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

2009

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning JUL 1, 2009, and ending JUN 30, 2010

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

Use the IRS label otherwise, print or type. See Specific Instructions.	Name of foundation CAPE FEAR MEMORIAL FOUNDATION		A Employer identification number 56-1974747
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number 910-452-0611
	2508 INDEPENDENCE BLVD		
	City or town, state, and ZIP code WILMINGTON, NC 28412		
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) \$ 53,613,789.		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	140,523.	140,523.		STATEMENT 1
4	Dividends and interest from securities	719,761.	719,761.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<5,842,615.>			
b	Gross sales price for all assets on line 6a	20,889,462.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<219,212.>	23,715.		STATEMENT 3
12	Total. Add lines 1 through 11	<5,201,543.>	883,999.		
13	Compensation of officers, directors, trustees, etc	80,000.	24,000.		56,000.
14	Other employee salaries and wages	208,113.	62,434.		145,679.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	6,955.	2,782.		4,173.
c	Other professional fees STMT 5	62,724.	62,724.		0.
17	Interest				
18	Taxes STMT 6	14,418.	0.		0.
19	Depreciation and depletion	8,382.	838.		
20	Occupancy	39,833.	3,983.		35,850.
21	Travel, conferences, and meetings	16,064.	2,410.		13,654.
22	Printing and publications				
23	Other expenses STMT 7	36,900.	3,924.		32,976.
24	Total operating and administrative expenses. Add lines 13 through 23	473,389.	163,095.		288,332.
25	Contributions, gifts, grants paid	1,884,800.			2,239,800.
26	Total expenses and disbursements. Add lines 24 and 25	2,358,189.	163,095.		2,528,132.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<7,559,732.>			
b	Net investment income (if negative, enter -0-)		720,904.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SP

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		500.	500.	500.
	2	Savings and temporary cash investments		442,192.	968,426.	968,426.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 10		12,240,631.	12,341,823.	12,341,823.
	b	Investments - corporate stock STMT 11		39,137,298.	40,291,735.	40,291,735.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment basis ▶ 105,145.				
		Less accumulated depreciation STMT 9 ▶ 96,202.		17,325.	8,943.	8,943.
	15	Other assets (describe ▶ STATEMENT 12)		104,408.	2,362.	2,362.
	16	Total assets (to be completed by all filers)		51,942,354.	53,613,789.	53,613,789.
	17	Accounts payable and accrued expenses		108,426.	113,154.	
	18	Grants payable		665,000.	310,000.	
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 13)		195,000.	195,000.	
	23	Total liabilities (add lines 17 through 22)		968,426.	618,154.	
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		50,973,928.	52,995,635.	
	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		50,973,928.	52,995,635.		
31	Total liabilities and net assets/fund balances		51,942,354.	53,613,789.		

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	50,973,928.
2	Enter amount from Part I, line 27a	2	<7,559,732.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	9,581,439.
4	Add lines 1, 2, and 3	4	52,995,635.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,995,635.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 20,889,462.		26,732,077.	<5,842,615.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<5,842,615.>

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** **<5,842,615.>**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** **N/A**

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	3,186,652.	52,800,133.	.060353
2007	3,152,425.	67,347,402.	.046808
2006	2,886,729.	65,105,153.	.044339
2005	2,704,068.	60,687,926.	.044557
2004	2,588,195.	54,499,780.	.047490

2 Total of line 1, column (d) **2** **.243547**

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years **3** **.048709**

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 **4** **54,046,661.**

5 Multiply line 4 by line 3 **5** **2,632,559.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **7,209.**

7 Add lines 5 and 6 **7** **2,639,768.**

8 Enter qualifying distributions from Part XII, line 4 **8** **2,528,132.**

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	14,418.
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	14,418.
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	14,418.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	16,520.	
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	16,520.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,102.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NC		
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 2009 or the taxable year beginning in 2009 (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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CFMFDN.ORG	13	X	
14	The books are in care of ► ANNA ERWIN Telephone no. ► 910-452-0611 Located at ► 2508 INDEPENDENCE BLVD. STE 200 WILM. NC ZIP+4 ► 28412			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A		

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ 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	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. ►		
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 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

Form 990-PF (2009)

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		80,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GARRY A. GARRIS - 2508 INDEPENDENCE BOULEVARD, WILMINGTON, NC 28412	INVESTMENT ANALYST 20.00	90,000.	0.	0.
ELIZABETH R. DAUGHERTY - 2508 INDEPENDENCE BOULEVARD, WILMINGTON,	GRANTS OFFICER 40.00	53,291.	0.	0.

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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	53,402,981.
b	Average of monthly cash balances	1b	1,455,421.
c	Fair market value of all other assets	1c	11,305.
d	Total (add lines 1a, b, and c)	1d	54,869,707.
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	54,869,707.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	823,046.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,046,661.
6	Minimum investment return. Enter 5% of line 5	6	2,702,333.

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	2,702,333.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	14,418.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,418.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,687,915.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,687,915.
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	2,687,915.

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	2,528,132.
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	2,528,132.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,528,132.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,687,915.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,463,208.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 2,528,132.				
a Applied to 2008, but not more than line 2a			2,463,208.	
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 2009 distributable amount				64,924.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				2,622,991.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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) 2009	(b) 2008	(c) 2007	(d) 2006
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 the 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).)

NONE

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.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

ANNA P. ERWIN, 910-452-0611
2508 INDEPENDENCE BLVD., STE 200, WILMINGTON, NC 28412

b The form in which applications should be submitted and information and materials they should include:

APPLICATION FORMS AND REQUEST GUIDELINES ARE AVAILABLE AT THE ABOVE ADDRESS

c Any submission deadlines.

JANUARY 15 AND JULY 15

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

GRANTS MADE ONLY TO 501(C)(3) ORGANIZATIONS AND GOVERNMENTAL ENTITIES FOR HEALTH AND MEDICAL NEEDS IN SOUTHEASTERN NORTH CAROLINA

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE GRANTS PAID SCHEDULE - ATTACHMENT A				2,239,800.
b Approved for future payment SEE GRANTS PAYABLE SCHEDULE - ATTACHMENT B SEE PRIOR YEAR GRANTS PAYABLE SCHEDULE REVERSAL - ATTACHMENT C				310,000. <665,000.>
Total			3a	<355,000.>

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	140,523.	
4 Dividends and interest from securities			14	719,761.	
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			15	23,715.	<242,927.>
8 Gain or (loss) from sales of assets other than inventory			18	<5,842,615.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		<4,958,616.>	<242,927.>
13 Total. Add line 12, columns (b), (d), and (e)				13	<5,201,543.>

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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) of the Code (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)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: *[Signature]* Date: 11/15/10 Title: President

Paid Preparer's Use Only	Preparer's signature: <u><i>[Signature]</i></u>	Date: <u>11/12/10</u>	Check if self-employed: ☐	Preparer's identifying number: _____
	Firm's name (or yours if self-employed), address, and ZIP code: <u>RSM MCGLADREY, INC.</u> <u>300 NORTH 3RD STREET, FIFTH FLOOR</u> <u>WILMINGTON, NC 28401</u>			EIN: _____ Phone no.: <u>(910) 762-9623</u>

CAPE FEAR MEMORIAL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO - 2164 - SEE ATTACHMENT 1	P	VARIOUS	VARIOUS
b	WELLS FARGO - 2164 - SEE ATTACHMENT 1	P	VARIOUS	VARIOUS
c	WELLS FARGO - 2155 - SEE ATTACHMENT 2	P	VARIOUS	VARIOUS
d	WELLS FARGO - 2155 - SEE ATTACHMENT 2	P	VARIOUS	VARIOUS
e	WELLS FARGO - 2955 - SEE ATTACHMENT 3	P	VARIOUS	10/15/09
f	RUSSELL INVESTMENTS - SEE ATTACHMENT 4	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,608,625.		2,604,166.	4,459.
b 10,034,077.		13,133,859.	<3,099,782.>
c 2,143,328.		2,064,898.	78,430.
d 4,995,566.		7,723,843.	<2,728,277.>
e 900,000.		897,505.	2,495.
f 196,366.		307,806.	<111,440.>
g 11,500.			11,500.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,459.
b			<3,099,782.>
c			78,430.
d			<2,728,277.>
e			2,495.
f			<111,440.>
g			11,500.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<5,842,615.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
CENTURA OPERATING ACCOUNTS	102.
WELLS FARGO	140,421.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	140,523.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	731,261.	11,500.	719,761.
TOTAL TO FM 990-PF, PART I, LN 4	731,261.	11,500.	719,761.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VISTA ROYALTY INCOME	48,669.	48,669.	
VISTA - LOSS ON CAPPED WELLS	<25,574.>	<25,574.>	
VISTA - INVESTMENT WRITE DOWN	<242,927.>	0.	
CLASS ACTION SETTLEMENT	620.	620.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<219,212.>	23,715.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,955.	2,782.		4,173.
TO FORM 990-PF, PG 1, LN 16B	6,955.	2,782.		4,173.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	62,724.	62,724.		0.
TO FORM 990-PF, PG 1, LN 16C	62,724.	62,724.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	14,418.	0.		0.
TO FORM 990-PF, PG 1, LN 18	14,418.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	2,827.	283.		2,544.
BANK CHARGES	131.	0.		131.
POSTAGE	172.	0.		172.
DUES & SUBSCRIPTIONS	2,674.	535.		2,139.
TELEPHONE	4,465.	447.		4,018.
INSURANCE EXPENSE	3,159.	316.		2,843.
UTILITIES	2,307.	231.		2,076.
CABLE EXPENSE	2,542.	254.		2,288.
COMPUTER SYSTEM	11,403.	1,140.		10,263.
OTHER SUPPLIES	7,181.	718.		6,463.
MISCELLANEOUS EXPENSES	39.	0.		39.
TO FORM 990-PF, PG 1, LN 23	36,900.	3,924.		32,976.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON RECORDING SECURITIES AT FAIR MARKET VALUE	9,581,439.
TOTAL TO FORM 990-PF, PART III, LINE 3	9,581,439.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE & EQUIPMENT	105,145.	96,202.	8,943.	8,943.
TO 990-PF, PART II, LN 14	105,145.	96,202.	8,943.	8,943.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BONDS	X		12,341,823.	12,341,823.
TOTAL U.S. GOVERNMENT OBLIGATIONS			12,341,823.	12,341,823.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			12,341,823.	12,341,823.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK & MUTUAL FUNDS	40,291,735.	40,291,735.
TOTAL TO FORM 990-PF, PART II, LINE 10B	40,291,735.	40,291,735.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SALES TAX RECEIVABLE	572.	260.	260.
EXCISE TAX RECEIVABLE	87,316.	0.	0.
PREPAID TAXES	16,520.	2,102.	2,102.
TO FORM 990-PF, PART II, LINE 15	104,408.	2,362.	2,362.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED COMPENSATION PAYABLE	195,000.	195,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	195,000.	195,000.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANNA ERWIN 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	PRESIDENT/TREASURER 40.00	80,000.	0.	0.
R.T. SINCLAIR, JR. M.D. 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	CHAIRMAN 1.00	0.	0.	0.
W. CARTER MEBANE, III 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	VICE CHAIRMAN 1.00	0.	0.	0.
AGNES R. BEANE 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	SECRETARY 1.00	0.	0.	0.
WILLIAM H. CAMERON 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	BOARD MEMBER 1.00	0.	0.	0.
J. RICHARD CORBETT, M.D. 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	ASSISTANT SECRETARY 1.00	0.	0.	0.
ROBERT F. WARWICK 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	BOARD MEMBER 1.00	0.	0.	0.
RICHARD L. WOODBURY 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	BOARD MEMBER 1.00	0.	0.	0.
JAMES D. HUNDLEY, MD 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	BOARD MEMBER 1.00	0.	0.	0.
RONALD SINCLAIR 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		80,000.	0.	0.

Description	Purchase Date	Sale Date	Sale Proceeds	Cost Basis	Gain/Loss
Alliance Berstein Val-A	12/23/2008	7/1/2009	36,272.29	35,432.56	839.73
Alliance Berstein Intl Gwth A	7/22/2008	7/1/2009	9,981.58	15,509.03	(5,527.45)
Alliance Berstein Intl Gwth A	7/22/2008	7/1/2009	625.70	972.19	(346.49)
Columbia Marsico Foc Eq	12/15/2008	7/1/2009	1,351.28	1,251.17	100.11
Columbia Marsico Foc Eq	6/19/2009	7/1/2009	667.00	665.71	1.29
Goldman Sachs Cap Grth A	12/10/2008	7/1/2009	45,808.26	36,734.11	9,074.15
Columbia Marsico Intl A	6/19/2009	7/1/2009	13,916.23	13,593.38	322.85
Amer Fund Money Market Fd A	10/21/2009	12/9/2009	1,999,996.00	2,000,000.00	(4.00)
Amer Fund Money Market Fd A	10/22/2008	12/9/2009	500,004.00	500,005.00	(1.00)
Alliance Berstein Intl Gwth A	11/24/2009	4/13/2010	3.03	3.00	0.03
Short Term			2,608,625.37	2,604,166.15	4,459.22

Description	Purchase Date	Sale Date	Sale Proceeds	Cost Basis	Gain/Loss
Alliance Berstein Intl Gwth A	12/27/2004	7/1/2009	688,535.26	998,166.32	(309,631.06)
Alliance Berstein Intl Gwth A	12/20/2005	7/1/2009	97,862.01	155,638.82	(57,776.81)
Alliance Berstein Intl Gwth A	12/20/2005	7/1/2009	27,568.44	43,844.59	(16,276.15)
Alliance Berstein Intl Gwth A	12/20/2005	7/1/2009	22,675.34	36,062.65	(13,387.31)
Alliance Berstein Intl Gwth A	12/18/2006	7/1/2009	88,361.96	174,678.96	(86,317.00)
Alliance Berstein Intl Gwth A	12/18/2006	7/1/2009	37,416.20	73,966.49	(36,550.29)
Alliance Berstein Intl Gwth A	12/18/2006	7/1/2009	18,848.06	37,259.93	(18,411.87)
Alliance Berstein Intl Gwth A	12/24/2007	7/1/2009	42,866.12	83,709.58	(40,843.46)
Alliance Berstein Intl Gwth A	12/24/2007	7/1/2009	15,571.41	30,408.07	(14,836.66)
Alliance Berstein Intl Gwth A	12/24/2007	7/1/2009	3,892.86	7,602.02	(3,709.16)
Alliance Berstein Val-A	12/27/2004	7/1/2009	820,386.51	1,490,000.00	(669,613.49)
Alliance Berstein Val-A	12/20/2005	7/1/2009	42,492.48	77,052.59	(34,560.11)
Alliance Berstein Val-A	12/20/2005	7/1/2009	12,832.85	23,270.12	(10,437.27)
Alliance Berstein Val-A	12/20/2005	7/1/2009	3,339.16	6,054.98	(2,715.82)
Alliance Berstein Val-A	12/18/2006	7/1/2009	28,322.94	58,900.52	(30,577.58)
Alliance Berstein Val-A	12/18/2006	7/1/2009	11,683.97	24,298.05	(12,614.08)
Alliance Berstein Val-A	12/18/2006	7/1/2009	672.89	1,399.36	(726.47)
Alliance Berstein Val-A	12/24/2007	7/1/2009	55,140.27	101,024.46	(45,884.19)
Alliance Berstein Val-A	12/24/2007	7/1/2009	19,251.88	35,272.05	(16,020.17)
Alliance Berstein Val-A	12/24/2007	7/1/2009	13,439.98	24,623.88	(11,183.90)
Alliance Berstein Intl Gwth A	5/24/2007	7/1/2009	359,367.00	640,866.01	(281,499.01)
Alliance Berstein Intl Gwth A	5/24/2007	7/1/2009	246,241.20	439,133.99	(192,892.79)
Alliance Berstein Intl Gwth A	11/20/2007	7/1/2009	21,593.54	38,898.75	(17,305.21)
Alliance Berstein Intl Gwth A	11/20/2007	7/1/2009	14,308.97	25,776.28	(11,467.31)
Alliance Berstein Intl Gwth A	11/20/2007	7/1/2009	4,972.01	8,956.61	(3,984.60)
Columbia Marsico Foc Eq	5/24/2007	7/1/2009	469,981.60	675,000.00	(205,018.40)
Columbia Marsico Foc Eq	12/14/2007	7/1/2009	4,786.06	7,731.16	(2,945.10)

Description	Purchase Date	Sale Date	Sale Proceeds	Cost Basis	Gain/Loss
Goldman Sachs Cap Grth A	5/24/2007	7/1/2009	657,066.70	1,000,000.00	(342,933.30)
Goldman Sachs Cap Grth A	12/12/2007	7/1/2009	7,102.98	11,022.11	(3,919.13)
Columbia Marisco Intl A	5/24/2007	7/1/2009	614,326.28	1,080,000.00	(465,673.72)
Columbia Marisco Intl A	6/22/2007	7/1/2009	9,338.70	16,128.72	(6,790.02)
Columbia Marisco Intl A	6/22/2007	7/1/2009	8,768.79	15,144.44	(6,375.65)
Columbia Marisco Intl A	12/26/2007	7/1/2009	34,559.54	60,832.87	(26,273.33)
Columbia Marisco Intl A	12/26/2007	7/1/2009	18,155.18	31,957.35	(13,802.17)
Columbia Marisco Intl A	12/26/2007	7/1/2009	6,570.48	11,565.58	(4,995.10)
Columbia Marisco Intl A	6/20/2008	7/1/2009	5,607.11	8,996.23	(3,389.12)
Columbia Marisco Intl A	6/20/2008	7/1/2009	61.92	99.36	(37.44)
Am Cap Funds Class A	5/1/2002	8/17/2009	545,812.68	584,318.67	(38,505.99)
Am Cap Funds Class A	5/8/2002	8/17/2009	76,737.32	82,257.13	(5,519.81)
Growth Fund America Fd A	5/1/2002	8/17/2009	208,583.23	192,354.15	16,229.08
Growth Fund America Fd A	5/8/2002	8/17/2009	346,216.77	317,845.90	28,370.87
Wash Mutual Invs Fd Inc A	5/1/2002	8/17/2009	303,918.22	398,123.71	(94,205.49)
Wash Mutual Invs Fd Inc A	5/8/2002	8/17/2009	18,731.78	24,735.60	(6,003.82)
Wash Mutual Invs Fd Inc A	5/8/2002	10/21/2009	1,339,714.48	1,625,264.40	(285,549.92)
Wash Mutual Invs Fd Inc A	6/25/2002	10/21/2009	19,220.64	21,673.82	(2,453.18)
Wash Mutual Invs Fd Inc A	7/24/2002	10/21/2009	538,832.08	515,000.00	23,832.08
Wash Mutual Invs Fd Inc A	9/24/2002	10/21/2009	26,032.71	24,749.72	1,282.99
Wash Mutual Invs Fd Inc A	12/24/2002	10/21/2009	31,224.34	31,237.50	(13.16)
Wash Mutual Invs Fd Inc A	4/1/2003	10/21/2009	25,724.71	24,413.55	1,311.16
Wash Mutual Invs Fd Inc A	6/24/2003	10/21/2009	18,343.57	20,275.29	(1,931.72)
Wash Mutual Invs Fd Inc A	9/23/2003	10/21/2009	907.47	1,017.55	(110.08)
Am Cap Funds Class A	5/8/2002	10/22/2009	792,268.41	762,742.87	29,525.54
Am Cap Funds Class A	6/25/2002	10/22/2009	16,282.10	14,380.84	1,901.26
Am Cap Funds Class A	7/1/2002	10/22/2009	22,166.67	19,000.00	3,166.67
Am Cap Funds Class A	7/24/2002	10/22/2009	165,847.86	130,000.00	35,847.86
Am Cap Funds Class A	12/9/2002	10/22/2009	3,434.96	2,865.31	569.65
Growth Fund America Fd A	5/8/2002	10/22/2009	650,978.46	537,154.10	113,824.36
Growth Fund America Fd A	7/1/2002	10/22/2009	83,956.99	61,000.00	22,956.99
Growth Fund America Fd A	7/24/2002	10/22/2009	221,328.79	145,000.00	76,328.79
Growth Fund America Fd A	12/17/2002	10/22/2009	3,164.28	2,206.06	958.22
Growth Fund America Fd A	12/17/2003	10/22/2009	619.90	547.73	72.17
Growth Fund America Fd A	12/15/2004	10/22/2009	7,453.96	7,376.32	77.64
Growth Fund America Fd A	12/27/2004	10/22/2009	32,497.62	32,836.12	(338.50)
Alliance Bernstein Intl Gwth A	7/22/2008	4/13/2010	108.59	139.57	(30.98)
Long Term			10,034,077.24	13,133,858.81	(3,099,781.57)

Description	Purchase Date	Sale Date	Sale Proceeds	Cost Basis	Gain/Loss
Ishares Russell Midcap Value	7/9/2008	7/1/2009	2,172.59	3,123.58	(950.99)
Ishares Russell Midcap Value	9/30/2008	7/1/2009	1,943.12	2,543.39	(600.27)
Ishares Russell Midcap Value	12/30/2008	7/1/2009	3,866.60	3,497.79	368.81
Ishares Russell Midcap Value	3/30/2009	7/1/2009	2,740.78	2,230.83	509.95
Ishares Russell Midcap Value	3/30/2009	7/8/2009	15.03	13.19	1.84
Ishares TR Tussell Midcap	7/9/2008	7/1/2009	826.41	1,150.35	(323.94)
Ishares TR Tussell Midcap	9/30/2008	7/1/2009	772.67	895.18	(122.51)
Ishares TR Tussell Midcap	12/30/2008	7/1/2009	1,585.35	1,270.32	315.03
Ishares TR Tussell Midcap	3/30/2009	7/1/2009	1,099.06	902.09	196.97
Ishares TR Tussell Midcap	3/30/2009	7/8/2009	13.88	12.18	1.70
Russell Us Quan EQY CL I	7/7/2008	7/1/2009	4,873.72	6,706.73	(1,833.01)
Russell Us Quan EQY CL I	10/6/2008	7/1/2009	1,473.43	1,761.44	(288.01)
Russell Us Quan EQY CL I	12/23/2008	7/1/2009	8,955.39	8,627.70	327.69
Russell Us Quan EQY CL I	4/5/2009	7/1/2009	6,467.14	5,811.14	656.00
Russell US Core EQY CL I	7/7/2008	7/1/2009	5,776.05	8,193.74	(2,417.69)
Russell US Core EQY CL I	8/28/2008	7/1/2009	3,474.21	4,876.66	(1,402.45)
Russell US Core EQY CL I	10/6/2008	7/1/2009	1,917.85	2,301.62	(383.77)
Russell US Core EQY CL I	12/23/2008	7/1/2009	10,465.04	9,701.21	763.83
Russell US Core EQY CL I	4/6/2009	7/1/2009	4,010.57	3,612.29	398.28
Russell US SM Cap CL I	8/28/2008	7/1/2009	2,348.90	3,443.15	(1,094.25)
Russell US SM Cap CL I	12/23/2008	7/1/2009	1,845.52	1,678.30	167.22
Russell US Growth CL I	12/23/2008	7/1/2009	3,012.91	2,591.91	421.00
SPDR TR Unit SER I	10/10/2008	7/1/2009	550,764.24	528,600.20	22,164.04
SPDR TR Unit SER I	10/10/2008	7/1/2009	460,672.95	442,481.60	18,191.35
SPDR TR Unit SER I	10/10/2008	7/1/2009	408,681.50	392,280.00	16,401.50
SPDR TR Unit SER I	10/10/2008	7/1/2009	278,632.84	267,660.00	10,972.84
SPDR TR Unit SER I	10/10/2008	7/1/2009	157,891.94	151,509.50	6,382.44
SPDR TR Unit SER I	10/10/2008	7/1/2009	130,028.66	124,782.00	5,246.66
SPDR TR Unit SER I	10/10/2008	7/1/2009	55,726.57	53,466.00	2,260.57
SPDR TR Unit SER I	10/10/2008	7/1/2009	928.77	892.00	36.77
SPDR TR Unit SER I	1/30/2009	7/1/2009	17,289.26	15,825.48	1,463.78
SPDR TR Unit SER I	4/30/2009	7/1/2009	12,988.85	12,389.80	599.05
SPDR TR Unit SER I	4/30/2009	7/8/2009	65.78	66.17	(0.39)
Short Term			2,143,327.58	2,064,897.54	78,430.04

Description	Purchase Date	Sale Date	Sale Proceeds	Cost Basis	
Ishares Russell Midcap Value	12/27/2004	7/1/2009	299,569.46	379,576.00	(80,006.54)
Ishares Russell Midcap Value	6/24/2005	7/1/2009	3,459.23	4,620.70	(1,161.47)
Ishares Russell Midcap Value	9/29/2005	7/1/2009	4,241.72	5,854.54	(1,612.82)
Ishares Russell Midcap Value	3/30/2006	7/1/2009	6,612.82	9,431.20	(2,818.38)
Ishares Russell Midcap Value	6/28/2006	7/1/2009	4,052.38	6,166.09	(2,113.71)

Description	Purchase Date	Sale Date	Sale Proceeds	Cost Basis	Gain/Loss
Ishares Russell Midcap Value	10/2/2006	7/1/2009	3,605.67	5,280.10	(1,674.43)
Ishares Russell Midcap Value	12/27/2006	7/1/2009	3,734.83	5,773.75	(2,038.92)
Ishares Russell Midcap Value	3/29/2007	7/1/2009	5,751.82	9,604.01	(3,852.19)
Ishares Russell Midcap Value	7/5/2007	7/1/2009	4,215.38	7,328.22	(3,112.84)
Ishares Russell Midcap Value	10/1/2007	7/1/2009	4,397.24	8,007.45	(3,610.21)
Ishares Russell Midcap Value	1/3/2008	7/1/2009	3,723.21	6,407.54	(2,684.33)
Ishares Russell Midcap Value	3/28/2008	7/1/2009	6,462.25	10,224.36	(3,762.11)
Ishares Russell Midcap Value	5/24/2007	7/1/2009	931.39	1,365.78	(434.39)
Ishares TR Tussell Midcap	7/5/2007	7/1/2009	384,952.63	595,702.25	(210,749.62)
Ishares TR Tussell Midcap	10/1/2007	7/1/2009	902.74	1,424.12	(521.38)
Ishares TR Tussell Midcap	1/3/2008	7/1/2009	1,145.57	1,808.37	(662.80)
Ishares TR Tussell Midcap	3/28/2008	7/1/2009	1,626.16	2,483.97	(857.81)
Ishares TR Tussell Midcap	7/2/2002	7/1/2009	625.20	862.56	(237.36)
Russell Us Quan EQY CL I	7/24/2002	7/1/2009	272,110.94	335,380.84	(63,269.90)
Russell Us Quan EQY CL I	12/2/2007	7/1/2009	415,713.68	460,000.00	(44,286.32)
Russell Us Quan EQY CL I	1/18/2005	7/1/2009	47,263.57	75,000.00	(27,736.43)
Russell Us Quan EQY CL I	7/7/2005	7/1/2009	204,928.44	325,000.00	(120,071.56)
Russell Us Quan EQY CL I	10/6/2005	7/1/2009	8,834.10	14,300.69	(5,466.59)
Russell Us Quan EQY CL I	12/13/2005	7/1/2009	8,226.86	13,546.34	(5,319.48)
Russell Us Quan EQY CL I	12/13/2005	7/1/2009	77,276.61	128,854.02	(51,577.41)
Russell Us Quan EQY CL I	4/6/2006	7/1/2009	12,354.70	20,600.72	(8,246.02)
Russell Us Quan EQY CL I	7/7/2006	7/1/2009	7,024.93	12,250.53	(5,225.60)
Russell Us Quan EQY CL I	10/5/2006	7/1/2009	8,545.64	14,415.57	(5,869.93)
Russell Us Quan EQY CL I	12/15/2006	7/1/2009	7,985.66	14,092.34	(6,106.68)
Russell Us Quan EQY CL I	12/15/2006	7/1/2009	187,801.68	324,194.93	(136,393.25)
Russell Us Quan EQY CL I	12/15/2006	7/1/2009	35,857.12	61,898.79	(26,041.67)
Russell Us Quan EQY CL I	4/5/2007	7/1/2009	12,738.70	21,990.36	(9,251.66)
Russell Us Quan EQY CL I	7/6/2007	7/1/2009	7,459.21	13,180.58	(5,721.37)
Russell Us Quan EQY CL I	10/4/2007	7/1/2009	6,461.69	12,001.56	(5,539.87)
Russell Us Quan EQY CL I	12/18/2007	7/1/2009	6,577.07	12,182.34	(5,605.27)
Russell Us Quan EQY CL I	12/18/2007	7/1/2009	271,240.74	431,673.49	(160,432.75)
Russell Us Quan EQY CL I	12/18/2007	7/1/2009	59,414.48	94,556.78	(35,142.30)
Russell Us Quan EQY CL I	4/4/2008	7/1/2009	12,666.92	20,159.10	(7,492.18)
Russell Us Quan EQY CL I	5/21/2008	7/1/2009	7,365.43	10,732.58	(3,367.15)
Russell US Core EQY CL I	5/21/2008	7/1/2009	1,670,262.97	2,598,278.99	(928,016.02)
Russell US SM Cap CL I	7/1/2004	7/1/2009	120,374.19	320,997.86	(200,623.67)
Russell US SM Cap CL I	12/20/2005	7/1/2009	112,921.78	235,692.73	(122,770.95)
Russell US SM Cap CL I	12/20/2005	7/1/2009	28,916.78	60,355.74	(31,438.96)
Russell US SM Cap CL I	12/20/2005	7/1/2009	1,211.86	2,529.42	(1,317.56)
Russell US SM Cap CL I	12/15/2006	7/1/2009	77,213.67	149,102.24	(71,888.57)
Russell US SM Cap CL I	12/15/2006	7/1/2009	25,248.97	48,756.64	(23,507.67)
Russell US SM Cap CL I	12/15/2006	7/1/2009	596.64	1,152.13	(555.49)
Russell US SM Cap CL I	12/18/2007	7/1/2009	50,556.79	83,577.66	(33,020.87)
Russell US SM Cap CL I	12/18/2007	7/1/2009	21,759.71	35,971.92	(14,212.21)

Cape Fear Memorial Foundation
Account: 2155
Attachment for Form 990-PF

EIN: 56-1974747
FYE: 06/30/2010

Description	Purchase Date	Sale Date	Sale Proceeds	Cost Basis	Gain/Loss
Russell US SM Cap CL I	12/18/2007	7/1/2009	2,101.48	3,474.04	(1,372.56)
Russell US Growth CL I	5/24/2007	7/1/2009	446,492.20	675,000.00	(228,507.80)
Russell US Growth CL I	12/14/2007	7/1/2009	20,050.86	31,021.44	(10,970.58)
Long Term			4,995,565.77	7,723,843.38	(2,728,277.61)

Cape Fear Memorial Foundation
Account: 2965
Attachment for Form 990-PF

EIN: 56-1974747
FYE: 06/30/2010

Description	Purchase Date	Sale Date	Sale Proceeds	Cost Basis	Gain/Loss
UST Note 2.625 7/15/17	11/16/2004	10/15/2009	500,000.00	497,505.00	2,495.00
UST Note 2.625 7/15/17	6/12/2007	10/15/2009	400,000.00	400,000.00	-
		Long Term	900,000.00	897,505.00	2,495.00

Cape Fear Memorial Foundation
Account: Russell Investments
Attachment for Form 990-PF

EIN: 56-1974747
FYE: 06/30/2010

Description	Purchase Date	Sale Date	Sale Proceeds	Cost Basis	Gain/Loss
RAIF PLC Designated Inv	various	7/1/2009	73,539.67	101,122.07	(27,582.40)
RAIF PLC Designated Inv	various	10/1/2009	71,741.26	119,513.08	(47,771.82)
RAIF PLC Designated Inv	various	1/4/2010	25,044.02	42,773.03	(17,729.01)
RAIF PLC Designated Inv	various	4/1/2010	26,040.91	44,398.03	(18,357.12)
Long Term			196,365.86	307,806.21	(111,440.35)

**CAPE FEAR MEMORIAL FOUNDATION
GRANTS PAID
FISCAL YEAR ENDED 06/30/2010**

Payee Name	Address	Request ID	Request Project Title	Date	Amount	Number
American Red Cross, Cape Fear Chapter	1102 South 16th Street Wilmington, NC 28401-8020	Discretionary	General Support	12/11/2009	\$ 1,000	5925
American Red Cross, Cape Fear Chapter	1102 South 16th Street Wilmington, NC 28401-8020	1203	Haitian Earthquake Relief - Unsolicited	1/15/2010	1,000	5948
American Red Cross, Cape Fear Chapter	1102 South 16th Street Wilmington, NC 28401-8020	1116	General Operating Expenses	10/15/2009	70,000	5843
Arid Serenity Association, Inc.	A&N Roofing Inc. 26 New Bern Street (910) 799-6723 Bs (910) 799-7350 Fx Wilmington, NC 28403	1056	Building Purchase and Renovations			
Boys and Girls Homes of North Carolina, Inc.	400 Fleming Drive Post Office Box 127 Lake Waccamaw, NC 28450	1144	Database Software Conversion	10/15/2009	15,000	5845
Brigade Boys and Girls Club, Inc.	2759 Vance Street Wilmington, NC 28412-6252	1113	Triple Play Program	10/15/2009	55,000	5846
Brunswick Family Assistance Agency, Inc.	Post Office Box 333 Supply, NC 28462	1162	Unsolicited food assistance.	10/15/2009	2,000	5847
Cape Fear HealthNet	3329-E Wrightsville Avenue Wilmington, NC 28403	1207	Safety Net Dinner Meeting 02/23/2010 - RE: Fund Distribution	2/8/2010	200	5964
Cape Fear HealthNet	201 North Front Street, Suite 709 Wilmington, NC 28401	1033	General Operating Support	10/15/2009	90,000	5848
Coastal Carolina HIV Care Consortium	805 North 4th Street, Suite F Post Office Box 2065 Wilmington, NC 28402	1108	Patient Management Model Conversion			
Coastal Horizons Center, Inc.	615 Shipyard Boulevard Wilmington, NC 28412	1132	General Operating Support	10/15/2009	20,000	5849
Communities in Schools of Brunswick County, Inc.	Post Office Box 10087 Southport, NC 28461-0087	1177	General Operating Support - Action for Success Program	10/15/2009	75,000	5850
Communities in Schools of Cape Fear, Inc.	Post Office Box 398 Wilmington, NC 28402	1176	General Operating Support - Funding Not For Medical Services	4/15/2010	30,000	6006
Community Boys and Girls Club of Wilmington, Inc.	901 Nixon Street Wilmington, NC 28401	1164	Capital Acquisition - Vehicle	4/15/2010	40,000	6007
Disability Resource Center	140 A Cinema Drive Wilmington, NC 28403	1090	General Operating Support	4/15/2010	50,000	6008
				4/15/2010	15,000	6027

**CAPE FEAR MEMORIAL FOUNDATION
GRANTS PAID**

FISCAL YEAR ENDED 06/30/2010

Dreams of Wilmington, Inc.	Post Office Box 363 Wilmington, NC 28402	1168	Capital Support - Building Upfit	4/15/2010	30,000	6009
Duke University Medical Center	Partners In Caring Pastoral Services Duke Hospital South 013, Basement, Purple Zone, Durham, NC 28801	1002	HIV/STD Prevention Program 'Let's Talk'	4/15/2010	30,000	6028
Duplin Christian Outreach Ministries	514 South Norwood Street Wallace, NC 28466	1171	Unsolicited Food Assistance	11/24/2009	2,000	5908
Easter Seals UCP North Carolina, Inc.	5171 Glenwood Avenue Suite 400 Raleigh, NC 27612	1160	Capital Support - Wilmington Children's Center Renovations	4/15/2010	20,000	6010
Families First, Inc.	809 Washington Street Post Office Box 1776 Whiteville, NC 28472-1776	1129	General Operating Support - Budget Cuts	10/15/2009	25,000	5851
Family Support Network of Southeastern NC, Inc.	4701-1 Wrightsville Avenue Wilmington, NC 28403-6916	1172	General Operating Support - INFANTS Program Salary Support (continued support)	4/15/2010	25,000	6011
Fannie Norwood Memorial Home	501 South 15th Street Wilmington, NC 28401-5537	1114	General Operating Expenses & Renovations	10/15/2009	40,000	5852
Food Bank of Central & Eastern North Carolina	1314 Marsteller Street Wilmington, NC 28401	1182	General Operating Support - Food Distribution Services	4/15/2010	50,000	6012
Girls Incorporated of Wilmington, NC	1502 Castle Street Wilmington, NC 28401-5521	1050	General Operating Support	10/15/2009	35,000	5853
Good Shepherd Ministries of Wilmington, Inc.	811 Martin Street Wilmington, NC 28401	1141	General Operating Support - Night Shelter & Mental Health Services	10/15/2009	90,000	5854
Grissett Longwood Fire & Rescue	758 Longwood Road Ocean Isle Beach, NC 28469	1166	Emergency Medical Equipment	4/15/2010	15,000	6013
H.E.L.P.-MAMA	133 Southerland Road Albertson, NC 28508	1138	General Operating Support - Drug Awareness	10/15/2009	2,500	5855
Hope Harbor Home	Post Office Box 230 Supply, NC 28462-0230	1147	General Operating Support	10/15/2009	25,000	5856
Katie B. Hines Senior Center, Inc.	308 Cape Fear Boulevard Carolina Beach, NC 28428	1123	AED	10/15/2009	1,600	5857
Kids Making It Inc	15 South Water Street Wilmington, NC 28401	1194	General Operating Support - Woodworking Program (matching support)	4/15/2010	40,000	6014

**CAPE FEAR MEMORIAL FOUNDATION
GRANTS PAID**

FISCAL YEAR ENDED 06/30/2010

Leading Into New Communities, Inc.	Post Office Box 401 Wilmington, NC 28402	1185	General Operating Support - Mental Health Services Salary Support	4/15/2010	50,000	6015
March of Dimes	5041 New Centre Drive Suite 116 Wilmington, NC 28403	Discretionary	Honorarium - Mrs. Cameron		500	5916
Medical Ministry International	Post Office Box 1339 Allen, TX 75013-0022	1211	Truck and 30 Passenger Bus	12/04/2009	40,000	5980
Mercy House Homeless Shelter, Inc.	Post Office Box 606 Wilmington, NC 28402-0606	1183	General Operating Support - Homeless Shelter Salary Support	4/15/2010	45,000	6016
Mustard Seed Ministry	5654 Carolina Beach Road Wilmington, NC 28412	1122	General Operating Support	10/15/2009	30,000	5858
NC Missions of Mercy (MOM)	1802-B Medical Park Drive (Dr. Plage's general dentist office) Wilmington, NC 28403	1202	Free Dental Clinic in Wilmington April 30 - May 1, 2010	4/15/2010	15,000	6017
NC Osteoporosis Foundation, Inc.		1175	General Operating Support - Osteoporosis Awareness/Education	4/15/2010	35,000	6018
New Hanover County Fire Rescue	230 Government Center Drive Suite 130 Wilmington, NC 28403	1146	Emergency Rescue Equipment - AEDS	10/15/2009	23,000	5860
New Hanover County Health Department	2029 South 17th Street Wilmington, NC 28401-4946	1031	Male Health Initiative	10/15/2009	30,000	5859
New Hanover County Health Department	2029 South 17th Street Wilmington, NC 28401-4946	1119	Family Counseling Services - Licensed Clinical Social Worker - cont. funding	10/15/2009	50,000	5859
New Hanover Regional Medical Center	2131 South 17th Street Post Office Box 9000 Wilmington, NC 28402-9000	1136	Neonatal/Pediatric Critical Care Transport Vehicle	10/15/2009	50,000	5861
New Hope Clinic, Inc.	Post Office Box 10601 Southport, NC 28461	1041	General Operating Support	10/15/2009	55,000	5862
Pender Adult Services, Inc.	Post Office Box 1251 Burgaw, NC 28425-1251	1165	General Operating Support - In-Home Care Services	4/15/2010	73,000	6019
Pender County Christian Services, Inc.	Post Office Box 84 Burgaw, NC 28425-0084	1091	Matching/Challenge Grant for Facility Expansion	12/3/2009	30,000	5918
Pender County Christian Services, Inc.	Post Office Box 84 Burgaw, NC 28425-0084	1163	Unsolicited food assistance.	10/15/2009	2,000	5864

**CAPE FEAR MEMORIAL FOUNDATION
GRANTS PAID**

FISCAL YEAR ENDED 06/30/2010

Pender County Public Health Foundation, Inc.	803 South Walker Street Post Office Box 1209 Burgaw, NC 28425-1209	1070	General Operating Support-Access to Care	10/15/2009	20,000	5863
Pender Memorial Hospital	507 East Fremont Street Burgaw, NC 28425-5131	1143	Medical Transport Van	10/15/2009	40,000	5865
Phoenix Employment Ministry	20 North 4th Street Suite 100 Wilmington, NC 28401	1174	General Operating Support - Employment Services Program Salary Support	4/15/2010	15,000	6020
Presbyterian Counseling Center	4810 Wrightsville Avenue Wilmington, NC 28403-6917	1101	General Operating Support - Sam Mann Healing Partnership	10/15/2009	25,000	5866
Prevent Blindness North Carolina	4011 WestChase Boulevard Suite 225 Raleigh, NC 27607-3978	1130	Photo-Refractive Screening - continued support	10/15/2009	25,000	5867
Quality Enhancement for Non-Profits (QENO)	University of North Carolina Wilmington 601 S. College Road, Rm. 110B		HR Training Program			
Quality Enhancement for Non-Profits (QENO)	Wilmington, NC 28403-5614 University of North Carolina Wilmington 601 S. College Road, Rm. 110B	1124	General Operating Support	10/15/2009	15,000	5872
Salvation Army	Wilmington, NC 28403-5614 Post Office Box 90	1098	Haitian Earthquake Relief - Unsolicited	10/15/2009	55,000	5872
Salvation Army	Wilmington, NC 28402	1204	General Operating Support - Homeless Shelter Case Manager Salary Support	1/15/2010	1,000	5950
Shiloh-Columbia Volunteer Fire Department	Post Office Box 90 Wilmington, NC 28402	1156	Emergency Medical Equipment	4/15/2010	29,000	6021
Special Olympics of North Carolina	19170 US Highway 421 Watha, NC 28478	1157	General Operating Support	4/15/2010	15,000	6022
St. Mary Dental Clinic Corp	2200 Gateway Centre Boulevard Suite 201 Morrisville, NC 27560	1127	General Operating Support			
	412 Ann Street Wilmington, NC 28401	1159	General Operating Support	10/15/2009	20,000	5868
				10/15/2009	75,000	5869

**CAPE FEAR MEMORIAL FOUNDATION
GRANTS PAID**

FISCAL YEAR ENDED 06/30/2010

The ARC of NC - First in Families of Southeast	5041 New Centre Drive Suite 109 Wilmington, NC 28403	1035	General Operating Support	10/15/2009	25,000	5870
The Carousel Center, Inc.	1501 Dock Street Wilmington, NC 28401	1197	General Operating Support - Child Abuse Services	4/15/2010	40,000	6005
Tilston Health Clinic, Inc.	1605 Doctors Circle Wilmington, NC 28401	1120	General Operating Support	10/15/2009	100,000	5871
Town of Wrightsville Beach	Post Office Box 626 Wrightsville Beach, NC 28480-0626	1186	Communications Equipment - Ocean Rescue Squad			
University of North Carolina at Wilmington	601 South College Road Wilmington, NC 28403-3297	1135	Obesity Prevention Initiative - Interactive Website	4/15/2010	12,000	6023
Waves 4 K.I.D.S.	Post Office Box 162 Bolivia, NC 28422	949	Foster Care System Programs	4/27/2010	15,000	6039
Wilmington Carenet Counseling Center				10/15/2009	10,000	5873
Wilmington Disabled Athletic Association	610 South College Road Wilmington, NC 28403-3202	1180	General Operating Support - Benevolent Services/Client Aid Program			
Wilmington Family YMCA	3300 North Woolwitch Court Castle Hayne, NC 28429	1145	Replace Athletic Wheelchairs	4/15/2010	40,000	6024
Wilmington Family YMCA	2710 Market Street Wilmington, NC 28403-1218	1125	Girls on the Run Program	10/15/2009	17,000	5874
Wilmington Health Access for Teens	2710 Market Street Wilmington, NC 28403-1218	1096	Lease payments for Cardio Equipment	10/15/2009	40,000	5875
Wilmington Health Access for Teens	4005 Oleander Drive Wilmington, NC 28403-6816	1048	School-based Health Center - Ashley High School	6/4/2010	40,000	6064
Winnabow Volunteer Fire Department	4005 Oleander Drive Wilmington, NC 28403-6816	1195	General Operating Support - Medical Staff Salary Support	10/15/2009	40,000	5876
YWCA Lower Cape Fear	Post Office Box 1159 Winnabow, NC 28479	1153	Emergency Response Vehicle & Emergency Medical Supplies	4/15/2010	40,000	6025
East Coast Solutions	2815 South College Road Wilmington, NC 28412-6826	1117	Pool Renovations & Repairs - continuation of #1062	4/15/2010	20,000	6026
		723	Repayment Unused Funds	10/15/2009	22,000	5877
				various	(15,000)	various
			Cash Basis Grants		\$ 2,239,800	

Payments Due Schedule, by Grantee Organization

8/17/2010

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Payment Amount Fund	Notes
The ARC of NC - First in Families of Southeastern NC General Operating Support \$ 75,000.00	1035 1035	10/15/2010	\$20,000.00	Contingent 3 of 3
Arid Serenity Association, Inc. Building Purchase and Renovations \$ 105,000.00	1056 1056	10/15/2010	\$30,000.00	Contingent 3 of 3
Coastal Carolinas Health Alliance Mobile Simulation Laboratory Operations \$ 70,000.00	1076 1076	10/15/2010	\$30,000.00	
Duke University Medical Center HIV/STD Prevention Program "Let's Talk" \$ 90,000.00	1002 1002	4/15/2011	\$20,000.00	3 of 3
Kids Making It Inc General Operating Support - Woodworking Program (matching support) \$ 80,000.00	1194	4/15/2011	\$40,000.00	Contingent
New Hope Clinic, Inc. General Operating Support \$ 165,000.00	1041 1041	10/15/2010	\$55,000.00	Contingent 3 of 3
Pender County Public Health Foundation, Inc. General Operating Support-Access to Care \$ 40,000.00	1070 1070	10/15/2010	\$20,000.00	

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Payment Amount Fund	Notes
Special Olympics of North Carolina General Operating Support \$ 40,000.00	1127 1127	10/15/2010	\$20,000.00	
Wilmington Health Access for Teens School-based Health Center - Ashley High School \$ 135,000.00	1048 1048	10/15/2010	\$35,000.00	Contingent
Wilmington Family YMCA Lease payments for Cardio Equipment \$ 120,000.00	1096 1096	4/15/2011	\$40,000.00	Contingent 3 of 3
Grand Total (10 items)			<u>\$310,000.00</u>	

(Status is 'Scheduled' OR Status is 'Contingent')
29 July 2009

FEIN: 56-1974747

CAPE FEAR MEMORIAL FOUNDATION
ATTACHMENT TO FORM 990-PF
GRANTS PAYABLE

FEIN: 56-1974747

Payee Name	Request ID	Amount Fund/Notes
Pender County Christian Services, Inc.	1091	30,000.00
The ARC of North Carolina, First in Families of Southeastern North Carolina	1035	25,000.00 2 of 3
The ARC of North Carolina, First in Families of Southeastern North Carolina	1035	20,000.00 3 of 3
Waves 4 K.I.D.S.	949	10,000.00 2 of 2
Wilmington Family YMCA	1096	40,000.00 3 of 3
Wilmington Family YMCA	1096	40,000.00 2 of 3
Wilmington Health Access for Teens	1048	35,000.00
Wilmington Health Access for Teens	1048	40,000.00 2 of 3
Grand Totals (19 items)		665,000.00