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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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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 (see instructions) (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) \$ 123,513,585	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	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) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	315,833			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	601,163	601,163		
	4 Dividends and interest from securities	1,946,922	2,362,001		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-3,983,844			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	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) (attach schedule)					
11 Other income (attach schedule)	56,708	-229,874	56,708		
12 Total. Add lines 1 through 11	-1,063,218	2,733,290	56,708		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	290,851	29,085	0	263,407
	14 Other employee salaries and wages	562,975	0	0	557,698
	15 Pension plans, employee benefits	264,689	9,016	0	257,969
	16a Legal fees (attach schedule)	51,004	10,201	0	40,803
	b Accounting fees (attach schedule)	87,135	29,704	0	54,439
	c Other professional fees (attach schedule)	370,877	360,317	0	10,560
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	232,647	0	0	0
	19 Depreciation (attach schedule) and depletion	158,564	0	0	
	20 Occupancy	68,206	4,507	0	63,477
	21 Travel, conferences, and meetings	29,388	3,106	0	25,810
	22 Printing and publications	28,728	0	0	29,104
	23 Other expenses (attach schedule)	473,237	5,114	0	529,760
	24 Total operating and administrative expenses. Add lines 13 through 23	2,618,301	451,050	0	1,833,027
	25 Contributions, gifts, grants paid	4,160,496			3,672,958
	26 Total expenses and disbursements. Add lines 24 and 25	6,778,797	451,050	0	5,505,985
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-7,842,015			
	b Net investment income (if negative, enter -0-)		2,282,240		
c Adjusted net income(if negative, enter -0-)			56,708		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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	1,440,412	1,556,849	1,556,849
	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 schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	135,831	567,184	567,184
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	60,903,025 	61,249,480	61,249,480
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	49,462,598 	50,380,287	50,380,287
	14 Land, buildings, and equipment basis ▶ _____ 3,474,075 Less accumulated depreciation (attach schedule) ▶ 994,551	2,636,697	2,479,524	2,479,524
15 Other assets (describe ▶ _____)	 7,157,316 	 7,280,261 	 7,280,261	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	121,735,879	123,513,585	123,513,585	
Liabilities	17 Accounts payable and accrued expenses	676,600	696,423	
	18 Grants payable.	718,620	1,190,720	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)	 114,786 	 209,150	
	23 Total liabilities (add lines 17 through 22)	1,510,006	2,096,293	
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	111,928,382	114,210,590	
	25 Temporarily restricted	8,297,491	7,206,702	
	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 (see instructions)	120,225,873	121,417,292		
31 Total liabilities and net assets/fund balances (see instructions) .	121,735,879	123,513,585		

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	120,225,873
2 Enter amount from Part I, line 27a	2	-7,842,015
3 Other increases not included in line 2 (itemize) ▶ _____ 	3	9,519,328
4 Add lines 1, 2, and 3	4	121,903,186
5 Decreases not included in line 2 (itemize) ▶ _____ 	5	485,894
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	121,417,292

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 See Additional Data Table			
b			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 See Additional Data Table			
b			
c			
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	-3,983,844
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	

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 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))
2015	5,467,072	126,565,738	0 043196
2014	6,715,310	124,005,334	0 054153
2013	5,471,404	120,326,171	0 045471
2012	6,072,990	114,425,789	0 053074
2011	7,429,170	117,440,198	0 063259

2 Total of line 1, column (d)	2	0 259153
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 051831
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	120,566,927
5 Multiply line 4 by line 3	5	6,249,104
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,822
7 Add lines 5 and 6	7	6,271,926
8 Enter qualifying distributions from Part XII, line 4	8	5,505,985

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	45,645
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	45,645
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	45,645
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	175,532
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	175,532
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	129,887
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 129,887 Refunded ▶	11	0

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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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	2	No
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	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
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?	6	Yes
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	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW CAMFOUND ORG	13	Yes	
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			
16	At any time during calendar year 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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		
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 2016? ☐	1c		No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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 4945(d)(4)(A)? (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	Yes
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☒ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	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	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JILL C COLEMAN 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	VICE PRESIDENT FOR P 40 00	124,736	24,657	0
VALERIE L LIGGINS 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PROGRAM OFFICER 40 00	82,596	24,347	0
RISHA L STEBBINS 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PROGRAM OFFICER 40 00	82,167	20,871	0
BRANDY L CRAMER 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PROGRAM OFFICER 40 00	68,931	13,331	0
CINDY HUMPHREY 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PROGRAM OFFICER 40 00	50,638	20,966	0
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
PAVILION ADVISORY GROUP INC 227 W MONROE STREET SUITE 2020 CHICAGO, IL 60606	INVESTMENT ADVISORY SERVICES	157,500
501 ADVISORS INC PO BOX 3538 CHESTER, VA 23831	CONTRACT CFO & MANAGEMENT SERVICES	61,385
EAGLE CAPITAL MANAGEMENT LLC 499 PARK AVENUE 21ST FLOOR NEW YORK, NY 10022	INVESTMENT MANAGEMENT SERVICES	56,180
STATE STREET BANK & TRUST COMPANY NA PO BOX 5607 BOSTON, MA 02206	INVESTMENT MANAGEMENT SERVICES	54,543
JOHNSON & ANDREWS PO BOX 3090 PETERSBURG, VA 23805	LEGAL SERVICES	51,004
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 _____ _____ _____	
2 _____ _____ _____	
3 _____ _____ _____	
4 _____ _____ _____	

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

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

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	108,371,105
b	Average of monthly cash balances.	1b	3,880,638
c	Fair market value of all other assets (see instructions).	1c	10,151,229
d	Total (add lines 1a, b, and c).	1d	122,402,972
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	122,402,972
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,836,045
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	120,566,927
6	Minimum investment return. Enter 5% of line 5.	6	6,028,346

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	6,028,346
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	45,645
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	45,645
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,982,701
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,982,701
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	5,982,701

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	5,505,985
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	5,505,985
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,505,985

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				5,982,701
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 1,635,851				
b From 2012. 437,627				
c From 2013.				
d From 2014. 762,865				
e From 2015.				
f Total of lines 3a through e.	2,836,343			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 5,505,985				
a Applied to 2015, 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 2016 distributable amount.				5,505,985
e Remaining amount distributed out of corpus				0
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	476,716			476,716
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,359,627			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	1,159,135			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,200,492			
10 Analysis of line 9				
a Excess from 2012. 437,627				
b Excess from 2013.				
c Excess from 2014. 762,865				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed J TODD GRAHAM 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803 (804) 732-7900	
b The form in which applications should be submitted and information and materials they should include SEE ORGANIZATIONS WEBSITE AT WWW.CAMFOUND.ORG	
c Any submission deadlines SEE ORGANIZATIONS WEBSITE AT WWW.CAMFOUND.ORG	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors SEE ORGANIZATIONS WEBSITE AT WWW.CAMFOUND.ORG	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				3,672,958
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				1,206,160

Enter gross amounts unless otherwise indicated

Part XVI-B	Relationship of Activities to the A
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Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
----------------------	--

Form **990-PF** (2016)

Part XVII

- | | | | |
|---|----|--|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |
|---|----|--|----|

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

- b** If "Yes," complete the following schedule

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best

May the IRS discuss this return with the preparer shown below
(see instr)? ☒ Yes ☐ No

Phone no (804) 733-5566

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
TIFF PARTNERS V	P	2015-01-01	2016-12-31
TIFF PRIVATE EQUITY PARTNERS 2008 LLC	P	2015-01-01	2016-12-31
METROPOLITAN REAL ESTATE PARTNERS VII, LP	P	2015-01-01	2016-12-31
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND IV, LP	P	2015-01-01	2016-12-31
SSGA REAL ASSET NON-LENDING CTF	P	2015-01-01	2016-12-31
DENHAM COMMODITY PARTNERS FUND VI LP	P	2015-01-01	2016-12-31
THE SANDERSON INTERNATIONAL VALUE FUND	P	2015-01-01	2016-12-31
PARK STREET CAPITAL NATURAL	P	2015-01-01	2016-12-31
FLAG GLOBAL PARNTERS LP	P	2015-01-01	2016-12-31
THE EMERGING MARKETS COUNTRY FUND	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
90,327			90,327
135,671			135,671
90,576			90,576
136,881			136,881
		268,221	-268,221
		32,581	-32,581
29,577			29,577
5,853			5,853
57,240			57,240
105,825			105,825

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			90,327
			135,671
			90,576
			136,881
			-268,221
			-32,581
			29,577
			5,853
			57,240
			105,825

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
GREENSPRING GLOBAL	P	2015-01-01	2016-12-31
RCP FUND IX, LP	P	2015-01-01	2016-12-31
ROBECO TRANSTREND DIVERSIFIED FUND	P	2015-01-01	2016-12-31
1166 191 SHS REAL ASSET CTF	P	2015-01-01	2016-12-31
4176 936 SHS THE TAP FUND	P	2015-01-01	2016-12-31
23765 840 SHS SANDERSON INTERNATIONAL VALUE FUND	P	2015-01-01	2016-12-31
220207 327 SHS COLCHESTER GLOBAL BOND FUND	P	2015-01-01	2016-12-31
37503 511 SHS CITY OF LONDON FUND	P	2015-01-01	2016-12-31
3168 463 SHS SEMINOLE OFFSHORE	P	2015-01-01	2016-12-31
2500 SHS LAKEWOOD CAPITAL PARTNERS FUND	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
88,082			88,082
7,346			7,346
39,318			39,318
12,688		12,443	245
2,380,227		3,550,000	-1,169,773
842,754		723,885	118,869
2,415,842		2,457,509	-41,667
1,689,778		2,000,000	-310,222
2,374,336		2,500,000	-125,664
2,614,848		2,500,000	114,848

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			88,082
			7,346
			39,318
			245
			-1,169,773
			118,869
			-41,667
			-310,222
			-125,664
			114,848

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
25155 302 SHS HOPLITE OFFSHORE FUND LTD	P	2015-01-01	2016-12-31
2151 241 SHS VARDE INVESTMENT PARTNERS OFFSHORE LTD	P	2015-01-01	2016-12-31
23907 104 SHS ARTISAN SMALL CAP FUND	P	2015-01-01	2016-12-31
263554 539 SHS DFA EMERGING MARKETS	P	2015-01-01	2016-12-31
17768 301 SHS DELAWARE POOLED TRUST	P	2015-01-01	2016-12-31
132410 276 SHS HARBOR FUND	P	2015-01-01	2016-12-31
22909 507 SHS HARDING LOEVNER INST	P	2015-01-01	2016-12-31
42114 301 SHS MADISON SMALL CAP	P	2015-01-01	2016-12-31
142232 975 SHS VOYA GLOBAL RE FUND	P	2015-01-01	2016-12-31
356043 967 SHS VANGUARD TOTAL INTL STOCK INDEX	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,885,915		5,949,233	-63,318
2,143,783		2,151,241	-7,458
700,000		569,549	130,451
5,110,323		9,669,501	-4,559,178
250,000		239,872	10,128
2,922,295		2,444,657	477,638
400,000		337,422	62,578
700,000		594,001	105,999
3,026,718		2,399,242	627,476
8,630,506		9,089,119	-458,613

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-63,318
			-7,458
			130,451
			-4,559,178
			10,128
			477,638
			62,578
			105,999
			627,476
			-458,613

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
13093 246 SHS VANGUARD INST INDEX FUND	P	2015-01-01	2016-12-31
20441 199 SHS VANGUARD ENERGY FUND	P	2015-01-01	2016-12-31
225709 682 SHS VANGUARD INTERMEDIATE TERM	P	2015-01-01	2016-12-31
571273 445 SHS VANGUARD TOTAL BOND MARKET IND	P	2015-01-01	2016-12-31
434816 943 SHS TEMPLETON GLOBAL BOND FUND	P	2015-01-01	2016-12-31
110262 935 SHS BRANDYWINE LEGG MASON	P	2015-01-01	2016-12-31
135557 873 SHS PRUDENTIAL ABSOLUTE RETURN BOND	P	2015-01-01	2016-12-31
163274 675 SHS METWEST TOTAL RETURN BOND FUND	P	2015-01-01	2016-12-31
1500 SHS AON PLC	P	2015-01-01	2016-12-31
1397 SHS LIBERTY GLOBAL PLC A	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,445,000		1,813,844	631,156
1,866,164		2,166,608	-300,444
2,602,443		2,548,500	53,943
6,158,618		6,221,578	-62,960
4,943,726		5,551,592	-607,866
1,300,000		1,265,818	34,182
1,300,000		1,262,232	37,768
1,800,000		1,754,081	45,919
150,061		73,515	76,546
51,530		12,171	39,359

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			631,156
			-300,444
			53,943
			-62,960
			-607,866
			34,182
			37,768
			45,919
			76,546
			39,359

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
2500 SHS LIBERTY GLOBAL PLC SERIES C	P	2015-01-01	2016-12-31
501 SHS LIBERTY GLOBAL PLC LILAC C	P	2015-01-01	2016-12-31
2500 SHS ALIBABA GROUP HOLDING SP ADR	P	2015-01-01	2016-12-31
50 SHS ALPHABET INC CL C	P	2015-01-01	2016-12-31
280 SHS ALPHABET INC CL A	P	2015-01-01	2016-12-31
175 SHS AMAZON COM INC	P	2015-01-01	2016-12-31
1800 SHS BANK OF AMERICA CORP	P	2015-01-01	2016-12-31
1100 SHS WR BERKLEY CORP	P	2015-01-01	2016-12-31
2000 SHS BERKSHIRE HATHAWAY INC CL B	P	2015-01-01	2016-12-31
4100 SHS CITIGROUP INC	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
90,337		19,559	70,778
17		4	13
181,204		194,306	-13,102
36,631		18,556	18,075
211,436		75,932	135,504
101,490		52,238	49,252
24,234		31,520	-7,286
58,594		27,783	30,811
287,435		188,497	98,938
193,354		196,220	-2,866

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			70,778
			13
			-13,102
			18,075
			135,504
			49,252
			-7,286
			30,811
			98,938
			-2,866

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
600 SHS CONSTELLATION BRANDS INC A	P	2015-01-01	2016-12-31
2300 SHS DISCOVERY COMMUNICATIONS	P	2015-01-01	2016-12-31
200 SHS DISH NETWORK CORP A	P	2015-01-01	2016-12-31
700 SHS ECOLAB INC	P	2015-01-01	2016-12-31
200 SHS GOLDMAN SACHS GROUP INC	P	2015-01-01	2016-12-31
587 SHS ILG INC	P	2015-01-01	2016-12-31
900 SHS JPMORGAN CHASE & CO	P	2015-01-01	2016-12-31
1400 SHS MARRIOTT INTL CL A	P	2015-01-01	2016-12-31
3300 SHS MICROSOFT CORP	P	2015-01-01	2016-12-31
2100 SHS MONDELEZ INTL INC A	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
87,177		25,767	61,410
64,055		78,690	-14,635
9,744		10,345	-601
73,610		24,176	49,434
30,335		25,164	5,171
8		7	1
71,194		53,603	17,591
99,479		85,080	14,399
178,541		88,524	90,017
87,411		44,385	43,026

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			61,410
			-14,635
			-601
			49,434
			5,171
			1
			17,591
			14,399
			90,017
			43,026

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1200 SHS MORGAN STANLEY	P	2015-01-01	2016-12-31
2200 SHS NOBLE ENERGY INC	P	2015-01-01	2016-12-31
4000 SHS ORACLE CORP	P	2015-01-01	2016-12-31
1000 SHS PEPSICO INC	P	2015-01-01	2016-12-31
1150 SHS STARWOOD HOTELS & RESORTS	P	2015-01-01	2016-12-31
500 SHS THERMO FISHER SCIENTIFIC INC	P	2015-01-01	2016-12-31
8000 SHS TWENTY FIRST CENTURY FOX B	P	2015-01-01	2016-12-31
900 SHS UNITEDHEALTH GROUP INC	P	2015-01-01	2016-12-31
2095 SHS VALEANT PHARMACEUTICALS INT	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,524		17,093	29,431
73,581		61,097	12,484
161,236		121,616	39,620
100,858		65,077	35,781
87,961		72,500	15,461
69,334		18,535	50,799
225,269		251,696	-26,427
112,460		33,829	78,631
60,804		272,194	-211,390

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			29,431
			12,484
			39,620
			35,781
			15,461
			50,799
			-26,427
			78,631
			-211,390

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
J TODD GRAHAM	PRESIDENT 40 00	295,740	45,547	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
PAMELA M COMSTOCK	CHAIR 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
J TOLLEISON MORRIS VI	VICE CHAIR 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
DONALD L HARAWAY	TREASURER 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
KEVIN H HILL	SECRETARY 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
LARRY C TUCKER	IMMEDIATE PAST CHAIR 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
CLEVELAND A WRIGHT	DIRECTOR 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
MARK H STEVENS	DIRECTOR 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
VANDY V JONES III	DIRECTOR 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
JEFFREY W GEISZ	DIRECTOR 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AL-A-MO RECOVERY CENTER INC 35 S MARKET ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	TECHNICAL ASSISTANCE	4,300
AL-A-MO RECOVERY CENTER INC 35 S MARKET ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HEALTH OPERATING SUPPORT	28,000
ALZHEIMER'S ASSOC GREATER RICHMOND CHAP 201 TEMPLE AVENUE SUITE E COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	20,925
APPOMATTOX EDUCATIONAL FOUNDATION P O BOX 84 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
ARMY QUARTERMASTER FOUNDATION INC PO BOX 5230 FORT LEE, VA 23801	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	5,000
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ART ON WHEELS 3108 B W LEIGH STREET RICHMOND, VA 23230	NONE	PUBLIC CHARITY	CULTURAL ENRICHMENT PROGRAM SUPPORT	16,000
ASSOC FOR THE PRESERV OF VA ANTIQUITIES 204 WEST FRANKLIN STREET RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	40,000
BATTERSEA FOUNDATION PO BOX 101 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	5,000
BATTERSEA FOUNDATION PO BOX 101 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	5,000
BATTERSEA FOUNDATION PO BOX 101 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
Total 				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BATTERSEA FOUNDATION PO BOX 101 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	667
BATTERSEA FOUNDATION PO BOX 101 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	6,000
BETTER HOUSING COALITION 23 WEST BROAD ST STE 100 RICHMOND, VA 23241	NONE	PUBLIC CHARITY	UNRESTRICTED PROGRAM SERVICES	100,000
BETTER HOUSING COALITION 23 WEST BROAD ST STE 100 RICHMOND, VA 23241	NONE	PUBLIC CHARITY	UNRESTRICTED PROGRAM SERVICES	100,000
BETTER HOUSING COALITION 23 WEST BROAD ST STE 100 RICHMOND, VA 23241	NONE	PUBLIC CHARITY	UNRESTRICTED PROGRAM SERVICES	100,000
Total 				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BLANDFORD CEMETERY FOUNDATION 250 S SYCAMORE STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
BOY SCOUTS OF AMERICA PO BOX 6309 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
BOY SCOUTS OF AMERICA PO BOX 6309 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
BOYS & GIRLS CLUB OF METRO RICHMOND 5511 STAPLES MILL ROAD SUITE 301 RICHMOND, VA 23228	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	60,000
BOYS HOME OF VIRGINIA 414 BOYS HOME ROAD COVINGTON, VA 24426	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	3,000
Total 				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS HOME OF VIRGINIA 414 BOYS HOME ROAD COVINGTON, VA 24426	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
BYRD THEATRE FOUNDATION 2908 W CARY STREET RICHMOND, VA 23221	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
C A R E S INC PO BOX 1167 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	40,850
CENTRAL VIRGINIA HEALTH SERVICES P O BOX 220 NEW CANTON, VA 23123	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	173,500
CENTRAL VIRGINIA HEALTH SERVICES P O BOX 220 NEW CANTON, VA 23123	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	156,000
Total ▶ 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHESTERFIELD CASA INC 9457 AMBERDALE DRIVE RICHMOND, VA 23236	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	20,000
CHESTRFLD-CH ALLIANCE FOR SOCIAL MINISTRY PO BOX 1741 CHESTERFIELD, VA 23832	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	60
CHILDSAVERS MEMORIAL CHILD GUIDANCE 200 N 22ND STREET RICHMOND, VA 23223	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	30,000
CITY OF HOPEWELL 300 N MAIN ST 3RD FLOOR SUITE 321 HOPEWELL, VA 23860	NONE	DOMESTIC GOVERNMENT	HEALTH PROGRAM SUPPORT	30,000
COLONIAL HEIGHTS FOOD PANTRY INC 530 SOUTHPARK BOULEVARD COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLONIAL HEIGHTS FOOD PANTRY INC 530 SOUTHPARK BOULEVARD COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	60,000
COMFORT ZONE 6606 WEST BROAD STREET STE 401 RICHMOND, VA 22323	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	700
COMFORT ZONE 6606 WEST BROAD STREET STE 401 RICHMOND, VA 22323	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
COMMUNITIES IN SCHOOLS OF PETERSBURG 255 S BOULEVARD EAST 134 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
COMMUNITIES IN SCHOOLS OF PETERSBURG 255 S BOULEVARD EAST 134 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITIES IN SCHOOLS OF VIRGINIA 255 S BOULEVARD EAST 134 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	90,000
CRATER COMMUNITY HOSPICE 3916 S CRATER ROAD PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	37,500
CRATER COMMUNITY HOSPICE 3916 S CRATER ROAD PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
CULTUREWORKS 1906-A NORTH HAMILTON ST RICHMOND, VA 23230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
DINWIDDIE CHRISTMAS SHARING FOUNDATION PO BOX 462 DINWIDDIE, VA 23841	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DINWIDDIE COUNTY HIGH SCHOOL FOOTBALL 11501 BOISSEAU ROAD DINWIDDIE, VA 23841	NONE	DOMESTIC GOVERNMENT	UNRESTRICTED MATCHING GIFT PROGRAM	200
DISTRICT 19 COMMUNITY SERVICES BOARD 20 W BANK STREET SUITE 5 PETERSBURG, VA 23803	NONE	DOMESTIC GOVERNMENT	HEALTH PROGRAM SUPPORT	25,000
DOWNTOWN CHURCHES UNITED INC 827 COMMERCE ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	56,000
EQUAL JUSTICE AMERICA 13540 EAST BOUNDARY ROAD SUITE 204 MIDLOTHIAN, VA 23112	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	5,500
FAMILY LIFELINE 2325 W BROAD ST RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	45,000
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FEEDMORE INC 1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	75,000
FRIENDS OF THE HISTORIC FARMERS BANK PO BOX 3751 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	667
FRIENDS OF THE HISTORIC FARMERS BANK PO BOX 3751 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	700
FRIENDS OF THE LOWER APPOMATTOX RIVER PO BOX 1808 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
FRIENDS OF THE LOWER APPOMATTOX RIVER PO BOX 1808 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED PROGRAM SERVICES	1,000
Total 				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF THE LOWER APPOMATTOX RIVER PO BOX 1808 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN	100,000
FRIENDS OF THE LOWER APPOMATTOX RIVER PO BOX 1808 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	HANDY LINDSEY AWARD	5,000
FRIENDS OF THE LOWER APPOMATTOX RIVER PO BOX 1808 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED PROGRAM SERVICES	1,000
FRIENDS OF THE WAVERLY LIBRARY PO BOX 543 WAVERLY, VA 23890	NONE	PUBLIC CHARITY	EDUCATION CAPITAL	18,152
GATEWAY HOMES INC 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GATEWAY HOMES INC 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	45,000
GATEWAY HOMES INC 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	HANDY LINDSEY AWARD	5,000
GIRL SCOUT COMMONWEALTH COUNCIL OF VA INC 4900 AUGUSTA AVENUE SUITE 200 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	20,000
GREAT ASPIRATIONS SCHOLARSHIP PROGRAM 4551 COX RD STE 115 GLEN ALLEN, VA 23060	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	10,000
GREAT ASPIRATIONS SCHOLARSHIP PROGRAM 4551 COX RD STE 115 GLEN ALLEN, VA 23060	NONE	PUBLIC CHARITY	HANDY LINDSEY AWARD	5,000
Total 				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GREATER RICHMOND AQUATICS PARTNERSHIP 5050 RIDGEDALE PARKWAY NORTH CHESTERFIELD, VA 23834	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	7,000
GREATER RICHMOND FIT4KIDS 2500 W BROAD ST RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	45,000
GREATER RICHMOND SCAN 103 E GRACE ST RICHMOND, VA 23219	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	35,000
GREATER RICHMOND SCAN 103 E GRACE ST RICHMOND, VA 23219	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	35,000
HAMPDEN-SYDNEY COLLEGE PO BOX 637 HAMPDENSYDNEY, VA 23943	NONE	DOMESTIC GOVERNMENT	UNRESTRICTED MATCHING GIFT PROGRAM	2,000
Total 				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HAMPDEN-SYDNEY COLLEGE PO BOX 637 HAMPDENSYDNEY, VA 23943	NONE	DOMESTIC GOVERNMENT	UNRESTRICTED MATCHING GIFT PROGRAM	1,200
HISTORIC HOPEWELL FOUNDATION INC 603 BROWN AVENUE HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
HISTORIC BLANDFORD CEMETERY FOUNDATION 250 S SYCAMORE STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	667
HISTORIC PETERSBURG FOUNDATION INC PO BOX 691 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
HISTORIC PETERSBURG FOUNDATION INC PO BOX 691 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
Total ▶ 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HISTORIC PETERSBURG FOUNDATION INC PO BOX 691 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
HISTORICORPS 1420 OGDEN STREET SUITE 103 DENVER, CO 80218	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	45,720
HISTORICORPS 1420 OGDEN STREET SUITE 103 DENVER, CO 80218	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	42,539
HISTORICORPS 1420 OGDEN STREET SUITE 103 DENVER, CO 80218	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	42,539
HOPEWELL DOWNTOWN PARTNERSHIP 205 E BROADWAY AVENUE HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
Total 				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOPEWELL FOOD PANTRY P O BOX 1532 HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	35,000
HOPEWELL FOOD PANTRY P O BOX 1532 HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	7,500
HOPEWELL FOOD PANTRY P O BOX 1532 HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	7,500
INSTITUTE FOR PUBLIC HEALTH INNOVATION 1301 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,501
INSTITUTE FOR PUBLIC HEALTH INNOVATION 1301 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,501
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INTERFAITH ADULT DAY CARE INC PO BOX 3272 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	250
JACKSON FEILD HOMES 546 WALNUT GROVE DRIVE JARRETT, VA 23867	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	250
JOHN TYLER COMMUNITY COLLEGE FOUNDATION 800 CHARTER COLONY PARKWAY MIDLOTHIAN, VA 23114	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	33,800
JOHN TYLER COMMUNITY COLLEGE FOUNDATION 800 CHARTER COLONY PARKWAY MIDLOTHIAN, VA 23114	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
LEARN TO EARN 114 N UNION STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	70,000
Total 				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEGAL AID JUSTICE CENTER 123 EAST BROAD STREET RICHMOND, VA 23219	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	70,000
LOCAL INITIATIVES SUPPORT CORPORATION 413 STUART CIRCLE SUITE 300 RICHMOND, VA 23220	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	100,000
MEADOWVIEW BIOLOGICAL RESEARCH STATION 8390 FREDERICKSBURG TNPk WOODFORD, VA 22580	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
NAMI VIRGINIA 1904 BYRD AVENUE 207 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	208
OCRAN UNITED METHODIST CHURCH PO BOX 309 SUTHERLAND, VA 23885	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	325
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	325
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	508
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	508
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	815
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	815
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	350
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	350
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	508
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	508
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	125
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	125
PETERSBURG AREA ART LEAGUE 7 EAST OLD STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
PETERSBURG AREA ART LEAGUE 7 EAST OLD STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
PETERSBURG AREA ART LEAGUE 7 EAST OLD STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	300
Total ▶				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PETERSBURG AREA ART LEAGUE 7 EAST OLD STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	667
PETERSBURG AREA ART LEAGUE 7 EAST OLD STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
PETERSBURG CITY PUBLIC SCHOOLS 255 SOUTH BOULEVARD EAST PETERSBURG, VA 23805	NONE	DOMESTIC GOVERNMENT	EDUCATION PROGRAM SUPPORT	9,412
PETERSBURG CITY PUBLIC SCHOOLS 255 SOUTH BOULEVARD EAST PETERSBURG, VA 23805	NONE	DOMESTIC GOVERNMENT	EDUCATION PROGRAM SUPPORT	9,412
PETERSBURG CITY PUBLIC SCHOOLS 255 SOUTH BOULEVARD EAST PETERSBURG, VA 23805	NONE	DOMESTIC GOVERNMENT	EDUCATION PROGRAM SUPPORT	29,838
Total ▶ 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PETERSBURG CITY PUBLIC SCHOOLS 255 SOUTH BOULEVARD EAST PETERSBURG, VA 23805	NONE	DOMESTIC GOVERNMENT	EDUCATION PROGRAM SUPPORT	29,838
PETERSBURG FAMILY YMCA 120 N MADISON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	20,000
PETERSBURG FAMILY YMCA 120 N MADISON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	20,000
PETERSBURG FAMILY YMCA 120 N MADISON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
PETERSBURG FAMILY YMCA 120 N MADISON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	20,000
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PETERSBURG FAMILY YMCA 120 N MADISON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	8,000
PETERSBURG FAMILY YMCA 120 N MADISON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	10,000
PETERSBURG HEALTH DEPARTMENT 301 HALIFAX STREET PETERSBURG, VA 23803	NONE	DOMESTIC GOVERNMENT	HEALTH PROGRAM SUPPORT	96,000
PETERSBURG LIBRARY FOUNDATION INC PO BOX 3435 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	CULTURAL ENRICHMENT PROGRAM SUPPORT	2,500
PETERSBURG LIBRARY FOUNDATION INC PO BOX 3435 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	CULTURAL ENRICHMENT PROGRAM SUPPORT	2,500
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PETERSBURG LIBRARY FOUNDATION INC PO BOX 3435 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
PETERSBURG LIBRARY FOUNDATION INC PO BOX 3435 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
PETERSBURG PUBLIC LIBRARY FOUNDATION 201 WEST WASHINGTON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	61,490
PETERSBURG SYMPHONY ORCHESTRA 19 GOODRICH AVE PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	CULTURAL ENRICHMENT PROGRAM SUPPORT	2,500
PETERSBURG SYMPHONY ORCHESTRA 19 GOODRICH AVE PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	CULTURAL ENRICHMENT PROGRAM SUPPORT	2,500
Total 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRINCE GEORGE CO REGIONAL HERITAGE CNTR 6406 COURTHOUSE RD PO BOX 452 PRINCE GEORGE, VA 23875	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	5,000
PRINCE GEORGE CO REGIONAL HERITAGE CNTR 6406 COURTHOUSE RD PO BOX 452 PRINCE GEORGE, VA 23875	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	5,000
PRINCE GEORGE COUNTY PO BOX 68 PRINCE GEORGE, VA 23875	NONE	DOMESTIC GOVERNMENT	COMMUNITY & ECONOMIC DEVELOPMNT CAPITAL	69,077
PRINCE GEORGE COUNTY PO BOX 68 PRINCE GEORGE, VA 23875	NONE	DOMESTIC GOVERNMENT	COMMUNITY & ECONOMIC DEVELOPMNT CAPITAL	52,337
PROJECT HOMES 88 CARNATION STREET RICHMOND, VA 23225	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	50,000
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PUSH FAITH HOUSE 202 EAST MAIN STREET SUITE 3 WAKEFIELD, VA 23888	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	5,000
QUILL THEATRE PO BOX 7265 RICHMOND, VA 23221	NONE	PUBLIC CHARITY	CULTURAL ENRICHMENT PROGRAM SUPPORT	20,000
REACH OUT AND READ VIRGINIA 12929 CHURCH ROAD RICHMOND, VA 23233	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	4,600
REBUILDING TOGETHER OF RICHMOND 406 W FRANKLIN STREET SUITE B RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	25,000
RICHARD BLAND COLLEGE FOUNDATION 11301 JOHNSON RD SOUTH PRINCE GEORGE, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	700
Total 				3,672,958
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROTARY CLUB OF PETERSBURG (BREAKFAST) PO BOX 1635 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	750
ROTARY CLUB OF PETERSBURG (BREAKFAST) PO BOX 1635 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	800
SAINT JOHN CHILD DEVELOPMENT CENTER PO BOX 275 STONY CREEK, VA 23882	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
SERENITY INC PO BOX 131 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	40,000
SISTERS NETWORK CENTRAL VIRGINIA INC 105 E CLAY STREET RICHMOND, VA 23219	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	700
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SMART BEGINNINGS SOUTHEAST 209 E CAWSON ST HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	65,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 100 PEACHTREE STREET NW SUITE 2080 ATLANTA, GA 30303	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	9,100
SOUTHSIDE HEALTH EDUCATION FOUNDATION PO BOX 867 COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	40,000
SOUTHSIDE HEALTH EDUCATION FOUNDATION PO BOX 867 COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	CLEVELAND A WRIGHT AWARD	20,000
SOUTHSIDE TRANSFORMATION OPPORTUNITES FOR RESIDENTS AND YOUTH PO BOX 1649 HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	25,600
Total ▶ 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHSIDE VIRGINIA EMERGENCY CREW INC PO BOX 574 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
SPCA OF PETERSBURGCOLONIAL HEIGHTS PO BOX 1174 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
ST JOSEPH'S VILLA 8000 BROOK RD RICHMOND, VA 23227	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	65,000
ST STEPHEN'S EPISCOPAL CHURCH 228 HALIFAX STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN CAPITAL	12,500
ST STEPHEN'S EPISCOPAL CHURCH 228 HALIFAX STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN CAPITAL	12,500
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SUSSEX COUNTY DEPT OF SOCIAL SERVICES 20103 PRINCETON ROAD PO BOX 1336 SUSSEX, VA 23884	NONE	DOMESTIC GOVERNMENT	HUMAN SERVICES PROGRAM SUPPORT	40,000
SUSSEX COUNTY PUBLIC SCHOOLS PO BOX 1368 21302 SUSSEX DRIVE SUSSEX, VA 23884	NONE	DOMESTIC GOVERNMENT	EDUCATION PROGRAM SUPPORT	17,700
SWIFT CREEK MILL THEATRE INC PO BOX 41 COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	3,000
SWIFT CREEK MILL THEATRE INC PO BOX 41 COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
SWIFT CREEK MILL THEATRE INC PO BOX 41 COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
Total ▶ 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE HOPEWELL DOWNTOWN PARTNERSHIP 205 1/2 E BROADWAY AVE HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT OPERATING SUPPORT	30,000
TUSKEGEE UNIVERSITY ANNUAL FUND P O BOX 1304 TUSKEGEE INSTITUTE, AL 36087	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
UNIVERSITY OF RICHMOND SCHOOL OF LAW 28 WESTHAMPTON WAY G20 RICHMOND, VA 23173	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
VIRGINIA'S GATEWAY REGION 256 E ELLERSLIE AVENUE STE D COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	137,500
VIRGINIA'S GATEWAY REGION 256 E ELLERSLIE AVENUE STE D COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT OPERATING SUPPORT	125,000
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA'S GATEWAY REGION 256 E ELLERSLIE AVENUE STE D COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
VIRGINIA ATHLETICS FOUNDATION PO BOX 400833 CHARLOTTESVILLE, VA 22904	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	3,000
VIRGINIA ATHLETICS FOUNDATION PO BOX 400833 CHARLOTTESVILLE, VA 22904	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	240
VIRGINIA DENTAL ASSOCIATION FOUNDATION 3460 MAYLAND COURT STE 110 RICHMOND, VA 23233	NONE	PUBLIC CHARITY	HEALTH OPERATING SUPPORT	12,500
VIRGINIA DENTAL ASSOCIATION FOUNDATION 3460 MAYLAND COURT STE 110 RICHMOND, VA 23233	NONE	PUBLIC CHARITY	HEALTH OPERATING SUPPORT	12,500
Total ► 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA DENTAL ASSOCIATION FOUNDATION 3460 MAYLAND COURT STE 110 RICHMOND, VA 23233	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
VIRGINIA MENTORING PARTNERSHIP PO BOX 843066 RICHMOND, VA 23284	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	15,000
VIRGINIA STATE UNIVERSITY FOUNDATION P O BOX 9027 STORUM HALL PETERSBURG, VA 23806	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	30,061
VIRGINIA STATE UNIVERSITY FOUNDATION P O BOX 9027 STORUM HALL PETERSBURG, VA 23806	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	30,061
WEST END BAPTIST CHURCH 6506 BOYDTON PLANK ROAD PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	2,000
Total 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST END BAPTIST CHURCH 6506 BOYDTON PLANK ROAD PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	2,000
WILLCOX WATERSHED CONSERVANCY INC PO BOX 1252 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
WILLCOX WATERSHED CONSERVANCY INC PO BOX 1252 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	2,450
WILLCOX WATERSHED CONSERVANCY INC PO BOX 1252 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN CAPITAL	13,600
WILLCOX WATERSHED CONSERVANCY INC PO BOX 1252 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	667
Total ▶ 3a				3,672,958

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILLCOX WATERSHED CONSERVANCY INC PO BOX 1252 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
WILLCOX WATERSHED CONSERVANCY INC PO BOX 1252 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	2,000
WILLCOX WATERSHED CONSERVANCY INC PO BOX 1252 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
YMCA OF GREATER RICHMOND 2 WEST FRANKLIN RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	55,000
YMCA OF GREATER RICHMOND 2 WEST FRANKLIN RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HUMAN SERVICES CAPITAL	100,000
Total 3a				3,672,958

TY 2016 Accounting Fees Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	87,135	29,704	0	54,439

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Expenditure Responsibility Statement

Name: THE CAMERON FOUNDATION

EIN: 20-0097152

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
HOPEWELL-PRINCE GEORGE HEALTHY FAMILIES	300 N MAIN STREET ROOM 217 HOPEWELL, VA 23860	2016-06-21	30,000	PROGRAM SUPPORT	15,000	NONE	NOVEMBER 2016, MARCH 2017	2016-11-30	TO THE KNOWLEDGE OF THE CAMERON FOUNDATION, GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE OF THE GRANT THE CAMERON FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF GRANTEE'S REPORTS
HOPEWELL-PRINCE GEORGE HEALTHY FAMILIES	300 N MAIN STREET ROOM 217 HOPEWELL, VA 23860	2015-06-18	39,485	PROGRAM SUPPORT	19,742	NONE	NOVEMBER 2016, MARCH 2017	2016-11-30	TO THE KNOWLEDGE OF THE CAMERON FOUNDATION, GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE OF THE GRANT THE CAMERON FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF GRANTEE'S REPORTS
SMART BEGINNINGS HOPEWELL-PRINCE GEORGE	209 E CAWSON STREET HOPEWELL, VA 23860	2015-06-18	50,000	PROGRAM SUPPORT	25,000	NONE	NOVEMBER 2016, MARCH 2017	2016-11-30	TO THE KNOWLEDGE OF THE CAMERON FOUNDATION, GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE OF THE GRANT THE CAMERON FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF GRANTEE'S REPORTS
VIRGINIA DENTAL HEALTH FOUNDATION	3460 MAYLAND COURTE SUITE 1 RICHMOND, VA 23233	2015-10-15	12,500	OPERATING SUPPORT	12,500	NONE	NOVEMBER 2016	2016-11-30	TO THE KNOWLEDGE OF THE CAMERON FOUNDATION, GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE OF THE GRANT THE CAMERON FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF GRANTEE'S REPORTS
VIRGINIA DENTAL HEALTH FOUNDATION	3460 MAYLAND COURTE SUITE 1 RICHMOND, VA 23233	2016-10-03	12,500	OPERATING SUPPORT	12,500	NONE	MARCH 2017	2017-03-31	TO THE KNOWLEDGE OF THE CAMERON FOUNDATION, GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE OF THE GRANT THE CAMERON FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF GRANTEE'S REPORTS

TY 2016 Investments Corporate Stock Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BROKERAGE ACCOUNT	0	0
DODGE & COX	5,734,502	5,734,502
VANGUARD INST INDEX	8,138,572	8,138,572
VANGUARD INT TERM	1	1
VANGUARD INFL PROT	1,149,024	1,149,024
VANGUARD TTL BOND	11	11
EAGLE CAPITAL	5,637,429	5,637,429
VANGUARD REIT INDEX	3,135,471	3,135,471
ARTISAN	2,746,360	2,746,360
MADISON	3,448,494	3,448,494
DELAWARE	3,907,423	3,907,423
HARBOR INTL FD	4,249,855	4,249,855
HARDING LOEVNER	6,399,738	6,399,738
BRANDYWINE	1,993,327	1,993,327
METROPOLITAN WEST	7,408,839	7,408,839
PRUDENTIAL	2,069,067	2,069,067
WESTERN ASSET CORE	3,898,530	3,898,530
SSGA FUNDS	1,332,837	1,332,837

TY 2016 Investments - Other Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TIFF PARTNERS V US FUND	FMV	484,933	484,933
TIFF PR EQTY PTNRS	FMV	2,626,528	2,626,528
SINGULAR GUFF DISTRESSED OPPT FUND IV, LP	FMV	988,417	988,417
SSGA REAL ESTATE CTF	FMV	4,738,008	4,738,008
METROPOLITAN REAL ESTATE PARTNERS	FMV	479,695	479,695
TAP FUND	FMV	0	0
FORESTER CAPITAL FUND	FMV	5,897,173	5,897,173
DENHAM CAPITAL FUND	FMV	730,037	730,037
SANDERSON INTERNATIONAL VALUE FUND	FMV	4,303,395	4,303,395
FLAG GLOBAL	FMV	1,219,967	1,219,967
COLCHESTER	FMV	0	0
CITY OF LONDON	FMV	0	0
PARK STREET	FMV	392,807	392,807
DAVIDSON KEMPNER	FMV	1,876,359	1,876,359
CCHC REAL ESTATE PARTNERSHIP	FMV	86,460	86,460
ANCHORAGE	FMV	3,097,586	3,097,586
SEMINOLE	FMV	0	0
DAVIDSON KEMPNER INSTITUTIONAL	FMV	3,263,768	3,263,768
HOPLITE OFFSHORE FUND	FMV	0	0
GREENSPRING	FMV	1,752,461	1,752,461
VARDE INVESTMENT OFFSHORE	FMV	682,497	682,497
OCH ZIFF REAL ESTATE FUND	FMV	686,299	686,299
LAKEWOOD	FMV	2,903,498	2,903,498
RCP FUND IX	FMV	651,155	651,155
DAVIDSON KEMPNER LTD	FMV	587,138	587,138
LIGHTHOUSE	FMV	4,522,371	4,522,371
CAXTON GLOBAL LP	FMV	2,316,723	2,316,723
PASSPORT	FMV	2,005,045	2,005,045
ROBECO	FMV	2,067,639	2,067,639
CAPEVIEW AZRI FUND	FMV	2,020,328	2,020,328

TY 2016 Legal Fees Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	51,004	10,201	0	40,803

TY 2016 Other Assets Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST RECEIVABLE	3,835	3,044	3,044
NET INVESTMENTS IN SALES TYPE LEASES	7,153,481	7,277,217	7,277,217

TY 2016 Other Decreases Schedule

Name: THE CAMERON FOUNDATION
EIN: 20-0097152

Description	Amount
CAPITAL GAINS PER K-1'S INCLUDED IN LINE 3 ABOVE	485,894

TY 2016 Other Expenses Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	2,033	134	0	2,481
INSURANCE	22,340	1,476	0	16,680
OTHER EXPENSES	11,388	753	0	10,637
TELECOMMUNICATIONS	19,896	1,315	0	18,581
PROGRAM SERVICES	395,845	0	0	472,006
SUPPLIES	21,735	1,436	0	9,375

TY 2016 Other Income Schedule

Name: THE CAMERON FOUNDATION

EIN: 20-0097152

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GRANT REFUNDS	56,708		56,708

TY 2016 Other Increases Schedule

Name: THE CAMERON FOUNDATION
EIN: 20-0097152

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	9,519,328

TY 2016 Other Liabilities Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAXES	22,148	209,150
EXCISE TAXES PAYABLE	92,638	0

TY 2016 Other Professional Fees Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	359,570	359,570	0	0
OTHER	11,307	747	0	10,560

TY 2016 Taxes Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	232,647	0	0	0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization THE CAMERON FOUNDATION	Employer identification number 20-0097152

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE CAMERON FOUNDATION	Employer identification number 20-0097152
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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 CO BANK OF AMERICA PO BOX 105493 ATLANTA, GA 303485493	\$ 314,836	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)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE CAMERON FOUNDATION	Employer identification number 20-0097152
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(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	