

2949113812023 9

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2018Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation CAMP FOUNDATION		A Employer identification number 54-6052488
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 813	Room/suite	B Telephone number (see instructions) 757-562-3439
City or town, state or province, country, and ZIP or foreign postal code FRANKLIN VA 23851		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) \$ 15,670,474	J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	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)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	8	8	8	
	4 Dividends and interest from securities	286,437	286,437	286,437	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,839,054			
	b Gross sales price for all assets on line 6a	11,764,287			
	7 Capital gain net income (from Part IV, line 2)		1,839,054		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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) Stmt 1	7,229	7,229	7,229	
	12 Total. Add lines 1 through 11	2,132,728	2,132,728	293,674	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	9,500	1,425		8,075
	c Other professional fees (attach schedule) Stmt 3	102,774	51,387		51,387
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 4	16,286			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,806	903		903
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 5	703	351		352
	24 Total operating and administrative expenses. Add lines 13 through 23	131,069	54,066	0	60,717
	25 Contributions, gifts, grants paid	863,100			863,100
	26 Total expenses and disbursements. Add lines 24 and 25	994,169	54,066	0	923,817
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,138,559			
	b Net investment income (if negative, enter -0-)		2,078,662		
	c Adjusted net income (if negative, enter -0-)			293,674	

For Paperwork Reduction Act Notice, see instructions.

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	9,350	8,564	8,564
	2 Savings and temporary cash investments	329,777	515,307	515,307
	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 (att. schedule) ▶			
	Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) See Stmt 6	13,375,153	14,476,397	15,146,603
	c Investments – corporate bonds (attach schedule) See Stmt 7	147,429		
	11 Investments – land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach sch.) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach sch.) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	13,861,709	15,000,268	15,670,474	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ ☒			
	24 Unrestricted	13,861,709	15,000,268	
	25 Temporarily restricted			
	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)	13,861,709	15,000,268	
	31 Total liabilities and net assets/fund balances (see instructions)	13,861,709	15,000,268	

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	13,861,709
2 Enter amount from Part I, line 27a	2	1,138,559
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	15,000,268
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	15,000,268

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 CAPITAL GAIN DISTRIBUTIONS				
b SEE ATTACHED SCHEDULE 2		P	Various	Various
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 249,633			249,633
b 11,514,654		9,925,233	1,589,421
c			
d			
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			249,633
b			1,589,421
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**1,839,054****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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	898,579	17,542,453	0.051223
2016	828,555	15,890,202	0.052143
2015	925,703	16,520,208	0.056035
2014	872,377	15,849,937	0.055040
2013	866,416	15,930,483	0.054387

2 Total of line 1, column (d)**2****0.268828****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****0.053766****4** Enter the net value of noncharitable-use assets for 2018 from Part X, line 5**4****17,950,312****5** Multiply line 4 by line 3**5****965,116****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****20,787****7** Add lines 5 and 6**7****985,903****8** Enter qualifying distributions from Part XII, line 4**8****923,817**

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	41,573
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	41,573
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	41,573
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	18,440
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	18,440
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	987
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	24,120
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► WESTBROOK PARKER 717 CLAY STREET Located at ► FRANKLIN VA ZIP+4 ► 23851 Telephone no ► 757-562-3439		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	N/A	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

Form 990-PF (2018)

CAMP FOUNDATION**54-6052488**Page **6****Part VII-B** **Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

	Yes	No
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		
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)	N/A	☐ 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
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
If "Yes" to 6b, file Form 8870		☒
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A
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(s) 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, and 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 SCHEDULE 1				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Form **990-PF** (2018)

Form 990-PF (2018)

CAMP FOUNDATION**54-6052488**Page **7****Part VII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A****Summary of Direct Charitable Activities**

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

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

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

Form **990-PF** (2018)

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	18,202,248
b	Average of monthly cash balances	1b	21,419
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	18,223,667
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	18,223,667
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	273,355
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,950,312
6	Minimum investment return. Enter 5% of line 5	6	897,516

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	897,516
2a	Tax on investment income for 2018 from Part VI, line 5	2a	41,573
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	41,573
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	855,943
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	855,943
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	855,943

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	923,817
b	Program-related investments – total from Part IX-B	1b	
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	923,817
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	923,817

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				855,943
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013	81,480			
b From 2014	99,710			
c From 2015	111,251			
d From 2016	54,597			
e From 2017	39,862			
f Total of lines 3a through e	386,900			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 923,817				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2018 distributable amount				855,943
e Remaining amount distributed out of corpus	67,874			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	454,774			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount – see instructions				
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)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	81,480			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	373,294			
10 Analysis of line 9				
a Excess from 2014	99,710			
b Excess from 2015	111,251			
c Excess from 2016	54,597			
d Excess from 2017	39,862			
e Excess from 2018	67,874			

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 Paid during the year SEE SCHEDULE 4	INDIVIDUALS HAVE NO RELATIONSHIP TO MANAGEMENT	TO PROMOTE THE CHARITABLE OR EDUCATIONAL EFFORTS OF THE DONEE		863,100
Total			▶ 3a	863,100
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	8	
4	Dividends and interest from securities			14	286,437	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,839,054	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	LITIGATION PROCEEDS			1	7,229	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		2,132,728	0
13	Total. Add line 12, columns (b), (d), and (e)				13	2,132,728

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | X | |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[illegible]

- ☒ Yes ☐ No

- | (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| See Statement 9 | | |
| | | |
| | | |
| | | |
| | | |

May the IRS discuss this return
with the preparer shown below?
See instructions ☐ Yes

Title

Check ☐ if self-employed

04/23/19

Firm's EIN ▶ **54-1524944**

Phone no **757-569-8101**

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS	\$ 7,229	\$ 7,229	\$ 7,229
Total	\$ 7,229	\$ 7,229	\$ 7,229

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 9,500	\$ 1,425	\$	\$ 8,075
Total	\$ 9,500	\$ 1,425	\$ 0	\$ 8,075

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	\$ 102,774	\$ 51,387	\$	\$ 51,387
Total	\$ 102,774	\$ 51,387	\$ 0	\$ 51,387

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX	\$ 16,286	\$	\$	\$
Total	\$ 16,286	\$ 0	\$ 0	\$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
MISCELLANEOUS EXPENSE	703	351		352
Total	703	351	0	352

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED SCHEDULE 3	\$ 13,375,153	\$ 14,476,397	Cost	\$ 15,146,603
Total	\$ 13,375,153	\$ 14,476,397		\$ 15,146,603

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED SCHEDULE 4	\$ 147,429	\$	Cost	\$
Total	\$ 147,429	\$ 0		\$ 0

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SCHEDULE 6

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

SCHEDULE 6

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

SCHEDULE 6

Statement 8 - Form 990-PF, Part XVII, Line 1d - Schedule Information

Line No.	Amount Involved	Name of Noncharitable Exempt Organization	Description of Transfers Transactions, Etc.
	\$	THE ELMS FOUNDATION	THE ELMS INCURS CERTAIN ADMINISTRATIVE EXPENSES ON BEHALF OF THE CAMP FOUNDATION AND IS REIMBURSED BY THE CAMP FOUNDATION FOR THESE EXPENSES.

Statement 9 - Form 990-PF, Part XVII, Line 2b - Schedule Information

Name of Organization	Type of Organization	Description of Relationship
THE ELMS FOUNDATION	PRIV OPER FOUND	COMMON OFFICERS/DIRECTORS
RUTH CAMP & HENRY CAMPBELL FOUNDATION	PRIVATE FOUND	COMMON OFFICERS/DIRECTORS
RUTH CAMP CAMPBELL CHARITABLE TRUST	PRIVATE FOUND	COMMON OFFICERS/DIRECTORS
CAMP YOUNTS FOUNDATION	PRIVATE FOUND	COMMON OFFICERS/DIRECTORS

Underdistribution and Excess Distributions for Part XIII		2018
Form 990-PF	For calendar year 2018, or tax year beginning _____, ending _____	
Name CAMP FOUNDATION		Employer Identification Number 54-6052488

Undistributed Income Carryovers

Form 990-PF, Part XIII

Tax Year	Prior Undistributed Income			Current Year Decreases	Next Year Carryover	
	Nontaxable or Previously Taxed	Taxable in 2018	Total per Year		Nontaxable or Previously Taxed	Taxable in 2019
<i>Years prior</i>						
20 14						
20 15						
20 16						
2017						
2018			855,943	855,943		
Total Carryover to Next Year						0

* Carryover amount includes 4942(a) amounts

Excess Distribution Carryovers

Form 990-PF, Part XIII

	Current Year	Next Year
	Decreases	Carryover
2013	81,480	
2014		99,710
2015		111,251
2016		54,597
2017		39,862
Current Year Excess Distribution Generated (2018)		67,874
Total Carryover to Next Year		373,294

CAMP FOUNDATION**EIN: 54-6052488****2018 990-PF****PART IV****REALIZED GAINS AND LOSSES****SCHEDULE 2**

Description	# of Shares	Proceeds	Basis of Shares Sold	Gain/ (Loss)
ameriprise	1,750 000	222,058 46	204,954 10	17,104.36
alaska air group	3,375 000	218,515 28	213,461.54	5,053 74
alibaba	1,450 000	230,687 36	146,509 21	84,178 15
at&t	6,955 000	211,916 79	215,723.67	(3,806.88)
bank of america	11,500.000	351,673 08	191,652 45	160,020.63
checkpoint software	2,300 000	249,876 57	171,747.32	78,129 25
conagra brands	6,600.000	220,388 54	252,010 85	(31,622.31)
delta	4,250.000	247,433.90	211,314 03	36,119.87
disney walt co new	1,755 000	200,918.56	207,780 03	(6,861 47)
dowdupont inc	3,685 000	210,571.43	146,179 42	64,392 01
facebook	1,550.000	208,682 00	39,966.67	168,715.33
fedex	1,150 000	306,100.55	149,984 96	156,115.59
general electric	15,265.000	172,457 94	246,580 86	(74,122 92)
hain celestial	7,360 000	164,066 55	213,450 74	(49,384 19)
ibm	1,555.000	190,575 32	250,004 50	(59,429 18)
ishares msci emerging	4,875 000	198,169 58	214,355 49	(16,185 91)
jetblu	10,875 000	203,717 63	242,239 44	(38,521 81)
alphabet inc	200 000	209,985 27	56,743 04	153,242.23
lazard	5,600.000	222,526 54	195,169 99	27,356 55
mccormick	2,180 000	275,492 96	213,903 87	61,589 09
metlife	4,100 000	169,569 46	192,340 83	(22,771 37)
ncr	7,420 000	197,465 55	228,877.66	(31,412 11)
occidental pete corp	2,780 000	191,387 17	230,719.31	(39,332.14)
palo alto networks	2,175.000	313,780 58	246,897 57	66,883 01
jp morgan chase	2,890.000	333,570 02	103,840.26	229,729 76
royal dutch shell plc spons adr	3,300 000	203,116 31	235,200 65	(32,084 34)
united parcel service	1,625.000	181,347 80	158,029 77	23,318.03
united tech	1,765 000	215,027 33	224,130 89	(9,103 56)
vmware inc	2,145.000	273,941.62	127,178.41	146,763.21
brandes intl	18153 781	245,620 66	210,462 85	35,157 81
dfa intl	87883 445	1,066,600.00	944,530.21	122,069 79
dfa emerging	21571 949	452,035 00	412,671 39	39,363 61
dfa world	23782 051	222,600.00	259,483.33	(36,883 33)
ishares 1000 value	8120.000	996,332 97	729,984.62	266,348.35
ishares msci	3975 000	223,203.68	251,732.71	(28,529 03)
pimco invest	17535 893	173,605.34	173,000 00	605 34
western asset core plus	28048.223	323,400 00	319,188 78	4,211 22
vanguard ftse emerging	5025 000	214,908.03	237,834.64	(22,926 61)
vanguard short term bond etf	2211 000	173,024.20	176,368 96	(3,344 76)
voyager partners	3235.906	353,759.40	323,590 55	30,168 85
vulcan	23538.903	474,544.28	355,437.44	119,106 84
		11514653.71	9925233.01	1589420.70

SCHEDULE 4

CAMP FOUNDATION

EIN: 54-6052488

2018 990-PF

PART XV (3A)

GRANTS AND CONTRIBUTIONS

<u>Name and Address</u>	<u>Purpose</u>
Alzheimer's Association #20 Interstate Corporate Center Norfolk, Virginia 23502	Health/Welfare
American Cancer Society Franklin/Southampton 808 Live Oak Drive Chesapeake, Virginia 23320	Cancer Research and Education
American Civil War Museum 1201 East Clay Street Richmond, Virginia 23219	Educational
American Heart Association 360 Southport Circle, Suite 104 Virginia Beach, Virginia 23452	Heart Education
American Red Cross - Southampton Chapter Post Office Box 1036 Franklin, Virginia 23851	Health/Welfare
American Legion Post #73 Armory Drive Franklin, Virginia 23851	Health/Welfare
Blackwater Regional Library 22511 Main Street Courtland, Virginia 23837	Educational
Central Carolina Community Foundation 2142 Boyce Street Suite 402 Columbia, South Carolina 29201	Health/Welfare
Children's Center, The Texie Camp Marks 700 Campbell Avenue Franklin, Virginia 23851	Recreation
Children's Hospital of the King's Daughters 601 Children's Lane Norfolk, Virginia 23507	Health
Chowan University 1 University Place Murfreesboro, North Carolina 27855	Educational

SCHEDULE 4

CAMP FOUNDATION

EIN: 54-6052488

2018 990-PF

PART XV (3A)

GRANTS AND CONTRIBUTIONS

City of Franklin Post Office Box 179 Franklin, Virginia 23851	Furtherance of Municipal Endeavors
Courtland Community Center 25499 Florence Street Courtland, Virginia 23837	Health/Welfare
Eastern Virginia Medical School 700 West Olney Road Norfolk, Virginia 23507	Educational
The Elms Foundation Post Office Box 813 Franklin, Virginia 23851	Historic Preservation
Families of Autistic Children of Tidewater 520 Viking Drive Virginia Beach, Virginia 23452	Health
Foodbank of Southeastern Virginia Post Office Box 1940 Norfolk, Virginia 23501	Welfare
Franklin Baptist Church 208 North High Street Franklin, Virginia 23851	Religious
Franklin Cooperative Ministry, Inc Post Office Box 1214 Franklin, Virginia 23851	Health/Welfare
Franklin Downtown Association, Inc. Post Office Box 531 Franklin, Virginia 23851	Cultural/Historic
Franklin Little League Football, Inc 31068 Country Club Road Franklin, Virginia 23851	Recreation
Franklin Southampton Area Chamber Foundation Post Office Box 531 Franklin, Virginia 23851	Community Activities
Franklin Southampton Area United Way Franklin, Virginia 23851	Community Activities

SCHEDULE 4

EIN: 54-6052488

2018 990-PF
PART XV (3A)
GRANTS AND CONTRIBUTIONS

Franklin Southampton Concert Association 120 Gillette Court Franklin, Virginia 23851	Cultural
Franklin Southampton Economic Development, Inc 601 North Mechanic Street Franklin, Virginia 23851	Health/Welfare
The Genieve Shelter Post Office Box 624 Smithfield, Virginia 23430-0624	Health/Welfare of Abused Women
Girl Scouts of Colonial Coast 912 Cedar Road Chesapeake, Virginia 23322	Furtherance of Scouting Programs and Religion
Grazin' Acres Therapeutic Riding Center 14492 Ivor Road Sedley, Virginia 23878	Health/Welfare
High Street United Methodist Church Post Office Box 218 Franklin, Virginia 23851	Furtherance of Scouting Programs and Religion
Human Kind 150 Linden Avenue Lynchburg, Virginia 24503	Health/Welfare
Isle of Wight Education Assoc (IOW Academy) Post Office Box 105 Isle of Wight, Virginia 23397	Education
Jamestown-Yorktown Foundation 2110 Jamestown Road Williamsburg, Virginia 23185	Historic/Education
Liberation Veterans Services 1201 Hull Street Richmond, Virginia 23224	Health/Welfare
Mahones Tavern and Museum, Inc Post Office Box 565 Courtland, Virginia 23837	Historic/Education
Nansemond Suffolk Academy 3373 Pruden Boulevard Suffolk, Virginia 23434	Educational
Operation Northstate, Inc. 151 Windemere Court Winston Salem, North Carolina 27127	Health/Welfare

SCHEDULE 4

EIN: 54-6052488

2018 990-PF
PART XV (3A)
GRANTS AND CONTRIBUTIONS

Paul D. Camp Community College Post Office Box 737 Franklin, Virginia 23851	Educational
Preservation Virginia 204 West Franklin Street Richmond, Virginia 23220	Education
Rawls Museum Arts 22376 Linden Street Courtland, Virginia 23837	Cultural
Rock Church Franklin 130 Lakeview Road Franklin, Virginia 23851	Religious
Senior Services of Southeastern VA 6350 North Center Drive, #5 Norfolk, Virginia 23502	Health/Welfare
Smart Beginnings Western Tidewater 601 North Mechanic Street Franklin, Virginia 23851	Educational
Southampton Academy 320 Old Plank Road Courtland, Virginia 23837	Educational
Southampton County Post Office Box 400 Courtland, Virginia 23837	Furtherance of Municipal Endeavors
Southampton County Historical Society 33335 Statesville Road Newsoms, Virginia 23874	Historical Preservation
Southeast 4-H Educational, Inc 15189 Airfield Road Wakefield, Virginia 23888	Youth Programs
St. Mary's Home for Disabled Children 6171 Kempsville Circle Norfolk, Virginia 23501	Health/Welfare
Suffolk Center for Cultural Arts Foundation 110 West Finney Avenue Suffolk, Virginia 23434	Cultural Activities

SCHEDULE 4

CAMP FOUNDATION

EIN: 54-6052488

2018 990-PF

PART XV (3A)

GRANTS AND CONTRIBUTIONS

Toby's Dream 283 Constitution Drive, Suite 600 Virginia Beach, Virginia 23462	Youth Activities
Village at Woods Edge 1401 North High Street Franklin, Virginia 23851	Health/Welfare
Virginia Aquarium and Marine Science Center 717 General Booth Boulevard Virginia Beach, Virginia 23451	Educational
Virginia College Fund, The 6002 West Broad Street Richmond, Virginia 23230	Educational
Virginia Foundation for Independent Colleges 8010 Ridge Road Richmond, Virginia 23229	Educational
Virginia Hound Heritage 21201 Buckhorn Quarter Road Courtland, Virginia 23837	Educational
Virginia Legal Aid Society Post Office Box 6058 Lynchburg, Virginia 24505	Welfare
Virginia Repertory Theatre 114 West Broad Street Richmond, Virginia 23220	Cultural Activities
The Virginia Symphony Post Office Box 26 Norfolk, Virginia 23501	Cultural Activities
Western Tidewater Free Clinic 2019 Meade Parkway Suffolk, Virginia 23434	Health/Welfare
Western Tidewater Tennis Association 136 Wynnwood Drive Franklin, Virginia 23851	Recreation
YMCA of South Hampton Roads 250 West Brambleton Avenue Norfolk, Virginia 23510	Youth and Adult Activities

SCHEDULE 4

CAMP FOUNDATION

EIN: 54-6052488

2018 990-PF

PART XV (3A)

**CAMP FOUNDATION SCHOLARSHIPS
(THESE BEING GRANTS OF \$5,000 EACH)**

Rachel C. Brown 30050 Smiths Ferry Road Franklin, Virginia 23851	James Madison University	2019
Damien A. Cole 9376 Dinky Circle Windsor, Virginia 23487	Christopher Newport University	2019
Ethan P. Edwards 29410 Little Texas Road Branchville, Virginia 23828	Virginia Polytechnic Institute	2019
Brianna P. Karmilovich 104 Kings Lane Franklin, Virginia 23851	College of William & Mary	2019
Emma J. McIntyre 22145 Johnson Lane Carrollton, Virginia 23314	University of Virginia	2019
Kaylee B. Smith 7284 Yellow Hammer Road Zuni, Virginia 23898	Virginia Polytechnic Institute	2019
Megan B. Beale 36346 No Head Lane Franklin, Virginia 23851	Virginia Polytechnic Institute	2020
Seth S. Edwards 19066 Lakeside Drive Courtland, Virginia 23837	Virginia Polytechnic Institute	2020
Elizabeth J. Eom 333 Woodland Drive Franklin, Virginia 23851	Virginia Polytechnic Institute	2020
Mina E. Johnson 1216 North High Street Franklin, Virginia 23851	James Madison University	2020

SCHEDULE 4

CAMP FOUNDATION

EIN: 54-6052488

2018 990-PF

PART XV (3A)

**CAMP FOUNDATION SCHOLARSHIPS
(THESE BEING GRANTS OF \$5,000 EACH)**

<u>NAME AND ADDRESS</u>	<u>COLLEGE</u>	<u>YEAR OF GRADUATION</u>
Alexis V. Manson 14235 Bethany Church Road Smithfield, Virginia 23430	University of Georgia	2020
Claire B. Piatak 3 Poplar Court Smithfield, Virginia 23430	Clemson University	2020
Kelsy Henley 649 Westminister Reach Smithfield, Virginia 23430	University of Virginia	2021
William A. Keyt 21084 Quaker Road Windsor, Virginia 23487	University of Virginia	2021
Brendan L. Simms 407 Vaughans Lane Franklin, Virginia 23851	James Madison University	2021
Noah B. Smith 7284 Yellow Hammer Road Zuni, Virginia 23898	Virginia Polytechnic Institute	2021
Vanessa E. Stone 125 Magnolia Avenue Franklin, Virginia 23851	Old Dominion University	2021
Hannah C. Weisenbuger 10407 Sylvia Circle Windsor, Virginia 23487	Bridgewater College	2021
Selena C. Johnson 1216 North High Street Franklin, Virginia 23851	University of Virginia	2022
Lea B. Lanzalotto 301 Ridgeland Drive Smithfield, Virginia	George Mason University	2022

SCHEDULE 4

CAMP FOUNDATION

EIN: 54-6052488

2018 990-PF

PART XV (3A)

**CAMP FOUNDATION SCHOLARSHIPS
(THESE BEING GRANTS OF \$5,000 EACH)**

<u>NAME AND ADDRESS</u>	<u>COLLEGE</u>	<u>YEAR OF GRADUATION</u>
Ahjali H. Patel 1467 Carrsville Highway Franklin, Virginia 23851	University of Virginia	2022
Dylan K. Robertson Post Office Box 118 Windsor, Virginia 23487	Hampden-Sydney College	2022
Emily G. Wilda 122 Barcroft Drive Smithfield, Virginia 23430	Christopher Newport University	2022
Madison L. Wright 30147 Statesville Road Newsoms, Virginia 23874	East Carolina University	2022

**CAMP FOUNDATION COLGATE W. DARDEN
SCHOLARSHIPS (THESE BEING GRANTS OF \$6,500 EACH)**

Logan A. Brich 100 Lands End Lane Carrollton, Virginia 23314	University of Virginia	2019
Warren M. Hastings 23049 Captain John Road Courtland, Virginia 23837	University of Southern California	2020
Carrie Beale 23010 Shands Drive Courtland, Virginia 23837	University of Virginia	2021
Kevin R. Jurewicz 15212 Mount Holly Creek Lane Smithfield, Virginia 23430	Virginia Polytechnic Institute	2022