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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
THE CAMERON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
228 S SYCAMORE ST

City or town, state or province, country, and ZIP or foreign postal code
PETERSBURG, VA 23803

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 121,961,907

J Accounting method

☐ Cash

☒ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
20-0097152

B Telephone number (see instructions)
(804) 732-8900

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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)	1,289			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	612,763	612,763		
	4 Dividends and interest from securities . . .	1,524,219	2,234,422		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,321,710			
	b Gross sales price for all assets on line 6a	48,912,798			
	7 Capital gain net income (from Part IV, line 2) . . .		10,002,292		
	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)	76,146	-288,167	76,146		
12 Total. Add lines 1 through 11	11,536,127	12,561,310	76,146		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	308,712	30,871	0	291,341
	14 Other employee salaries and wages	595,177	0	0	604,313
	15 Pension plans, employee benefits	296,959	10,142	0	291,203
	16a Legal fees (attach schedule)	60,100	12,020	0	48,080
	b Accounting fees (attach schedule)	94,175	32,090	0	53,463
	c Other professional fees (attach schedule)	348,333	324,022	0	20,292
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .				
	19 Depreciation (attach schedule) and depletion . . .	141,174	0	0	
	20 Occupancy	64,604	4,352	0	57,446
	21 Travel, conferences, and meetings	32,612	2,441	0	30,907
	22 Printing and publications	28,172	0	0	31,902
	23 Other expenses (attach schedule)	467,515	6,903	0	522,039
	24 Total operating and administrative expenses. Add lines 13 through 23	2,437,533	422,841	0	1,950,986
	25 Contributions, gifts, grants paid	3,301,715			3,359,833
	26 Total expenses and disbursements. Add lines 24 and 25	5,739,248	422,841	0	5,310,819
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,796,879			
	b Net investment income (if negative, enter -0-)		12,138,469		
c Adjusted net income (if negative, enter -0-) . . .			76,146		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,697,106	520,323	520,323
	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	456,092	265,982	265,982
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	70,892,316	67,528,249	67,528,249
	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)	49,216,490	42,442,876	42,442,876
	14	Land, buildings, and equipment basis ▶ _____ 3,486,904 Less accumulated depreciation (attach schedule) ▶ _____ 1,291,824	2,325,836	2,195,080	2,195,080
15	Other assets (describe ▶ _____)	7,327,406	9,009,397	9,009,397	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	131,915,246	121,961,907	121,961,907	
Liabilities	17	Accounts payable and accrued expenses	574,166	358,359	
	18	Grants payable	828,020	765,262	
	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 ▶ _____)	209,150	65,426	
	23	Total liabilities (add lines 17 through 22)	1,611,336	1,189,047	
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	124,698,123	115,889,143	
	25	Temporarily restricted	5,605,787	4,883,717	
	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)	130,303,910	120,772,860	
31	Total liabilities and net assets/fund balances (see instructions) .	131,915,246	121,961,907		

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	130,303,910
2	Enter amount from Part I, line 27a	2	5,796,879
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	136,100,789
5	Decreases not included in line 2 (itemize) ▶ _____	5	15,327,929
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	120,772,860

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	10,002,292
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))
2017	5,978,824	125,500,691	0 047640
2016	5,505,985	120,566,927	0 045667
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

2 Total of line 1, column (d)	2	0 236127
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 047225
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	117,833,126
5 Multiply line 4 by line 3	5	5,564,669
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	121,385
7 Add lines 5 and 6	7	5,686,054
8 Enter qualifying distributions from Part XII, line 4	8	5,310,819

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	242,769
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	242,769
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	242,769
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	350,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	350,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	3,001
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	104,230
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 104,230 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). <i>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</i>	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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 ► <u>WWW.CAMFOUND.ORG</u>	13	Yes	
14	The books are in care of ► <u>CORPORATE OFFICERS</u> Telephone no ► <u>(804) 732-8900</u>			

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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

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

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

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.	1b		
	Organizations relying on a current notice regarding disaster assistance check here.			
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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?		☐ 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 2018 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 2018).	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 2018?	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		Yes	No
(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
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See 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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JILL C COLEMAN 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	VICE PRESIDENT FOR P 40 00	131,150	27,217	0
RISHA L STEBBINS 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PROGRAM OFFICER 40 00	87,686	25,300	0
VALERIE L LIGGINS 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PROGRAM OFFICER 40 00	88,141	19,929	0
BRANDY L CRAMER 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PROGRAM OFFICER 40 00	73,644	15,314	0
JEROME KUTHY 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PROGRAM OFFICER 40 00	66,890	15,267	0
Total number of other employees paid over \$50,000.				1

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
HELMICK SCULPTURE LLC 447 LOWELL AVENUE NEWTON, MA 02460	CAPITAL EXPENDITURES	287,850
PAVILION ADVISORY GROUP INC 227 W MONROE STREET SUITE 2020 CHICAGO, IL 60606	INVESTMENT ADVISORY SERVICES	171,275
CHROMA DESIGN 2020 B PEARL STREET BOULDER, CO 80302	CONSTRUCTION DESIGN	97,064
501 ADVISORS INC PO BOX 3538 CHESTER, VA 23831	CONTRACT CFO & MANAGEMENT SERVICES	66,275
JOHNSON & ANDREWS PO BOX 3090 PETERSBURG, VA 23805	LEGAL SERVICES	60,100
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	104,294,823
b	Average of monthly cash balances.	1b	4,655,678
c	Fair market value of all other assets (see instructions).	1c	10,677,038
d	Total (add lines 1a, b, and c).	1d	119,627,539
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	119,627,539
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,794,413
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	117,833,126
6	Minimum investment return. Enter 5% of line 5.	6	5,891,656

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	5,891,656
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	242,769
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	242,769
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,648,887
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,648,887
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	5,648,887

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	5,310,819
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	5,310,819
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	5,310,819

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				5,648,887
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.	762,865			
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	762,865			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>5,310,819</u>				
a Applied to 2017, 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 2018 distributable amount.				5,310,819
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	338,068			338,068
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	424,797			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	424,797			
10 Analysis of line 9				
a Excess from 2014.	424,797			
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
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				
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Account

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)
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Form **990-PF** (2018)

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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	*****	2019-11-15	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	THOMAS A PURYEAR JR CPA CGMA				P00074568
	Firm's name ▶ MITCHELL WIGGINS & COMPANY LLP				Firm's EIN ▶ 54-0565834
	Firm's address ▶ 100 FLANK ROAD PETERSBURG, VA 238059152				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)
1 TIFF PARTNERS V	P	2017-01-01	2018-12-31
1 TIFF PRIVATE EQUITY PARTNERS	P	2017-01-01	2018-12-31
METROPOLITAN REAL ESTATE	P	2017-01-01	2018-12-31
SIGULER GUFF	P	2017-01-01	2018-12-31
DENHAM CAPITAL	P	2017-01-01	2018-12-31
SANDERSON INTERNATIONAL	P	2017-01-01	2018-12-31
ABERDEEN GLOBAL PARTNERS	P	2017-01-01	2018-12-31
PARK STREET CAPITAL	P	2017-01-01	2018-12-31
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS	P	2017-01-01	2018-12-31
GREENSPRING GLOBAL	P	2017-01-01	2018-12-31

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)
		244	-244
755,435			755,435
153,768			153,768
6,791			6,791
		17,476	-17,476
170,349			170,349
154,674			154,674
8,601			8,601
129,957			129,957
125,501			125,501

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	
			-244
			755,435
			153,768
			6,791
			-17,476
			170,349
			154,674
			8,601
			129,957
			125,501

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)
OCH ZIFF REAL ESTATE	P	2017-01-01	2018-12-31
1 RCP FUND IX	P	2017-01-01	2018-12-31
ROBECO	P	2017-01-01	2018-12-31
WCM FOCUSED INTL	P	2017-01-01	2018-12-31
WELLINGTON TRUST COMPANY	P	2017-01-01	2018-12-31
22768 67 SHS OF DODGE & COX INTERNATIONAL STOCK FUND	P	2017-01-01	2018-12-31
186133 085 SHS OF HARDING LOEVNER INS EMERGING MRKT FD	P	2017-01-01	2018-12-31
352252 712 SHS OF JACKSON SQUARE LARGE CAP GROWTH FUND	P	2017-01-01	2018-12-31
128032 345 SHS OF LAZARD CL INFRASTR INST	P	2017-01-01	2018-12-31
478898 585 SHS OF WCM FOCUSED INTERNATIONAL GROWTH INS	P	2017-01-01	2018-12-31

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)
898			898
31,592			31,592
		68,791	-68,791
		640,930	-640,930
		129,543	-129,543
1,000,000		707,868	292,132
4,000,000		2,743,682	1,256,318
5,293,020		4,653,770	639,250
1,900,000		2,135,580	-235,580
7,889,958		7,595,000	294,958

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	
			898
			31,592
			-68,791
			-640,930
			-129,543
			292,132
			1,256,318
			639,250
			-235,580
			294,958

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)
102774 923 SHS OF METROPOLITAN WEST		P	2017-01-01	2018-12-31
1	201390 753 SHS OF PGIM INVEST ABSOLUTE RETURN BOND Q	P	2017-01-01	2018-12-31
VANGUARD REAL ESTATE INDEX ADM		P	2017-01-01	2018-12-31
1600 SHS OF ANCHORAGE CAPITAL PARTNERS		P	2017-01-01	2018-12-31
1400 SHS OF ROBECO		P	2017-01-01	2018-12-31
24948 5435 SHS OF CAPEVIEW		P	2017-01-01	2018-12-31
2513 148 SHS OF CAXTON GLOBAL		P	2017-01-01	2018-12-31
1700 SHS OF DAVIDSON KEMPNER INTITUTIONAL		P	2017-01-01	2018-12-31
436945 36 SHS OF DAVIDSON KEMPNER LTD III		P	2017-01-01	2018-12-31
1228 9666 SHS OF FORESTER CAPITAL		P	2017-01-01	2018-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,000,000		1,038,925	-38,925
2,005,849		1,879,313	126,536
		16,687	-16,687
1,600,000		1,470,000	130,000
1,400,000		1,334,000	66,000
2,750,186		2,485,987	264,199
2,074,110		2,200,000	-125,890
1,700,000		1,467,969	232,031
436,946		247,120	189,826
1,700,000		1,257,194	442,806

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-38,925
			126,536
			-16,687
			130,000
			66,000
			264,199
			-125,890
			232,031
			189,826
			442,806

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)
522 141 SHS OF LAKEWOOD	P	2017-01-01	2018-12-31
1 5074 494 SHS OF LIGHTHOUSE	P	2017-01-01	2018-12-31
125188 78 SHS OF METROPOLITAN REAL ESTATE PARTNERS	P	2017-01-01	2018-12-31
344162 SHS OF OCH ZIFF REAL ESTATE	P	2017-01-01	2018-12-31
1011 088 SHS OF SANDERSON INTERNATIONAL VALUE	P	2017-01-01	2018-12-31
60714 87 SHS OF SIGULER GUFF	P	2017-01-01	2018-12-31
33965 SHS OF TIFF PARTNERS V	P	2017-01-01	2018-12-31
77202 SHS OF TIFF PRIVATE EQUITY PARTNERS	P	2017-01-01	2018-12-31
275 46 SHS OF WELLINGTON TRUST	P	2017-01-01	2018-12-31
80 SHS OF ALPHABET INC	P	2017-01-01	2018-12-31

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)
1,400,000		1,165,677	234,323
5,650,467		5,074,494	575,973
249,913		62,743	187,170
617,357		413,195	204,162
49,072		30,797	18,275
125,112		50,333	74,779
91,728		78,379	13,349
804,940		131,870	673,070
5,617		6,217	-600
87,775		31,381	56,394

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	
			234,323
			575,973
			187,170
			204,162
			18,275
			74,779
			13,349
			673,070
			-600
			56,394

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)
122 SHS OF AMAZON COM INC	P	2017-01-01	2018-12-31
1 500 SHS OF ANADARKO PETROLEUM CORP	P	2017-01-01	2018-12-31
5300 SHS OF BANK OF AMERICA CORP	P	2017-01-01	2018-12-31
895 SHS OF BERKSHIRE HATHAWAY INC	P	2017-01-01	2018-12-31
1050 SHS OF CITIGROUP INC	P	2017-01-01	2018-12-31
1803 SHS OF DISH NETWORK CORP	P	2017-01-01	2018-12-31
1547 SHS OF ECOLAB INC	P	2017-01-01	2018-12-31
800 SHS OF FIDELITY NATL INFORMATION SVCS INC	P	2017-01-01	2018-12-31
1050 SHS OF GENERAL MOTORS CO	P	2017-01-01	2018-12-31
225 SHS OF GOLDMAN SACHS GROUP INC	P	2017-01-01	2018-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
179,105		36,417	142,688
29,645		39,349	-9,704
164,994		92,807	72,187
181,652		97,359	84,293
80,796		50,075	30,721
74,213		92,698	-18,485
216,951		76,418	140,533
76,998		46,627	30,371
43,143		35,403	7,740
60,316		32,151	28,165

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			142,688
			-9,704
			72,187
			84,293
			30,721
			-18,485
			140,533
			30,371
			7,740
			28,165

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)
495 SHS OF ILG INC	P	2017-01-01	2018-12-31
1 1600 SHS OF J P MORGAN CHASE CO	P	2017-01-01	2018-12-31
300 SHS OF LIBERTY TRIPADVISOR HDG A	P	2017-01-01	2018-12-31
725 SHS OF MARRIOTT INTL INC	P	2017-01-01	2018-12-31
1707 SHS OF MICROSOFT CORP	P	2017-01-01	2018-12-31
325 SHS OF MORGAN STANLEY	P	2017-01-01	2018-12-31
1500 SHS OF NOBLE ENERGY INC	P	2017-01-01	2018-12-31
3286 SHS OF ORACLE CORPORATION	P	2017-01-01	2018-12-31
400 SHS OF PEPSICO INC	P	2017-01-01	2018-12-31
800 SHS OF THERMO FISHER SCIENTIFIC INC	P	2017-01-01	2018-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
14,729		5,753	8,976
178,821		95,444	83,377
3,489		2,813	676
101,169		47,537	53,632
163,485		50,130	113,355
18,019		4,629	13,390
39,507		41,657	-2,150
160,428		103,636	56,792
48,532		27,093	21,439
180,412		29,657	150,755

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			8,976
			83,377
			676
			53,632
			113,355
			13,390
			-2,150
			56,792
			21,439
			150,755

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)
866 SHS OF TRIPADVISOR INC	P	2017-01-01	2018-12-31
1 480 SHS OF TWENTY FIST CENTURY FOX B	P	2017-01-01	2018-12-31
955 SHS OF UNITED PARCEL SERVICE CI B	P	2017-01-01	2018-12-31
325 SHS OF UNITEDHEALTH GROUP INC	P	2017-01-01	2018-12-31
925 SHS OF WR BERKLEY CORP	P	2017-01-01	2018-12-31
1260 SHS OF AON PLC	P	2017-01-01	2018-12-31
1 739 SHS OF BARCLAYS PLC A D R	P	2017-01-01	2018-12-31
2000 SHS OF LIBERTY GLOBAL PLC SERIES C	P	2017-01-01	2018-12-31
1541 SHS OF LIBERTY LATIN AMERICA LTD	P	2017-01-01	2018-12-31
ARITSAN SMALL CAP FUND INS	P	2017-01-01	2018-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
44,532		32,369	12,163
17,874		14,658	3,216
105,083		110,997	-5,914
74,630		14,357	60,273
69,343		25,530	43,813
180,336		67,655	112,681
18		19	-1
64,643		27,097	37,546
33,863		12,572	21,291
731,447			731,447

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			12,163
			3,216
			-5,914
			60,273
			43,813
			112,681
			-1
			37,546
			21,291
			731,447

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.)
LAZARD CL LIST INFRASTR INST	P	2017-01-01	2018-12-31
1 MADISON SMALL CAP FUND CLASS Y	P	2017-01-01	2018-12-31
VANGUARD INSTL INDEX INST#94	P	2017-01-01	2018-12-31
WESTERN ASSET CORE PLUS BOND IS	P	2017-01-01	2018-12-31
FIRST EAGLE GLOBAL I	P	2017-01-01	2018-12-31

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)
319,095			319,095
1,083,905			1,083,905
47,066			47,066
29,665			29,665
262,844			262,844

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			319,095
			1,083,905
			47,066
			29,665
			262,844

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	323,712	44,385	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				
CHEQUILA H FIELDS	SECRETARY 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
ALICE S MARTIN	DIRECTOR 2 00	0	0	0
228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803				
SHIKEE H FRANKLIN	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	HEALTH OPERATING SUPPORT	28,000
ALZHEIMER'S ASSOC GREATER RICHMOND CHAP 4600 COX ROAD SUITE 130 GLEN ALLEN, VA 23060	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	22,600
AMERICAN RED CROSS - SOUTHSIDE AREA CHAP 22 WEST WASHINGTON ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	25,000
Total ▶ 3a				3,359,833

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	800
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 6809 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
Total ▶ 3a				3,359,833

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 & GIRLS CLUB OF METRO RICHMOND 5511 STAPLES MILL ROAD SUITE 301 RICHMOND, VA 23228	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	58,000
BOYS & GIRLS CLUB OF METRO RICHMOND 5511 STAPLES MILL ROAD SUITE 301 RICHMOND, VA 23228	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	2,000
BOYS HOME OF VIRGINIA 414 BOYS HOME ROAD COVINGTON, VA 24426	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
Total ▶ 3a				3,359,833

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>				
C A R E S INC 120 E WASHINGTON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	600
C A R E S INC 120 E WASHINGTON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	49,350
CENTRAL VIRGINIA HEALTH SERVICES P O BOX 220 NEW CANTON, VA 23123	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	281,000
Total ► 3a				3,359,833

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	18,000
CHESTRFLD-CH ALLIANCE FOR SOCIAL MINISTRY PO BOX 1741 CHESTERFIELD, VA 23832	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	300
CHESTRFLD-CH ALLIANCE FOR SOCIAL MINISTRY PO BOX 1741 CHESTERFIELD, VA 23832	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	25,000
Total ▶ 3a				3,359,833

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>				
CHILDSAVERSMEMORIAL CHILD GUIDANCE 200 N 22ND STREET RICHMOND, VA 23223	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	15,000
CITY OF HOEWELL SOUTHSIDE GATEWAY PROJECT 300 N MAIN ST 3RD FLOOR SUITE 321 HOPEWELL, VA 23860	NONE	DOMESTIC GOVERNMENT	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	462,850
CITY OF PETERSBURGPO BOX 1271 PETERSBURG, VA 23804	NONE	DOMESTIC GOVERNMENT	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	149,000
Total ▶ 3a				3,359,833

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>				
CITY OF PETERSBURG DEPT OF PLANNING 135 N UNION STREET PETERSBURG, VA 23803	NONE	DOMESTIC GOVERNMENT	HISTORIC PRESERVATION & CNSRVTN CAPITAL	26,450
COLONIAL HEIGHTS FOOD PANTRY INC 530 SOUTHPARK BOULEVARD COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	52,000
COLONIAL HEIGHTS PUBLIC SCHOOLS 512 BOULEVARD COLONIAL HEIGHTS, VA 23834	NONE	DOMESTIC GOVERNMENT	EDUCATION PROGRAM SUPPORT	15,125
Total ▶ 3a				3,359,833

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 PETERSBURG 255 S BOULEVARD EAST 134 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	EDUCATION OPERATING SUPPORT	90,000
COMMUNITIES IN SCHOOLS OF PETERSBURG 255 S BOULEVARD EAST 134 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	300
CRATER COMMUNITY HOSPICE 3916 S CRATER ROAD PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
Total ▶ 3a				3,359,833

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>				
CRATER COMMUNITY HOSPICE 3916 S CRATER ROAD PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	HEALTH OPERATING SUPPORT	50,000
CULTUREWORKS 1906-A NORTH HAMILTON ST RICHMOND, VA 23230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	700
DINWIDDIE CHRISTMAS SHARING FOUNDATION PO BOX 462 DINWIDDIE, VA 23841	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
Total ▶ 3a				3,359,833

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 11501 BOISSEAU ROAD DINWIDDIE, VA 23841	NONE	DOMESTIC GOVERNMENT	UNRESTRICTED MATCHING GIFT PROGRAM	670
DOWNTOWN CHURCHES UNITED INC 827 COMMERCE ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	37,025
DOWNTOWN CHURCHES UNITED INC 827 COMMERCE ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,500
Total ▶ 3a				3,359,833

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>				
ENON VOLUNTEER FIRE DEPT 1920 E HUNDRED RD CHESTER, VA 23836	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	300
EQUAL JUSTICE AMERICA 13540 EAST BOUNDARY ROAD SUITE 204 MIDLOTHIAN, VA 23112	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	7,000
FAMILY LIFELINE2325 W BROAD ST RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	35,000
Total ► 3a				3,359,833

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	UNRESTRICTED MATCHING GIFT PROGRAM	500
FEEDMORE INC 1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	67,500
FLITE FOUNDATION 32 W WASHINGTON ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	39,000
Total ► 3a				3,359,833

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 HISTORIC FARMERS BANK PO BOX 3751 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	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	200,000
FRIENDS OF THE LOWER APPOMATTOX RIVER PO BOX 1808 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
Total			▶ 3a	3,359,833

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>				
GATEWAY HOMES INC 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	40,500
GREAT ASPIRATIONS SCHOLARSHIP PROGRAM 4551 COX RD STE 115 GLEN ALLEN, VA 23060	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	20,000
GREATER RICHMOND FIT4KIDS P O BOX 1092 RICHMOND, VA 23218	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	45,000
Total ▶ 3a				3,359,833

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 SCAN 103 E GRACE ST RICHMOND, VA 23219	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	15,000
HISTORIC HOPEWELL FOUNDATION INC 400 WESTON LANE HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,500
HISTORIC PETERSBURG FOUNDATION INC PO BOX 691 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
Total ▶ 3a				3,359,833

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 CITY PUBLIC SCHOOLS 103 NORTH 12TH AVENUE HOPEWELL, VA 23860	NONE	DOMESTIC GOVERNMENT	EDUCATION PROGRAM SUPPORT	52,046
HOPEWELL FOOD PANTRY P O BOX 1532 HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	35,000
HUMANKIND 800 W GRAHAM ROAD RICHMOND, VA 23222	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	10,000
Total ▶ 3a				3,359,833

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>				
INSTITUTE FOR PUBLIC HEALTH INNOVATION 1301 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	21,003
INTERFAITH ADULT DAY CARE INC PO BOX 3272 PETERSBURG, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED PROGRAM SERVICES	500
JACKSON FEILD HOMES 546 WALNUT GROVE DRIVE JARRATT, VA 23867	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
Total ▶ 3a				3,359,833

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>				
JESSICA ANN MOORE FOUNDATION 408 SCHOOL STREET WAVERLY, VA 23842	NONE	PUBLIC CHARITY	EDUCATION OPERATING SUPPORT	4,000
JOHN TYLER COMMUNITY COLLEGE FOUNDATION 800 CHARTER COLONY PARKWAY MIDLOTHIAN, VA 23114	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
LOCAL INITIATIVES SUPPORT CORPORATION 413 STUART CIRCLE SUITE 300 RICHMOND, VA 23220	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	105,000
Total ▶ 3a				3,359,833

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>				
LUCY CORR FOUNDATION 6800 LUCY CORR BOULEVARD CHESTERFIELD, VA 23832	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	10,000
METROPOLITAN RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS 300 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	59,700
NATL ALLIANCE ON MENTAL ILLNESS OF CVA 1904 BYRD AVE STE 207 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
Total ▶ 3a				3,359,833

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>				
NATL ALLIANCE ON MENTAL ILLNESS OF CVA 1904 BYRD AVE STE 207 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	24,440
OLD BRICK HOUSE FOUNDATION 319 WATERFRONT DRIVE COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	29,800
PATHWAYS 1200 WEST WASHINGTON ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
Total ▶ 3a				3,359,833

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	300
PETERSBURG FAMILY YMCA 120 N MADISON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
PETERSBURG HEALTH DEPARTMENT 301 HALIFAX STREET PETERSBURG, VA 23803	NONE	DOMESTIC GOVERNMENT	HEALTH PROGRAM SUPPORT	62,500
Total ► 3a				3,359,833

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 PRESERVATION TASK FORCE PO BOX 2093 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	15,000
PETERSBURG PRESERVATION TASK FORCE PO BOX 2093 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT OPERATING SUPPORT	36,000
PETERSBURG PUBLIC LIBRARY FOUNDATION 201 WEST WASHINGTON STREET PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	55,000
Total ▶ 3a				3,359,833

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>				
PRETTY PURPOSED421 BYRNE ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	300
PRETTY PURPOSED421 BYRNE ST PETERSBURG, VA 23803	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	9,660
PRINCE GEORGE HISTORICAL SOCIETY 6406 COURTHOUSE ROAD PRINCE GEORGE, VA 23875	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	300
Total ▶ 3a				3,359,833

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>				
PROJECT HOMES 88 CARNATION STREET RICHMOND, VA 23225	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	20,000
PUSH FAITH HOUSE 202 EAST MAIN STREET SUITE 3 WAKEFIELD, VA 23888	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	5,000
QUILL THEATREPO BOX 7265 RICHMOND, VA 23221	NONE	PUBLIC CHARITY	CULTURAL ENRICHMENT PROGRAM SUPPORT	20,000
Total ► 3a				3,359,833

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>				
RAWLS MUSEUM ARTS 22376 LINDEN STREET COURTLAND, VA 23837	NONE	PUBLIC CHARITY	CULTURAL ENRICHMENT PROGRAM SUPPORT	10,000
REBUILDING TOGETHER OF RICHMOND 406 W FRANKLIN STREET SUITE B RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION & CNSRVTN PROGRAM SUPPORT	45,000
RICHARD BLAND COLLEGE FOUNDATION 11301 JOHNSON RD SOUTH PRINCE GEORGE, VA 23805	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	3,500
Total ▶ 3a				3,359,833

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>				
RONALD MCDONALD HOUSE CHARITIES 2330 MONUMENT AVENUE RICHMOND, VA 23220	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
SERENITY INCPO BOX 131 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	HEALTH OPERATING SUPPORT	50,000
SISTERS NETWORK CENTRAL VIRGINIA INC 12624 GRENDON DRIVE MIDLOTHIAN, VA 23213	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	2,000
Total ► 3a				3,359,833

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>				
SOUTHEASTERN COUNCIL OF FOUNDATIONS 100 PEACHTREE STREET NW SUITE 2080 ATLANTA, GA 30303	NONE	PUBLIC CHARITY	UNRESTRICTED PROGRAM SERVICES	9,190
SOUTHSIDE TRANSFORMATION OPPORTUNITES PO BOX 1649 HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	25,600
SOUTHSIDE TRANSFORMATION OPPORTUNITES PO BOX 1649 HOPEWELL, VA 23860	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	50,000
Total ▶ 3a				3,359,833

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	1,500
SOUTHSIDE VIRGINIA EMERGENCY CREW INC PO BOX 574 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	HEALTH OPERATING SUPPORT	24,824
ST JOSEPH'S VILLA8000 BROOK RD RICHMOND, VA 23227	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	58,500
Total ▶ 3a				3,359,833

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>				
ST MICHAEL'S EPISCOPAL SCHOOL 10510 HOBBY HILL ROAD RICHMOND, VA 23235	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	3,500
SWIFT CREEK MILL THEATRE INC PO BOX 41 COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	25,000
Total ▶ 3a				3,359,833

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 LITERACY LAB 2920 WEST BROAD STREET STE 111 RICHMOND, VA 22230	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	40,000
THE LITERACY LAB 2920 WEST BROAD STREET STE 111 RICHMOND, VA 22230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	500
THINK THEN CHOOSE WISELY 17909 SANDY FORD ROAD S CHESTERFIELD, VA 23803	NONE	PUBLIC CHARITY	HUMAN SERVICES	4,000
Total ▶ 3a				3,359,833

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>				
UNITED WAY OF GREATER RICHMOND PETERSBUR 2001 MAYWILL STREET 201 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	200
UNITED WAY OF GREATER RICHMOND PETERSBUR 2001 MAYWILL STREET 201 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	HEALTH PROGRAM SUPPORT	66,000
VIRGINIA'S GATEWAY REGION 256 E ELLERSLIE AVENUE STE D COLONIAL HEIGHTS, VA 23834	NONE	PUBLIC CHARITY	COMMUNITY & ECONOMIC DEVELOPMNT PROGRAM SUPPORT	250,000
Total ▶ 3a				3,359,833

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	2,000
VIRGINIA ATHLETICS FOUNDATION PO BOX 400833 CHARLOTTESVILLE, VA 22904	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	3,000
VIRGINIA DENTAL ASSOCIATION FOUNDATION 3460 MAYLAND COURT STE 110 RICHMOND, VA 23233	NONE	SO I	HEALTH PROGRAM SUPPORT	13,000
Total ▶ 3a				3,359,833

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				
VIRGINIA STATE UNIVERSITY FOUNDATION P O BOX 9027 STORUM HALL PETERSBURG VA 23806 PETERSBURG, VA 23806	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	400
VIRGINIA STATE UNIVERSITY FOUNDATION P O BOX 9027 STORUM HALL PETERSBURG, VA 23806	NONE	PUBLIC CHARITY	EDUCATION PROGRAM SUPPORT	9,300
VIRGINIA TECH FOUNDATION 902 PRICES FORK ROAD BLACKSBURG, VA 24061	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	1,000
Total ▶ 3a				3,359,833

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	4,000
WILLCOX WATERSHED CONSERVANCY INC PO BOX 1252 PETERSBURG, VA 23804	NONE	PUBLIC CHARITY	UNRESTRICTED MATCHING GIFT PROGRAM	5,500
YMCA OF GREATER RICHMOND 2 WEST FRANKLIN RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HUMAN SERVICES PROGRAM SUPPORT	50,000
Total ▶ 3a				3,359,833

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>				
YMCA OF GREATER RICHMOND 2 WEST FRANKLIN RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HUMAN SERVICES OPERATING SUPPORT	35,000
YMCA OF GREATER RICHMOND 2 WEST FRANKLIN RICHMOND, VA 23220	NONE	PUBLIC CHARITY	HUMAN SERVICES CAPITAL	100,000
Total ▶ 3a				3,359,833

TY 2018 Accounting Fees Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	94,175	32,090	0	53,463

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

TY 2018 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
VIRGINIA DENTAL HEALTH FOUNDATION	3460 MAYLAND COURTE SUITE 1 RICHMOND, VA 23233	2018-10-04	13,000	OPERATING SUPPORT	13,000	NONE	MARCH 2019	2019-03-31	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 2018 Investments Corporate Stock Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DODGE & COX	3,900,348	3,900,348
VANGUARD INST INDEX	15,478,642	15,478,642
EAGLE CAPITAL	3,540,048	3,540,048
VANGUARD REIT INDEX	2,156,053	2,156,053
ARTISAN	4,273,980	4,273,980
MADISON	3,818,871	3,818,871
HARDING LOEVNER	3,122,351	3,122,351
BRANDYWINE	2,317,206	2,317,206
METROPOLITAN WEST	6,905,009	6,905,009
WESTERN ASSET CORE	6,697,993	6,697,993
LAZARD CL	3,940,448	3,940,448
VIRGINIA COMM CAPITAL CD	250,000	250,000
FIRST AM GOVT	486,163	486,163
FIRST AM GOVT	350,651	350,651
BLACKROCK STRATEGIC	2,225,494	2,225,494
FIRST EAGLE GLOBAL	5,104,057	5,104,057
PZENA EMERGING MARKETS	2,960,935	2,960,935

TY 2018 Investments - Other Schedule

Name: THE CAMERON FOUNDATION
EIN: 20-0097152

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TIFF PARTNERS V US FUND	FMV	192,110	192,110
TIFF PR EQTY PTNRS	FMV	2,250,161	2,250,161
SINGULAR GUFF DISTRESSED OPPT FUND IV, LP	FMV	648,931	648,931
METROPOLITAN REAL ESTATE PARTNERS	FMV	206,880	206,880
FORESTER CAPITAL FUND	FMV	4,426,124	4,426,124
DENHAM CAPITAL FUND	FMV	817,107	817,107
SANDERSON INTERNATIONAL VALUE FUND	FMV	4,181,525	4,181,525
FLAG GLOBAL	FMV	1,718,272	1,718,272
PARK STREET	FMV	361,310	361,310
DAVIDSON KEMPNER	FMV	916,671	916,671
CCHC REAL ESTATE PARTNERSHIP	FMV	97,945	97,945
ANCHORAGE	FMV	1,743,380	1,743,380
DAVIDSON KEMPNER INSTITUTIONAL	FMV	1,848,329	1,848,329
GREENSPRING	FMV	2,818,576	2,818,576
VARDE INVESTMENT OFFSHORE	FMV	702,599	702,599
OCH ZIFF REAL ESTATE FUND	FMV	788,159	788,159
LAKEWOOD	FMV	1,458,800	1,458,800
RCP FUND IX	FMV	1,712,919	1,712,919
DAVIDSON KEMPNER LTD	FMV	914,767	914,767
ROBECO	FMV	1,506,581	1,506,581
VIRGINIA COMM CAP LION NOTE	FMV	750,000	750,000
WCM FOCUSED INTERNATIONAL	FMV	5,259,650	5,259,650
STRATEGIC INVESTORS	FMV	63,551	63,551
WELLINGTON GLOBAL	FMV	6,869,604	6,869,604
TSSP CAPITAL	FMV	188,925	188,925

TY 2018 Legal Fees Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	60,100	12,020	0	48,080

TY 2018 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	6,638	16,360	16,360
NET INVESTMENTS IN SALES TYPE LEASES	7,320,768	7,370,637	7,370,637
INVESTMENT RECEIVABLE	0	1,622,400	1,622,400

TY 2018 Other Decreases Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	15,010,253
ADJUSTMENT TO BEGINNING NET ASSETS	317,676

TY 2018 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	1,804	122	0	0
INSURANCE	32,882	2,215	0	43,085
OTHER EXPENSES	2,556	172	0	818
TELECOMMUNICATIONS	20,967	1,412	0	19,555
PROGRAM SERVICES	365,045	0	0	415,186
SUPPLIES	44,261	2,982	0	43,395

TY 2018 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
TIFF PARTNERS V-US K-1	0	10,329	
TIFF PRIVATE EQUITY PARTNERS K-1	0	-39,107	
METROPOLITAN RE PARTNERS K-1	0	-6,540	
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND K-1	0	-7,017	
THE SANDERSON INTERNATIONAL VALUE FUND K-1	0	-38,515	
THE DENHAM COMMODITY PARTNERS FUND K-1	0	-23,888	
ABERDEEN GLOBAL PARTNERS K-1	0	-45,242	
PARK STREET CAPITAL NATURAL	0	-4,530	
DAVIDSON KEMPER LTD III K-1	0	-4,377	
DAVIDSON KEMPER INSTITUTIONAL K-1	0	-4,670	
GREENSPRING GLOBAL K-1	0	-44,424	
OCH-ZIFF REAL ESTATE PARALLEL FUND III B, L P K-1	0	70,664	
RCP FUND IX, LP K-1	0	-52,451	
ROBECO TRANSTREND DIVERSIFIED K-1	0	-66,292	
WCM FOCUSED INTL K-1	0	-30,298	
WELLINGTON TRUST COMPANY K-1	0	-1,809	
GRANT REFUNDS	21,711		21,711
NET INCOME TAX BENEFIT	54,435		54,435

TY 2018 Other Liabilities Schedule**Name:** THE CAMERON FOUNDATION**EIN:** 20-0097152

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAXES	209,150	65,426

TY 2018 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	322,266	322,266	0	0
OTHER	26,067	1,756	0	20,292