444,417.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee	11/19/2015 Date	CEO Title		
Paid Preparer Use Only	Print/Type preparer's name THOMAS A. PURYEAR, JR., CPA	Preparer's signature 	Date 11.17.14	Check ☐ if self-employed	PTIN P00074568
	Firm's name ▶ MITCHELL, WIGGINS & COMPANY LLP				Firm's EIN ▶ 54-0565834
	Firm's address ▶ 100 FLANK ROAD PETERSBURG, VA 23805-9152				Phone no. 804-733-5566

Form **990-PF** (2013)

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THE CAMERON FOUNDATION

20-0097152

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private 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 (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY LOUISE OLD ANDREWS TRUST C/O BANK OF AMERICA P.O. BOX 105493 ATLANTA, GA 303485493	\$ 11,657.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	PETERSBURG HOSPITAL INC. 228 S. SYCAMORE STREET PETERSBURG, VA 23803	\$ 350,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

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

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

Employer identification number

20-0097152

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

Use duplicate copies of Part III if additional space is needed

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

THE CAMERON FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a METROPOLITAN REAL ESTATE PARTNERS VII, LP K-1	P	01/01/13	12/31/13
b DENHAM COMMODITY PARTNERS FUND VI LP K-1	P	01/01/13	12/31/13
c THE SANDERSON INT'L VALUE FUND K-1	P	01/01/13	12/31/13
d THE COLCHESTER GLOBAL BOND AI FUND K-1	P	01/01/13	12/31/13
e TIFF PARTNERS V	P	01/01/13	12/31/13
f TIFF PRIVATE EQUITY PARTNERS	P	01/01/13	12/31/13
g SIGULER GUFF DISTRESSED OPPORTUNITIES FUND	P	01/01/13	12/31/13
h SSGA REAL ASSET NON-LENDING QP CRFT	P	01/01/13	12/31/13
i FLAG GLOBAL PARNTERS	P	01/01/13	12/31/13
j PARK STREET CAPITAL NATURAL FUND	P	01/01/13	12/31/13
k BARLOW PARTNERS	P	VARIOUS	12/31/13
l AXIOM INTERNATIONAL EQUITY FUND	P	VARIOUS	12/31/13
m TAX DIFFERENCES BETWEEN AXIOM BOOK AND TAX BASIS	P	VARIOUS	12/31/13
n SANDERSON INTERNATIONAL VALUE	P	VARIOUS	12/31/13
o THE COLCHESTER GLOBAL FUND	P	VARIOUS	12/31/13

(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 23,731.			23,731.
b		14.	<14.>
c 163,572.			163,572.
d 11,693.			11,693.
e 71,866.			71,866.
f 74,021.			74,021.
g 16,793.			16,793.
h		72,720.	<72,720.>
i 222.			222.
j		1,677.	<1,677.>
k 2,500,000.		1,465,232.	1,034,768.
l 3,455,254.		2,161,173.	1,294,081.
m		900,402.	<900,402.>
n 49,241.		41,185.	8,056.
o 9,272.		8,931.	341.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			23,731.
b			<14.>
c			163,572.
d			11,693.
e			71,866.
f			74,021.
g			16,793.
h			<72,720.>
i			222.
j			<1,677.>
k			1,034,768.
l			1,294,081.
m			<900,402.>
n			8,056.
o			341.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

THE CAMERON FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a STATE STREET REAL ESTATE CTF	P	VARIOUS	12/31/13
b PIMCO TOTAL RETURN FUND	P	VARIOUS	04/12/13
c 300,637 SHS OF VANGUARD INTERMEDIATE TERM	P	VARIOUS	VARIOUS
d 22,639 SHS OF VAGUARD INTERNATIONAL INT ST INDEX	P	VARIOUS	08/22/13
e 18,842 SHS OF VANGUARD INSTITUTIONAL INDEX F	P	VARIOUS	VARIOUS
f 2,700 SHS OF AON PLC	P	VARIOUS	12/06/13
g 5,705 SHS OF LIBERTY GLOBAL	P	VARIOUS	VARIOUS
h 2,100 SHS OF ALTER CORP	P	VARIOUS	12/06/13
i 2,800 SHS OF APACHE CORP	P	VARIOUS	VARIOUS
j 700 SHS OF BERKSHIRE HATHAWAY	P	VARIOUS	12/03/13
k 1,400 SHS OF COMCAST	P	VARIOUS	12/06/13
l 900 SHS OF CONSTELLATION BRANDS	P	VARIOUS	12/06/13
m 1,500 SHS OF ECOLAB	P	VARIOUS	12/06/13
n 25 SHS OF GOOGLE	P	VARIOUS	12/06/13
o 900 SHS OF MCDONALDS	P	VARIOUS	12/06/13

(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 14,304.		12,720.	1,584.
b 1,000,000.		917,156.	82,844.
c 3,500,000.		3,393,552.	106,448.
d 700,000.		686,611.	13,389.
e 3,000,000.		2,452,372.	547,628.
f 223,072.		132,327.	90,745.
g 138,185.		89,730.	48,455.
h 67,275.		43,494.	23,781.
i 243,993.		203,769.	40,224.
j 81,236.		56,837.	24,399.
k 66,471.		25,023.	41,448.
l 63,673.		38,651.	25,022.
m 156,815.		51,805.	105,010.
n 26,696.		13,517.	13,179.
o 85,192.		53,204.	31,988.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,584.
b			82,844.
c			106,448.
d			13,389.
e			547,628.
f			90,745.
g			48,455.
h			23,781.
i			40,224.
j			24,399.
k			41,448.
l			25,022.
m			105,010.
n			13,179.
o			31,988.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 3,700 SHS OF MICROSOFT	P	VARIOUS	12/06/13
b 1,300 SHS OF MONDELEZ INTERNATIONAL	P	VARIOUS	12/06/13
c 6,200 SHS OF MORGAN STANLEY	P	VARIOUS	12/06/13
d 1,000 SHS OF NEWS CORP	P	VARIOUS	12/06/13
e 1,500 SHS OF NOBLE ENERGY	P	VARIOUS	12/06/13
f 2,900 SHS OF ORACLE CORP	P	VARIOUS	12/06/13
g 700 SHS OF PEPSICO	P	VARIOUS	12/06/13
h 1,400 SHS OF THERMO FISHER SCIENTIFIC	P	VARIOUS	12/06/13
i 1,100 SHS OF 3M	P	VARIOUS	12/06/13
j 3,700 SHS OF TWENTY FIRST CENTURY FOX	P	VARIOUS	12/06/13
k 1,500 SHS OF UNITEDHEALTH GROUP	P	VARIOUS	12/06/13
l 500 SHS OF WAL MART	P	VARIOUS	12/06/13
m THE EMERGINIG MARKETS FUND K-1	P	VARIOUS	12/31/13
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 141,326.		99,254.	42,072.
b 45,260.		27,476.	17,784.
c 188,506.		88,312.	100,194.
d 17,650.		4,120.	13,530.
e 104,052.		30,350.	73,702.
f 102,639.		88,172.	14,467.
g 57,939.		45,554.	12,385.
h 142,465.		51,899.	90,566.
i 116,701.		83,182.	33,519.
j 122,141.		28,268.	93,873.
k 110,172.		56,381.	53,791.
l 40,003.		23,760.	16,243.
m 214,535.			214,535.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			42,072.
b			17,784.
c			100,194.
d			13,530.
e			73,702.
f			14,467.
g			12,385.
h			90,566.
i			33,519.
j			93,873.
k			53,791.
l			16,243.
m			214,535.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,697,136.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST ON NOTES RECEIVABLE	581,747.	581,747.	581,747.
SUNTRUST	2,290.	2,290.	2,290.
TOTAL TO PART I, LINE 3	584,037.	584,037.	584,037.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STATESTREET BANK	2,160,092.	0.	2,160,092.	2,160,092.	2,160,092.
TO PART I, LINE 4	2,160,092.	0.	2,160,092.	2,160,092.	2,160,092.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	77,090.	9,600.	0.	38,400.
TO FM 990-PF, PG 1, LN 16A	77,090.	9,600.	0.	38,400.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	86,051.	31,120.	0.	76,558.
TO FORM 990-PF, PG 1, LN 16B	86,051.	31,120.	0.	76,558.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	317,257.	317,257.	0.	0.	
OTHER	4,386.	319.	0.	4,118.	
TO FORM 990-PF, PG 1, LN 16C	321,643.	317,576.	0.	4,118.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	291,159.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	291,159.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROGRAM RESEARCH	89,149.	0.	0.	91,649.	
DUES AND SUBSCRIPTIONS	12,415.	903.	0.	12,161.	
INSURANCE	15,107.	1,099.	0.	22,294.	
OTHER EXPENSES	7,114.	517.	0.	6,767.	
OFFICE EXPENSE	20,016.	1,456.	0.	19,235.	
TELECOMMUNICATIONS	17,815.	1,296.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	161,616.	5,271.	0.	152,106.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BROKERAGE ACCOUNT	65,095,741.	65,095,741.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	65,095,741.	65,095,741.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BARLOW PARTNERS OFFSHORE	FMV	5,655,710.	5,655,710.
AXIOM INTERNATIONAL EQUITY	FMV	0.	0.
TIFF PARTNERS V US FUND	FMV	1,085,235.	1,085,235.
TIFF ABSOLUTE RETURN II	FMV	11,040,776.	11,040,776.
TIFF PR EQTY PTNRS	FMV	2,037,956.	2,037,956.
SINGULAR GUFF DISTRESSED OPPT FUND IV, LP	FMV	1,127,011.	1,127,011.
SSGA REAL ESTATE CTF	FMV	4,911,630.	4,911,630.
METROPOLITAN REAL ESTATE PARTNERS	FMV	637,044.	637,044.
TAP FUND	FMV	1,909,848.	1,909,848.
FORESTER CAPITAL FUND	FMV	5,627,993.	5,627,993.
DENHAM CAPITAL FUND	FMV	260,821.	260,821.
SANDERSON INTERNATIONAL VALUE FUND	FMV	5,540,493.	5,540,493.
FLG GLOBAL	FMV	262,365.	262,365.
COLCHESTER	FMV	1,532,564.	1,532,564.
CITY OF LONDON	FMV	2,034,334.	2,034,334.
PARK STREET	FMV	159,933.	159,933.
DAVIDSON KEMPNER	FMV	896,231.	896,231.
CCHC REAL ESTATE PARTNERSHIP	FMV	68,395.	68,395.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,788,339.	44,788,339.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	6,407.	7,301.	7,301.
NET INVESTMENTS IN SALES TYPE LEASES	6,899,981.	7,008,259.	7,008,259.
OTHER ASSETS	8,110.	11,584.	11,584.
LAND	1,200,000.	0.	0.

THE CAMERON FOUNDATION

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INVESTMENT RECEIVABLE	0.	2,500,000.	2,500,000.
TO FORM 990-PF, PART II, LINE 15	8,114,498.	9,527,144.	9,527,144.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAXES	170,054.	325,394.
EXCISE TAXES PAYABLE	0.	95,511.
TOTAL TO FORM 990-PF, PART II, LINE 22	170,054.	420,905.

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

THE CAMERON FOUNDATION

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LARRY C. TUCKER
228 SOUTH SYCAMORE STREET
PETERSBURG, VA 23803

CHAIR OF THE BOARD
2.00

0. 0. 0.

DONALD L. HARAWAY
228 SOUTH SYCAMORE STREET
PETERSBURG, VA 23803

TREASURER
2.00

0. 0. 0.

J. TOLLEISON MORRISS, VI
228 SOUTH SYCAMORE STREET
PETERSBURG, VA 23803

DIRECTOR
2.00

0. 0. 0.

J. TODD GRAHAM
228 SOUTH SYCAMORE STREET
PETERSBURG, VA 23803

PRESIDENT
40.00

283,000. 31,610. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

283,000. 31,610. 0.

Date In Service	Group	Location	Description	Vendor	Inv #	Check #	Basis
1/1/2011	Land		Land			GL 151000	194,195
1/1/2011	Building		Building				8,474
1/1/2011	Improvmnt		Improvements				2,904,974
						GL 152000	2,913,448
3/5/2004	Furn & Fix	Reception	2 Hon Tables	AP Things	8045/8081	HA 1078/CF 1019	635
3/5/2004	Furn & Fix	Conf Room	2 Hon Tables	AP Things	8045/8081	HA 1078/CF 1019	635
3/5/2004	Furn & Fix	Exec Dir Off	Lacasse 400 E Plan Furniture	AP Things	8045/8081	HA 1078/CF 1019	2,078
3/5/2004	Furn & Fix	Staff Office	Desk, Bndge, Credenza, Hutch, Flor Lighting, Lateral File	AP Things	8045/8081	HA 1078/CF 1019	2,084
3/5/2004	Furn & Fix	Staff Office	Desk, Bndge, Credenza, Hutch, Flor Lighting, Lateral File	AP Things	8045/8081	HA 1078/CF 1019	2,084
3/5/2004	Furn & Fix	Work Area	Work Area Furniture	AP Things	8045/8081	HA 1078/CF 1019	2,814
3/5/2004	Furn & Fix	Work Area	2 Tray File Cabinets w/ suspense bars, lock	AP Things	8045/8081	HA 1078/CF 1019	958
3/5/2004	Furn & Fix	Conf Room	4 - Four drwr lateral files	AP Things	8045/8081	HA 1078/CF 1019	3,071
2/1/2004	Furn & Fix	Staff Office	Tolleson II Mid Back/ No Arms	Network Business Interiors	23077	HA 1161 / CF 1012	363
2/1/2004	Furn & Fix	Reception	2 Guest TicTacToe	Network Business Interiors	23078	HA 1161 / CF 1012	914
2/1/2004	Furn & Fix	Reception	4 Guest Waterfall Chair	Network Business Interiors	23079	HA 1161 / CF 1012	2,518
2/1/2004	Furn & Fix		4 Anel Stacker Painted	Network Business Interiors	23080	HA 1161 / CF 1012	316
2/1/2004	Furn & Fix	Exec Dir Off	Exec High Back Swivel	Network Business Interiors	23081	HA 1161 / CF 1012	324
2/1/2004	Furn & Fix	Exec Dir Off	Guest/Sled Base/No arms	Network Business Interiors	23082	HA 1161 / CF 1012	270
2/1/2004	Furn & Fix	Staff Office	2 Tolleson II Mid Back/Open Arms	Network Business Interiors	23083	HA 1161 / CF 1012	934
2/1/2004	Furn & Fix	Board Room	16 Exec High Back Chairs	Network Business Interiors	23084	HA 1161 / CF 1012	7,476
2/1/2004	Furn & Fix	Conf Room	4 Raptor Side Chairs/Sled Base	Network Business Interiors	23085	HA 1161 / CF 1012	1,417
2/1/2004	Furn & Fix	Reception	Storage Credenza Contour	Network Business Interiors	23087	HA 1161 / CF 1012	2,153
2/1/2004	Furn & Fix	Reception	Three Top Door Credenza	Network Business Interiors	23089	HA 1161 / CF 1012	1,480
2/1/2004	Furn & Fix	Conf Room	Three Top Door Credenza	Network Business Interiors	23089	HA 1161 / CF 1012	1,480
2/1/2004	Furn & Fix	Conf Room	Audio/Visual Cabinetry	Network Business Interiors	23090	HA 1161 / CF 1012	5,252
2/22/2004	Furn & Fix	Conf Room	Chinaware	Ann C Taylor		HA 1208	3,413
2/1/2004	Furn & Fix	Reception	Engraved Glass Sign	Pembroke Granite Works/Virginia Glass		HA 1210	551
4/16/2004	Furn & Fix		2 Rugs	Erwin Franke World of Rugs		CF 1061	699
4/26/2004	Furn & Fix	Staff Office	2 - Four drawer lateral files	Network Business Interiors	23633	CF 1078	1,599
4/26/2004	Furn & Fix	Exec Dir Off	Lacasse 48" high bookcase	Network Business Interiors	23633	CF 1078	196
10/22/2004	Furn & Fix	Exec Dir Off	Table & 4 chairs	AP Things	9874/9872	CF 10278	1,343
10/22/2004	Furn & Fix	Staff Office	3 desks	AP Things	9873	CF 10278	2,158
10/22/2004	Furn & Fix	Staff Office	4 Task chairs	AP Things	9873	CF 10278	1,701
10/22/2004	Furn & Fix	Staff Office	Credenza	AP Things	9873	CF 10278	890
10/22/2004	Furn & Fix	Staff Office	4 - Two drawer lateral files	AP Things	9872	CF 10278	2,297
10/22/2004	Furn & Fix	Staff Office	Desk, Bndge, Credenza, Hutch, Flor Lighting, Lateral File	AP Things	9872	CF 10278	2,108
9/21/2005	Furn & Fix	Staff Office	4 dr Lateral File	AP Things	11485	CF 10816	1,061
4/21/2006	Furn & Fix	Exec Asst	Two drawer lateral file	AP Things	12438	11063	718
4/21/2006	Furn & Fix	Exec Asst	D-Desk	AP Things	12438	11063	1,756
4/21/2006	Furn & Fix	Exec Asst	Four drawer lateral file	AP Things	12438	11063	1,034
4/21/2006	Furn & Fix	Work Area	4 - Four drwr lateral files	AP Things	12438	11063	4,137
4/21/2006	Furn & Fix	Work Area	Bookcase	AP Things	12438	11063	365
4/21/2006	Furn & Fix	Work Area	Work stools	AP Things	12438	11063	643
5/17/2006	Furn & Fix	Various	4 - Air purifiers w/ 10 yr warranty	Sharper Image / BSV Credit Card			1,370
8/4/2006	Furn & Fix	Exec Dir Off	Conference Table	AP Things	12890	11190	478
8/4/2006	Furn & Fix	Exec Dir Off	3 Side Arm Chairs	AP Things	12890	11190	677
8/4/2006	Furn & Fix	Various	4 Drum Tables	AP Things	12890	11190	1,155
1/7/2011	Furn & Fix	Various	Rugs	GreenFront Furniture	13620		7,331
1/1/2011	Furn & Fix	Various	Furniture	Creative			114,550
1/1/2011	Furn & Fix	Various	Col McCabe Photo	McCools of Bon Air			693
1/1/2011	Furn & Fix	Various	Furniture	AP Things			2,740
1/1/2011	Furn & Fix	Various	Drapes & Blinds	Scenique Design			12,661
4/20/2012			Historical Marker "Weddell-McCabe-Chisholm"				1,350
						GL 154000	208,931
4/1/2004	Equipment	Work Area	Shredder	AP Things	8909	CF 1018	575
9/5/2007	Equipment	Work Area	Copier	Data Technologies			14,914
1/1/2011	Equipment	Various	Telephone System	Brewer			17,645
1/1/2011	Equipment	Various	Camera / Monitoring System	Brewer			10,633
1/1/2011	Equipment	Various	2 Copiers	Data Technologies			11,910
1/1/2011	Equipment	Various	Security System	Becker & Ellington			6,968
1/1/2011	Equipment	Various	Voice & Data Cabling & Equipment	Brewer			16,590
1/1/2011	Equipment		Cabling Ports	ITAC			3,175
1/1/2011	Equipment		Audio Visual Systems	The Whitlock Group			39,229
						GL - 155000	121,639
3/19/2004	Computer		GIFTS for Windows	Microedge, Inc	101113	CF 1054	14,398
4/26/2004	Computer		GIFTS software	Microedge, Inc	101153	CF 1122	3,953
5/23/2004	Furn & Fix		LCD Projector	Handy L Lindsey, Jr		CF 1100	1,045
5/12/2006	Computer		Data Backup Drive & Software	Hi-Tech Innovations	06040-06-01	11091	1,796
5/22/2006	Computer		Firewall	Hi-Tech Innovations	06040-06-02	11099	859
3/11/2007	Computer		Laptop	Hi-Tech Innovations	46834		1,825
4/29/2007	Computer		UPS - PowerWare PW9125 1000	Hi-Tech Innovations	47310		1,090
7/1/2007	Computer		Desktop - OptiPlex 320 w/ 17" flat panel display	Hi-Tech Innovations	48015		860
10/23/2007	Computer		Dell Latitude 620 Laptop	Hi-Tech Innovations	49160		1,634
2/10/2008	Printer		HP Laserjet Printer	ITAC	50415	11919	874
10/31/2008	Computer		Dell PowerEdge 2900 Server	ITAC	53271	12337	4,774
10/31/2008	Computer	Cindy's Office	Dell Optiplex 755 - FYMRDH1	ITAC	53271	12337	1,556
10/31/2008	Computer	PO Work Area	Dell Optiplex 755 - DYMRDH1	ITAC	53271	12337	1,556

[illegible]

THE CAMERON FOUNDATION FEIN 20-0097152
2013 SECURITIES HELD AT YEAR END
FORM 990, PART II, BALANCE SHEETS

Fund Description	MARKET VALUE				
	Total	Cash	Equity	Fixed Income	Other
SSgA Government Money Market	666,646	666,646			
Mutual Funds:					
DFA Emerging Markets Value Portfolio			6,924,772		
Dodge and Cox International			6,365,577		
Harbor Fund			4,071,308		
ING Global Real Estate Fund			2,441,470		
Vanguard Energy Fund			2,648,759		
Vanguard Institutional Index Fund			11,499,719		
Vanguard Total International			9,010,839		
Individual Securities:					
3M Co			126,225		
Altera Corporation			133,373		
Andarko Petroleum Corp			79,320		
AON Corp			411,061		
Berkshire Hathaway Class B			592,800		
Coca Cola Co.			347,004		
Comcast Corp			251,894		
Constellation Brands Inc			190,026		
Dish Network			133,216		
Ecolab Inc			333,664		
Fidelity National Information			128,832		
Goldman Sachs Group			210,408		
Google Inc			341,817		
Liberty Global Inc			124,319		
Liberty Global Inc Series C			388,294		
Loews Corp			159,192		
Microsoft Corp			396,758		
Mondelez International			243,570		
Morgan Stanley			285,376		
Nestle SA Sponsored ADR			161,898		
News Corp Class A			36,941		
Noble Energy			378,964		
Oracle Corp			627,464		
Pepsico Inc			248,820		
Praxair Inc			299,069		
Thermo Fisher Scientific Inc			189,295		
Twenty First Century Fox			299,030		
United Health Group Inc			286,140		
WalMart Stores Inc			314,760		
WR Berkley Corp			156,204		
Mutual Funds:					
PIMCO Total Return Fund				5,074,938	
Templeton Global Bond Fund				4,667,044	
Vanguard Intermediate Term Index				2,187,947	
Vanguard Inflation Protected				1,660,989	

64,429,096

Other

Axiom International Equity	5,655,710
Barlow Partners Offshore	-
Denham Commodity Partners	260,821
Forester Diversified LTD	5,627,993
Metropolitan Real Estate	637,044
Sanderson International Value	5,540,493
Singular Guff	1,127,011
SSgA Real Assets	4,911,630
TAP Fund	1,909,848
Tiff Absolute Return II	11,040,776
Tiff Partners V US Fund	1,085,235
Tiff PR Equity Ptnrs	2,037,956
City of London Fund	2,034,334
Park Street Natural Resource	159,933
Colchester Global Bond Fund	1,532,564
Flag Global Partners	262,365
Davidson Kempner	896,230
CCHC Realty Partnership	68,395

44,788,338

109,884,080	666,646	50,838,178	13,590,918	44,788,338
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THE CAMERON FOUNDATION FEIN 20-0097152
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)
2013 GRANT SCHEDULE

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	Accrual Only	Accrual/Cash	Cash Only
				APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR
<u>AL-A-MO RECOVERY CENTER, INC</u> PO Box 30 Petersburg, VA 23804	N/A	PC	Human Services Program Support			\$28,275
<u>ALZHEIMER'S ASSOCIATION</u> Greater Richmond Chapter - Tri-Cities Branch 201 Temple Avenue, Suite E Colonial Heights, VA 23834	N/A	PC	Health Program Support		\$30,345	
<u>AMERICAN RED CROSS - SOUTHSIDE AREA CHAPTER</u> Southside Area Chapter 3267-A South Crater Road Petersburg, VA 23805	N/A	PC	Unrestricted Matching Gift	\$1,000		\$200
<u>AMERICAN RED CROSS - GREATER RICHMOND</u> 420 East Cary Street PO Box 655 Richmond, VA 23218	N/A	PC	Unrestricted Matching Gift			\$1,000
<u>APPOMATTOX EDUCATION FOUNDATION</u> PO Box 727 Colonial Heights, VA 23834	N/A	PC	Historic Preservation Capital Support		\$225,000	
<u>APPOMATTOX REGIONAL LIBRARY</u> 208 E. Cawson Street Hopewell, VA 23860	N/A	GOV	Human Services Project Support Technical Assistant Grant		\$40,000 \$15,000	\$15,000
<u>APPOMATTOX REGIONAL LIBRARY</u> 208 E. Cawson Street Hopewell, VA 23860	N/A	GOV	Civic Affairs Project Support		\$150,000	
<u>ART ON WHEELS</u> 3121 Ellwood Ave #1 Richmond, VA 23221	N/A	PC	Cultural Enrichment Program Support		\$11,500	
<u>BATTERSEA, INC</u> PO Box 111 Petersburg, VA 23804	N/A	PC	Unrestricted Matching Gift Conservation & Historic Preservation Capital Support	\$3,500	\$2,600	\$500 \$37,500
<u>BENSLEY-BERMUDA VOLUNTEER RESCUE SQUAD</u> PO Box 4015 Chester, VA 23831	N/A	PC			\$31,005	
<u>BETTER HOUSING COALITION</u> 23 W. Broad St. P.O. Box 12117 Richmond, VA 23241	N/A	PC	Community & Economic Development Program Support		\$77,484	
<u>BIG BROTHERS BIG SISTERS SERVICES, INC</u> 5511 Staples Mill Road Suite 200 Richmond, VA 23228	N/A	PC	Human Services Program Support	\$9,000	\$9,000	
<u>BLANDFORD CEMETERY FOUNDATION</u> 250 South Sycamore Street Petersburg, VA 23803	N/A	PC	Unrestricted Matching Gift	\$1,000		
<u>BOY SCOUTS OF AMERICA</u> PO Box 6809 Richmond, VA 23230	N/A	PC	Unrestricted Matching Gift		\$1,468	
<u>BOYS & GIRLS CLUB OF METRO RICHMOND</u> 5511 Staples Mill Rd Richmond, VA 23228	N/A	PC	Human Services Program Support		\$135,000	
<u>BOYS' HOME, INC</u> 414 Boys Home Rd Covington, VA 24426	N/A	PC	Unrestricted Matching Gift			\$200
<u>CARES, INC</u> P.O. Box 1142 Petersburg, VA 23804-1142	N/A	PC	Human Services Operating Support Unrestricted Award Unrestricted Matching Gift	\$35,000	\$35,000 \$10,000 \$500	
<u>CAROLINAS HEALTHCARE FOUNDATION</u> PO Box 32861 Charlotte, NC 28232	N/A	PC	Unrestricted Matching Gift		\$500	
<u>CENTRAL VIRGINIA FOOD BANK</u> PO Box 1530 Merrifield, VA 22116	N/A	PC	Unrestricted Matching Gift		\$500	

THE CAMERON FOUNDATION FEIN 20-0097152
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)
2013 GRANT SCHEDULE

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	Accrual Only	Accrual/Cash	Cash Only
				APPROVED CURRENT YEAR	APPROVED AND PAID	APPROVED PRIOR YEAR PAID
				FOR FUTURE PAYMENT	CURRENT YEAR	CURRENT YEAR
<u>CENTRAL VIRGINIA HEALTH SERVICES</u> 1506 Palmyra Avenue Richmond, VA 23227	N/A	PC	Health Program Support Health Program Support	\$182,462	\$182,462	\$121,641
<u>CHESTERFIELD CASA, INC.</u> 9457 Amberdale Drive Richmond, VA 23236	N/A	PC	Human Services Program Support	\$10,000	\$10,000	\$15,000
<u>CHESTERFIELD-COLONIAL HEIGHTS CHRISTMAS MOTHER</u> PO Box 2500 Chesterfield, VA 23832	N/A	PC	Unrestricted Matching Gift		\$200	
<u>CHESTERFIELD-CH ALLIANCE FOR SOCIAL MINISTRY</u> PO Box 1741 Chesterfield, VA 23832	N/A	PC	Human Services Operating Support Basic Human Needs Emergency Grant Unrestricted Matching Gift	\$500	\$10,000	\$20,000
<u>CHILDREN'S HOME OF VIRGINIA'S BAPTIST INC</u> 6900 Hickory Road Petersburg, VA 23803	N/A	PC	Human Services Program Support	\$20,000	\$20,000	
<u>CHILDSAVERS/MEMORIAL CHILD GUIDANCE</u> 200 N 22nd Street Richmond, VA 23223	N/A	PC	Human Services Project Support	\$22,500	\$7,500	
<u>CITY OF COLONIAL HEIGHTS DEPT OF PLANNING</u> PO Box 3401 201 James Avenue Colonial Heights, VA 23834	N/A	GOV	Civic Affairs Program Support	\$24,502	\$24,503	
<u>CITY OF HOPEWELL/HOPEWELL-PG HEALTHY FAMILIES</u> 200 W Randolph Rd Hopewell, VA 23860	N/A	GOV	Human Services Project Support Basic Human Needs Emergency Grant	\$9,000	\$55,000	
<u>COLONIAL HEIGHTS FOOD PANTRY, INC.</u> 530 Southpark Boulevard Colonial Heights, VA 23834	N/A	PC	Human Services Operating Support Human Services Operating Support Unrestricted Matching Gift	\$61,500	\$20,500 \$300	\$67,500
<u>COMFORT ZONE</u> 7201 Glen Forest Drive Ste 301 Richmond, VA 23226	N/A	PC	Unrestricted Matching Gift	\$1,000		
<u>COMMONWEALTH ATTORNEY CITY OF PETERSBURG</u> 150 North Sycamore Street Petersburg, VA 23803	N/A	GOV	Human Services Program Support Human Services Program Support	\$12,000	\$12,000	\$39,000
<u>COMMUNITY FOUNDATION, THE</u> 7501 Boulders View Drive Suite 110 Richmond, VA 23225	N/A	PC	Civic Affairs Program Support	\$20,000	\$10,000	
<u>CRATER COMMUNITY HOSPICE</u> 3916 S Crater Road Petersburg, VA 23805	N/A	PC	Unrestricted Matching Gift Unrestricted Matching Gift Technical Assistance Grant Health Program Support Health Program Support	\$1,000 \$37,500	\$700 \$12,500	\$200 \$15,000 \$73,125
<u>CRATER DISTRICT AREA AGENCY ON AGING</u> 23 Seyler Drive Petersburg, VA 23805	N/A	GOV	Basic Human Needs Emergency Grant		\$10,000	
<u>CRATER HEALTH DISTRICT</u> 301 Halifax Street Petersburg, VA 23803	N/A	GOV	Healthcare Program Support Healthcare Program Support	\$52,125	\$17,375	\$61,800
<u>CULTURWORKS</u> 1906A N Hamilton Street Richmond, VA 23230	N/A	PC	Unrestricted Matching Gift	\$200		
<u>DINWIDDIE AIRPORT & INDUSTRIAL AUTHORITY</u> 6775 Beck-Chappel Drive Petersburg, VA 23807	N/A	GOV	Basic Human Needs Emergency Grant		\$10,000	
<u>DINWIDDIE CHRISTMAS SHARING FOUNDATION</u> PO Box 462 Dinwiddie, VA 23841	N/A	PC	Unrestricted Matching Gift	\$200		
<u>DINWIDDIE COUNTY HIGH SCHOOL</u> PO Box 299	N/A	GOV	Unrestricted Matching Gift		\$350	

THE CAMERON FOUNDATION FEIN 20-0097152
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)
2013 GRANT SCHEDULE

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	Accrual Only	Accrual/Cash	Cash Only
				APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR
11501 Bousseau Rd Dinwiddie, VA 23841						
<u>DISTRICT 19 COMMUNITY SERVICES BOARD</u> 20 W Bank Street Suite 7 Petersburg VA 23803	N/A	GOV	Human Services Program Support	\$25,000	\$75,000	
<u>DOWNTOWN CHURCHES UNITED, INC</u> PO Box 1202 Petersburg, VA 23804	N/A	PC	Basic Human Needs Emergency Grant Unrestricted Matching Gift	\$500	\$10,000	
<u>DRIVE-TO-WORK</u> 1735 Summit Avenue Richmond, VA 23230	N/A	PC	Human Services Program Support			\$10,500
<u>EAST DISTRICT FAMILY RESOURCE CENTER</u> 2405 Jefferson Avenue Richmond, VA 23223	N/A	PC	Unrestricted Matching Gift		\$1,000	
<u>ENON ELEMENTARY PTO</u> 2001 East Hundred Road Chester, VA 23836	N/A	PC	Unrestricted Matching Gift		\$1,000	
<u>ENON VOLUNTEER FIRE DEPT</u> 1920 E Hundred Road Chester, VA 23836	N/A	PC	Unrestricted Matching Gift	\$300		
<u>EQUAL JUSTICE AMERICA</u> 13540 East Boundary Road Building II, Suite 204 Midlothian, VA 23112	N/A	PC	Civic Affairs Program Support		\$8,000	
<u>FAMILY LIFELINE</u> 2325 West Broad Street Richmond, VA 23221	N/A	PC	Human Services Program Support		\$50,000	
<u>FEEDMORE INC</u> 1415 Rhoadmiller Street Richmond, VA 23220	N/A	PC	Human Services Program Support Human Services Program Support Unrestricted Matching Gift	\$82,500 \$500	\$27,500	\$56,250
<u>FRIENDS OF THE LOWER APPOMATTOX RIVER</u> PO Box 1808 Petersburg, VA 23805	N/A	PC	Technical Assistance Grant		\$15,000	
<u>GATEWAY HOMES, INC</u> Gateway Homes of Greater Richmond P O Box 11303 Richmond, VA 23230	N/A	PC	Human Services Program Support Unrestricted Award Human Services Program Support Unrestricted Matching Gift	\$26,250	\$40,000 \$8,750 \$500	\$35,000
<u>GOODWILL OF CENTRAL VIRGINIA</u> 6301 Midlothian Turnpike Richmond VA 23225	N/A	PC	Human Services Program Support	\$30,000	\$30,000	
<u>GREATER RICHMOND FIT4KIDS</u> 2500 W Broad Street Richmond, VA 23220	N/A	PC	Health Project Support	\$26,250	\$8,750	
<u>GREATER RICHMOND SCAN</u> 103 East Grace Street Richmond VA 23219	N/A	PC	Human Services Program Support	\$26,250	\$8,750	
<u>HENRICUS FOUNDATION, THE</u> 251 Henncus Park Rd Chester, VA 23836	N/A	PC	Education Program Support	\$8,346	\$8,346	
<u>HISTORIC HOPEWELL FOUNDATION, INC</u> 603 Brown Avenue Hopewell VA 23860	N/A	PC	Unrestricted Matching Gift	\$1,500		\$750
<u>HISTORIC PETERSBURG FOUNDATION</u> PO Box 691 Petersburg, VA 23804	N/A	PC	Unrestricted Matching Gift Unrestricted Matching Gift	\$4,100	\$3,700	\$250
<u>HOPEWELL FOOD PANTRY</u> 212 East Broadway PO Box 1532 Hopewell VA 23860	N/A	PC	Human Services Operating Support Unrestricted Matching Gift		\$30,000 \$100	
<u>HOPEWELL PUBLIC SCHOOLS FOUNDATION</u>	N/A	PC				

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FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)
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RECIPIENT NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	Accrual Only	Accrual/Cash	Cash Only
				APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR
103 North 12th Avenue Hopewell, VA 23860			Technical Assistance Grant		\$4,150	
<u>INTERFAITH ADULT DAYCARE</u> 201 Walnut Blvd Petersburg, VA 23803	N/A	PC	Unrestricted Matching Gift Basic Human Needs Emergency Grant	\$500	\$1,200	\$250
<u>JACKSON FIELD HOMES</u> 546 Walnut Grove Drive Jarratt, VA 23867	N/A	PC	Unrestricted Matching Gift	\$500	\$200	\$700
<u>JAMES HOUSE, THE</u> 1016 Maplewood Avenue Hopewell, VA 23860	N/A	PC	Human Services Program Support Human Services Program Support Unrestricted Matching Gift Basic Human Needs Emergency Grant	\$41,250	\$13,750 \$1,150 \$10,000	\$41,250
<u>JOHN RANDOLPH FOUNDATION</u> 112 N Main Street Hopewell, VA 23860	N/A	PC	Unrestricted Matching Gift	\$500		\$250
<u>JOHN TYLER COMMUNITY COLLEGE FOUNDATION, INC.</u> Midlothian Campus 800 Charter Colony Parkway Midlothian, VA 23114-4383	N/A	PC	Unrestricted Matching Gift		\$1,000	
<u>JUVENILE DIABETES RESEARCH FOUNDATION</u> 1801 Libbie Avenue Suite Richmond, VA 23230	N/A	PC	Unrestricted Matching Gift		\$150	
<u>LEARN TO EARN</u> 114 North Union Street Petersburg, VA 23803	N/A	PC	Community & Economic Development Program Support Community & Economic Development Program Support		\$45,000	\$25,000
<u>LEGACY MEDIA INSTITUTE, THE</u> One Millenium Drive Petersburg, VA 23805	N/A	PC	Cultural Enrichment Program Support	\$15,000	\$15,000	
<u>LEWIS GINTER BOTANICAL GARDENS</u> 1800 Lakeside Avenue Richmond, VA 23228	N/A	PC	Unrestricted Matching Gift		\$100	
<u>LONGWOOD UNIVERSITY ANNUAL FUND</u> 201 High Street Farmville, VA 23909	N/A	PC	Unrestricted Matching Gift	\$2,200		\$200
<u>MISSION OF HOPE BOLIVIA</u> PO Box 4001 Charlottesville, VA 22903	N/A	PC	Unrestricted Matching Gift	\$200		\$200
<u>NATIONAL ALLIANCE ON MENTAL ILLNESS OF CV</u> 1904 Byrd Avenue Suite 103 Richmond, VA 23230	N/A	PC	Human Services Program Support		\$7,268	
<u>OLD BRICK HOUSE FOUNDATION</u> 159 Waterfront Drive Colonial Heights, VA 23875	N/A	PC	Historic Preservation Project Support Unrestricted Matching Gift	\$500	\$5,000	
<u>PATHWAYS</u> 1200 West Washington Street Petersburg, VA 23803	N/A	PC	Technical Assistance Grant Technical Assistance Grant		\$15,000 \$12,000	
<u>PETERSBURG AREA ART LEAGUE</u> 7 East Old Street Petersburg, VA 23803	N/A	PC	Unrestricted Matching Gift Cultural Enrichment Program Support Technical Assistance Grant		\$1,000 \$7,500 \$2,500	\$250
<u>PETERSBURG AREA REGIONAL TOURISM CORPORATION</u> 1964 Wakefield Street, P O Box 1776 Petersburg, VA 23805	N/A	PC	Community & Economic Development Program Support			\$25,000
<u>PETERSBURG BREAKFAST ROTARY CLUB</u> PO Box 1635 Petersburg, VA 23805	N/A	PC	Unrestricted Matching Gift		\$1,000	
<u>PETERSBURG HEALTH DEPARTMENT</u> 301 Halifax Street Petersburg, VA 23803	N/A	GOV	Health Program Support Health Program Support	\$96,000	\$96,000	\$96,000
<u>PETERSBURG LIBRARY FOUNDATION, INC.</u>	N/A	PC	Unrestricted Matching Gift	\$3,334	\$3,150	\$6,000

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				APPROVED CURRENT YEAR	APPROVED AND PAID	APPROVED PRIOR YEAR PAID
				FOR FUTURE PAYMENT	CURRENT YEAR	CURRENT YEAR
P O Box 3435 Petersburg VA 23805			Education Capital Support Cultural Enrichment Operating Support	\$13,897	\$516,666 \$41,693	
<u>PETERSBURG PUBLIC SCHOOLS</u> 255 South Boulevard East Petersburg VA 23805	N/A	GOV	Education Program Support		\$5,000	
<u>PETERSBURG ROTARY CLUB</u> PO Box 3311 Petersburg, VA 23805	N/A	PC	Unrestricted Matching Gift		\$200	
<u>PETERSBURG SYMPHONY ORCHESTRA</u> 19 Goodrich Avenue Petersburg, VA 23805	N/A	PC	Unrestricted Matching Gift		\$1,000	
<u>PREVENT BLINDNESS MID-ATLANTIC</u> 11618 Busy Street Richmond, VA 23236	N/A	PC	Healthcare Program Support Healthcare Program Support		\$15,134	\$13,250
<u>PRINCE & PRINCESS INC</u> PO Box 333 Petersburg, VA 23804	N/A	PC	Unrestricted Matching Gift		\$488	
<u>PRINCE GEORGE COUNTY DEPT OF SOCIAL SERVICES</u> PO Box 68 Prince George, VA 23875	N/A	GOV	Basic Human Needs Emergency Grant	\$10,000		
<u>PRINCE GEORGE COUNTY HISTORICAL SOCIETY</u> 6404 Courthouse Rd P O Box 452 Prince George, VA 23875	N/A	PC	Unrestricted Matching Gift	\$300		\$250
<u>PRINCE GEORGE COUNTY REGIONAL HERITAGE CENTER</u> 6406 Courthouse Road Prince George, VA 23875	N/A	PC	Unrestricted Matching Gift		\$200	\$61,600
<u>PRINCE GEORGE EMERGENCY CREW</u> PO Box 308 Prince George, VA 23875	N/A	PC	Unrestricted Matching Gift	\$200		
<u>project HOMES</u> 88 Camation Street Richmond, VA 23225	N/A	PC	Human Services Program Support			\$27,500
<u>RAWLS MUSEUM ARTS</u> 22376 Linden Street Courtland VA 23837	N/A	PC	Cultural Enrichment Program Support			\$10,000
<u>REACH OUT AND READ, INC</u> 56 Roland Street Suite 100D Boston, MA 02129	N/A	PC	Human Services Project Support		\$10,000	
<u>READ CENTER, THE</u> 2000 Brems Road, Suite 102 Richmond, VA 23226	N/A	PC	Education Program Support	\$22,500	\$7,500	
<u>REBUILDING TOGETHER *TRI-CITIES</u> P O Box 1005 Petersburg, VA 23804	N/A	PC	Technical Assistance Grant Human Services Program Support Unrestricted Matching Gift	\$19,034	\$6,000 \$19,037 \$700	
<u>RELAY FOR LIFE PETERSBURG</u> 113 Kennon Court Colonial Heights, VA 23834	N/A	PC	Unrestricted Matching Gift		\$200	
<u>RESTORATION OF PETERSBURG COMM DEV CORP</u> 444 Halifax Street Petersburg, VA 23803	N/A	PC	Community & Economic Development Operating Support Unrestricted Matching Gift	\$100	\$500	\$58,125
<u>RICHARD BLAND COLLEGE FOUNDATION</u> 11301 Johnson Road Petersburg, VA 23805	N/A	PC	Unrestricted Matching Gift	\$2,000	\$65,000	
<u>RIVERSIDE CRIMINAL JUSTICE AGENCY</u> c/o Prince George County 6404 Courthouse Road Prince George, VA 23875	N/A	GOV	Human Services Program Support		\$14,775	
<u>RONALD MCDONALD HOUSE CHARITIES</u> 2330 Monument Avenue Richmond VA 23220	N/A	PC	Unrestricted Matching Gift			\$500

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				APPROVED CURRENT YEAR	APPROVED AND PAID	APPROVED PRIOR YEAR PAID
				FOR FUTURE PAYMENT	CURRENT YEAR	CURRENT YEAR
<u>ROTARY CLUB OF VIRGINIA</u> PO Box 1635 Petersburg, VA 23805	N/A	PC	Unrestricted Matching Gift		\$522	
<u>SAINT JOHN CHILD DEVELOPMENT CENTER</u> 16 Welts circle Petersburg VA 23805	N/A	PC	Unrestricted Matching Gift Technical Assistance Grant		\$200 \$9,240	
<u>SALVATION ARMY - PETERSBURG CORPS</u> PO Box 254 Petersburg, VA 23803	N/A	PC	Human Services Program Support Unrestricted Matching Gift	\$250	\$34,000 \$500	
<u>SCIENCE MUSEUM OF VIRGINIA FOUNDATION</u> 2500 West Broad Street P O Box 11624 Richmond, VA 23230-0624	N/A	PC	Education Program Support		\$34,000	
<u>SERENITY, INC.</u> PO Box 131 Petersburg VA 23804	N/A	PC	Health Operating Support Health Operatng Support	\$40,000	\$20,000	\$10,000
<u>SHEPHERD CENTER OF CHESTERFIELD</u> 6800 Lucy Corr Blvd PO Drawer 170 Chesterfield, VA 23832	N/A	PC	Education Program Support		\$8 000	
<u>SOUTH CENTRE CORRIDORS RESOURCE</u>	N/A	PC	Human Services Program Support			\$8 750
<u>SOUTHSIDE HEALTH EDUCATION FOUNDATION</u> PO Box 867 Colonial Heights VA 23834	N/A	PC	Education Operating Support Education Operating Support Education Operating Support Education Scholarship funds	\$10,000 \$1,280,015	\$35,357 \$70,000	
<u>SOUTHSIDE VIRGINIA EMERGENCY CREW, INC.</u> P O Box 574 Petersburg, VA 23804	N/A	PC	Unrestricted Matching Gift	\$2,000		\$500
<u>SPCA OF PETERSBURG/COLONIAL HEIGHTS</u> 1600 Blair Rd Petersburg, VA 23805	N/A	PC	Unrestricted Matching Gift			\$200
<u>ST JOSEPH'S SCHOOL</u> 123 Franklin Street Petersburg, VA 23803	N/A	PC	Unrestricted Matching Gift	\$3,500		
<u>ST JOSEPH'S VILLA</u> 8000 Brook Road Richmond, VA 23227	N/A	PC	Human Services Program Support Human Services Program Support Basic Human Needs Emergency Grant	\$23,500	\$23,500 \$10,000	\$21,500
<u>ST LOUIS UNIVERSITY HIGH SCHOOL</u> 4970 Oakland Avenue St Louis, MO 63110	N/A	GOV	Unrestricted Matching Gift			\$2 000
<u>ST MICHAEL'S EPISCOPAL SCHOOL</u> 8706 Quaker Lane Richmond VA 23235	N/A	PC	Unrestricted Matching Gift	\$200		
<u>SUSSEX COUNTY DEPT OF SOCIAL SERVICES</u> 20103 Princeton Road P O Box 1336 Sussex, VA 23884-0036	N/A	GOV	Human Services Program Support Basic Human Needs Emergency Grant	\$10,000	\$53,000	
<u>SUSSEX COUNTY PUBLIC SCHOOLS</u> PO Box 1368 15074 Courthouse Road Sussex, VA 23834	N/A	GOV	Technical Assistance Grant		\$15,000	
<u>SWIFT CREEK MILL THEATRE, INC</u> 17401 Jefferson Davis Hwy P O Box 41 Colonial Heights, VA 23834-0041	N/A	PC	Unrestricted Matching Gift	\$3,000		
<u>SYCAMORE ROUGE</u> 21 W Old Street Petersburg, VA 23803	N/A	PC	Technical Assistance Grant		\$15,000	
<u>THE FLITE FOUNDATION</u> PO Box 1475 Richmond VA 23219	N/A	PC	Human Services Project Support	\$26,250	\$8,750	

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FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)
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FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b) 2013 GRANT SCHEDULE					Accrual Only	Accrual/Cash	Cash Only
RECIPIENT NAME AND ADDRESS	RELATIONSHIP	FOUNDATION		PURPOSE	APPROVED CURRENT YEAR	APPROVED AND PAID	APPROVED PRIOR YEAR PAID
		STATUS			FOR FUTURE PAYMENT	CURRENT YEAR	CURRENT YEAR
<u>THE LINKS FOUNDATION, INC</u> PO Box 1143 Petersburg, VA 23804	N/A	PC		Unrestricted Matching Gift		\$3,000	
<u>TOUCHDOWN CLUB OF RICHMOND, THE</u> 513 Wadeward Rd Richmond, VA 23229	N/A	PC		Human Services Program Support		\$3,000	
<u>TRIANGLE CENTER FOR DEVELOPMENT, INC</u> PO Box 1971 Petersburg, VA 23803	N/A	PC		Technical Assistance Grant	\$9,500		
<u>TUSKEGEE UNIVERSITY ANNUAL FUND</u> PO Box 1304 Tuskegee Institute AL 36087	N/A	PC		Unrestricted Matching Gift	\$700		
<u>UNITED WAY OF GREATER RICHMOND & PETERSBURG</u> 2001 Maywill Street P O Box 11807 Richmond VA 23230-8007	N/A	PC		Unrestricted Matching Gift Education Program Support		\$700	\$44,074
<u>URBAN LEAGUE OF GREATER RICHMOND</u> 511 W Grace Street Richmond VA 23222	N/A	PC		Community & Economic Development Program Support			\$48,450
<u>VIRGINIA'S GATEWAY REGION</u> 256 East Ellerslie Avenue, Suite D Colonial Heights, VA 23834	N/A	PC		Unrestricted Matching Gift Community & Economic Development Program Support Technical Assistance		\$2,000 \$225,000 \$15,000	
<u>VIRGINIA ASSOCIATION FOR COMPETITIVE SWIMMING</u> 1201 Pleasantdale Avenue PO Box 593 Colonial Heights, VA 23834	N/A	PC		Human Services Program Support		\$3,500	
<u>VIRGINIA ATHLETICS FOUNDATION</u> PO Box 400833 Charlottesville VA 22903	N/A	PC		Unrestricted Matching Gift		\$4,240	
<u>VIRGINIA DENTAL HEALTH FOUNDATION</u> 3464 Mayland Court Ste 110 Richmond, VA 23333	N/A	SO III FI		Health Program Support	\$12,000		
<u>VIRGINIA LOCAL INITIATIVES SUPPORT CORPORATION</u> One Monument Avenue 413 Stuart Circle Suite 300 Richmond, VA 23220	N/A	PC		Community & Economic Development Program Support		\$98,500	
<u>VIRGINIA REPERTORY THEATRE</u> 114 West Broad Street Richmond, VA 23220	N/A	PC		Human Services Program Support			\$10,500
<u>VIRGINIA STATE UNIVERSITY FOUNDATION</u> PO Box 9071 Petersburg, VA 23806	N/A	PC		Education Scholarship Fund Unrestricted Matching Gift		\$2,000	\$100,000
<u>WAVERLY VOLUNTEER RESCUE SQUAD</u> 115 Bank Street PO Box 583 Waverly, VA 23890	N/A	PC		Health Capital Support		\$75,000	
<u>WEST END BAPTIST CHURCH</u> 6506 Boynton Plank Road Petersburg VA 23803	N/A	PC		Unrestricted Matching Gift		\$4,000	
<u>WHISPERS OF LOVE INC</u> PO Box 2801 Petersburg VA 23804	N/A	PC		Technical Assistance Grant		\$10,000	
<u>WILCOX WATERSHED CONSERVANCY</u> PO Box 1252 Petersburg, VA 23804	N/A	PC		Unrestricted Matching Gift	\$2,400	\$500	\$2,800
<u>WOODBERRY FOREST SCHOOL</u> 402 Woodberry Station Woodberry Forest VA 22989	N/A	PC		Unrestricted Matching Gift	\$2,150	\$3,000	\$4,136

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 FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)
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FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b) 2013 GRANT SCHEDULE				Accrual Only	Accrual/Cash	Cash Only
RECIPIENT NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR
YMCA - GREATER RICHMOND 2 West Franklin Street Richmond, VA 23220	N/A	PC	Human Services Program Support Unrestricted Matching Gift Human Services Program Support	\$10,000 \$28,372	\$800 \$28,373	\$44,000
TOTALS				\$2,427,337	\$3,266,581	\$1,282,928
Total Approved Grants				\$5,693,918		
Grant Refunds				-\$1,200		
Total Grant Expense - Per Books (Form 990, Part I, Line 25(a))				\$5,692,718		
Total Paid Grants					\$4,529,507	
Less: Passthrough grant from private foundation					-\$350,000	
Total Grant Expense - Cash Basis (Form 990, Part I, Line 25(d))					\$4,179,507	