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## Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung  
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

2010

Open to Public  
Inspection

## A For the 2010 calendar year, or tax year beginning

, and ending

B Check if applicable

X Address change

Name change

Initial return

Terminated

Amended return

Application pending

## C Name of organization

Historic Wilmington Foundation, Inc

## Doing Business As

Number and street (or P O box if mail is not delivered to street address)

2011 Market Street

## D Employer identification number

56-6074528

## E Telephone number

910-762-2511

## G Gross receipts \$

163,327

I Tax-exempt status  501(c)(3)  501(c) ( ) ◀ (insert no)  4947(a)(1) or  527J Website: ► [www.historicwilmington.org](http://www.historicwilmington.org)

H(c) Group exemption number ►

K Form of organization  Corporation  Trust  Association  Other ►

L Year of formation

M State of legal domicile NC

## Part I Summary

1 Briefly describe the organization's mission or most significant activities

**THE FOUNDATION PROVIDES ASSISTANCE IN PRESERVING HISTORICAL STRUCTURES  
WITHIN THE WILMINGTON, NORTH CAROLINA AREA AS WELL AS PROVIDING A SOURCE OF  
INFORMATION CONCERNING THESE STRUCTURES.**

2 Check this box ►  if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

b Net unrelated business taxable income from Form 990-T, line 34

3 22

4 22

5 4

6

7a

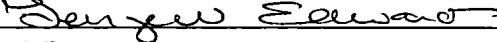
7b

Activities & Governance	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	146,440	43,501
9 Program service revenue (Part VIII, line 2g)	4,416	3,774
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,105	1,627
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,784	69,770
12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	165,745	118,672

Revenue	Prior Year	Current Year	Activities & Governance
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)			
14 Benefits paid to or for members (Part IX, column (A), line 4)			
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	145,198	120,978	
16a Professional fundraising fees (Part IX, column (A), line 11e)			
b Total fundraising expenses (Part IX, column (B), line 25) ►	47,613		
17 Other expenses (Part IX, column (A), lines 14a-14d, 14f-24f)	42,722	50,688	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	187,920	171,666	
19 Revenue less expenses Subtract line 18 from line 12	-22,175	-52,994	
20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year	
21 Total liabilities (Part X, line 26)	921,152	909,735	
22 Net assets or fund balances Subtract line 21 from line 20	15,131	12,337	
	906,021	897,398	

## Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here			Date 6/28/2011
	Signature of officer George W. Edwards, Executive Director	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name Charles L. Earney, CPA	Preparer's signature 	Date 06/13/11	Check <input type="checkbox"/> if self-employed	PTIN P00085685
	Firm's name ► Earney & Company, L.L.P.		Firm's EIN ►	56-1719839	
710 Military Cutoff Rd Ste 250					
Firm's address ► Wilmington, NC 28405-8364				Phone no.	910-256-9995

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes  No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2010)

DAA

9P

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III 

1 Briefly describe the organization's mission:

**THE FOUNDATION PROVIDES ASSISTANCE IN PRESERVING HISTORICAL STRUCTURES  
WITHIN THE WILMINGTON, NORTH CAROLINA AREA AS WELL AS PROVIDING A SOURCE OF  
INFORMATION CONCERNING THESE STRUCTURES.**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code: ) (Expenses \$ 80,536 including grants of \$ ) (Revenue \$ )

**THE FOUNDATION PROVIDES ASSISTANCE IN PRESERVING HISTORICAL STRUCTURES  
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INFORMATION CONCERNING THESE STRUCTURES.**

4b (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses ► 80,536

**Part IV Checklist of Required Schedules**

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)

	Yes	No
1	X	
2	X	
3	X	
4	X	
5	X	
6	X	
7	X	
8	X	
9	X	
10	X	
11a	X	
11b	X	
11c	X	
11d	X	
11e	X	
11f	X	
12a	X	
12b	X	
13	X	
14a	X	
14b	X	
15	X	
16	X	
17	X	
18	X	
19	X	
20a	X	
20b		

**Part IV Checklist of Required Schedules (continued)**

21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II 21  Yes  No

22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III 22  Yes  No

23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J 23  Yes  No

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25 24a  Yes  No

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? 24b  Yes  No

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? 24c  Yes  No

d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? 24d  Yes  No

25a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I 25a  Yes  No

b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I 25b  Yes  No

26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II 26  Yes  No

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III 27  Yes  No

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) 28a  Yes  No

a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV 28b  Yes  No

b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV 28c  Yes  No

c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV 29  Yes  No

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M 30  Yes  No

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M 31  Yes  No

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I 32  Yes  No

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II 33  Yes  No

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I 34  Yes  No

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 35  Yes  No

35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? 36  Yes  No

a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 37  Yes  No

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 38  Yes  No

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI 39  Yes  No

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O 40  Yes  No

**Part V** Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable 1a **6**

1b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable 1b **0**

1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1c **X**

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a **4**

2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 2b **X**

**Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)

3a Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a **X**

3b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O 3b

4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a **X**

4b If "Yes," enter the name of the foreign country ►  
See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a **X**

5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b **X**

5c If "Yes" to line 5a or 5b, did the organization file Form 8886-T? 5c

6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? 6a **X**

6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6b

7 **Organizations that may receive deductible contributions under section 170(c).**

7a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? 7a

7b If "Yes," did the organization notify the donor of the value of the goods or services provided? 7b

7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c

7d If "Yes," indicate the number of Forms 8282 filed during the year 7d

7e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e

7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f

7g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g

7h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 7h

8 **Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? 8

9 **Sponsoring organizations maintaining donor advised funds.**

9a Did the organization make any taxable distributions under section 4966? 9a

9b Did the organization make a distribution to a donor, donor advisor, or related person? 9b

10 **Section 501(c)(7) organizations.** Enter.

10a Initiation fees and capital contributions included on Part VIII, line 12 10a

10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b

11 **Section 501(c)(12) organizations.** Enter.

11a Gross income from members or shareholders 11a

11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 11b

12a **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041? 12a

12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b

13 **Section 501(c)(29) qualified nonprofit health insurance issuers.**

13a Is the organization licensed to issue qualified health plans in more than one state? 13a

**Note.** See the instructions for additional information the organization must report on Schedule O

13b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b

13c Enter the amount of reserves on hand 13c

14a Did the organization receive any payments for indoor tanning services during the tax year? 14a **X**

14b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14b

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

### Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year **22**  
 1b Enter the number of voting members included in line 1a, above, who are independent **22**

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? **X**

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? **X**

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? **X**

5 Did the organization become aware during the year of a significant diversion of the organization's assets? **X**

6 Does the organization have members or stockholders? **X**

7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? **X**

b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? **X**

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following **X**

a The governing body? **X**

b Each committee with authority to act on behalf of the governing body? **X**

9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O **X**

	Yes	No
1a	22	
1b	22	
2		X
3		X
4		X
5		X
6		X
7a		X
7b		X
8a	X	
8b	X	
9		X

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

10a Does the organization have local chapters, branches, or affiliates? **X**  
 b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? **X**

11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? **X**

b Describe in Schedule O the process, if any, used by the organization to review this Form 990

12a Does the organization have a written conflict of interest policy? If "No," go to line 13 **X**

b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? **X**

c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done **X**

13 Does the organization have a written whistleblower policy? **X**

14 Does the organization have a written document retention and destruction policy? **X**

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? **X**

a The organization's CEO, Executive Director, or top management official **X**

b Other officers or key employees of the organization  
 If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions )

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? **X**

b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? **X**

	Yes	No
10a		X
10b		
11a	X	
12a	X	
12b	X	
12c	X	
13		X
14		X
15a	X	
15b		X
16a		X
16b		

### Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **NC**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply  
 Own website  Another's website  Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► **Julie Holtz**  
**2011 Market Street**  
**Wilmington** **NC 28403** **910-762-2511**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response to any question in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any See instructions for definition of "key employee"

- List the organization's **five current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees; and former such persons

**X** Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated			
(1) Lawrence Craige President	4.00	X						0	0	0
(2) CHARLES W. RIESZ, JR.	1.00	X						0	0	0
(3) COLLEEN ROZIER	1.00	X						0	0	0
(4) Stephanie Adams	1.00	X						0	0	0
(5) Charles Boney	1.00	X						0	0	0
(6) Marietta Gwathmey	1.00	X						0	0	0
(7) David Lisle	1.00	X						0	0	0
(8) Tor Ljung	1.00	X						0	0	0
(9) William Moore	1.00	X						0	0	0
(10) WORTH MERRITTE	1.00	X						0	0	0
(11) Kevin O'Grady	1.00	X						0	0	0
(12) NICHOLAS BALDING	1.00	X						0	0	0
(13) CYNTHIA BROWN	1.00	X						0	0	0
(14) Jim Snow	1.00	X						0	0	0
(15) Laura Trivett EXECUTIVE COMMITTEE	1.00	X						0	0	0
(16) Veda Wilson SECRETARY	1.00	X						0	0	0

## Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Former officer or director	Individual trustee	Institutional trustee	Officer	Key employee			
(17) <b>KENT STEPHENS</b> EXECUTIVE COMMITTEE	1.00	X					0	0	0
(18) <b>DEBORAH BUTLER</b>	1.00	X					0	0	0
(19) <b>Susi Hamilton</b> Vice President	1.00			X			0	0	0
(20) <b>Diana Page</b> Treasurer	2.00			X			0	0	0
(21) <b>Michael Murchison</b> VICE PRESIDENT	2.00			X			0	0	0
(22) <b>Don Britt</b> PRESIDENT	2.00			X			0	0	0
(23)									
(24)									
(25)									
(26)									
(27)									
(28)									
<b>1b Sub-total</b>									
<b>c Total from continuation sheets to Part VII, Section A</b>									
<b>d Total (add lines 1b and 1c)</b>									

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 0

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

Yes No

3 X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

4 X

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

5 X

## Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►

0

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**Part VII Statement of Revenue**

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		(A) Total revenue		(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts						
1a Federated campaigns	1a					
1b Membership dues	1b	37,640				
1c Fundraising events	1c					
1d Related organizations	1d					
1e Government grants (contributions)	1e	4,625				
1f All other contributions, gifts, grants, and similar amounts not included above	1f	1,236				
g Noncash contributions included in lines 1a-1f		\$				
h Total. Add lines 1a-1f		►	43,501			
Program Service Revenue		Busn. Code				
2a Program Service Revenue			3,774	3,774		
b						
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f		►	3,774			
3 Investment income (including dividends, interest, and other similar amounts)		►	1,627			1,627
4 Income from investment of tax-exempt bond proceeds		►				
5 Royalties		►				
6a Gross Rents	(i) Real	(ii) Personal				
b Less rental exps						
c Rental inc. or (loss)						
d Net rental income or (loss)		►				
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less cost or other basis & sales exps						
c Gain or (loss)						
d Net gain or (loss)		►				
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c)						
See Part IV, line 18	a	114,425				
b Less direct expenses	b	44,655				
c Net income or (loss) from fundraising events		►	69,770			
9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities		►				
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory		►				
Miscellaneous Revenue	Busn. Code					
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		►				
12 Total revenue. See instructions		►	118,672	3,774	0	1,627

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	<b>96,715</b>	<b>40,286</b>	<b>21,133</b>	<b>35,296</b>
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	<b>15,992</b>	<b>6,661</b>	<b>3,494</b>	<b>5,837</b>
10 Payroll taxes	<b>8,271</b>	<b>3,445</b>	<b>1,807</b>	<b>3,019</b>
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	<b>3,620</b>	<b>1,448</b>	<b>1,810</b>	<b>362</b>
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	<b>7,598</b>	<b>3,799</b>	<b>3,039</b>	<b>760</b>
14 Information technology	<b>2,613</b>	<b>1,307</b>	<b>1,045</b>	<b>261</b>
15 Royalties				
16 Occupancy	<b>20,783</b>	<b>10,392</b>	<b>8,313</b>	<b>2,078</b>
17 Travel	<b>580</b>	<b>580</b>		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	<b>2,449</b>	<b>1,224</b>	<b>1,225</b>	
23 Insurance	<b>3,615</b>	<b>2,422</b>	<b>1,193</b>	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O )				
a Program expense	<b>8,892</b>	<b>8,892</b>		
b bank charges	<b>378</b>		<b>378</b>	
c Board meetings	<b>160</b>	<b>80</b>	<b>80</b>	
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	<b>171,666</b>	<b>80,536</b>	<b>43,517</b>	<b>47,613</b>
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	<b>29,440</b>	1	<b>19,633</b>
	2 Savings and temporary cash investments	2		
	3 Pledges and grants receivable, net	3		
	4 Accounts receivable, net	<b>12,412</b>	4	<b>5,025</b>
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	6		
	7 Notes and loans receivable, net	7		
	8 Inventories for sale or use	<b>94,973</b>	8	<b>94,973</b>
	9 Prepaid expenses and deferred charges	9		
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>36,656</b>		
	b Less accumulated depreciation	<b>32,635</b>	10c	<b>4,021</b>
	11 Investments—publicly traded securities	<b>780,284</b>	11	<b>786,083</b>
	12 Investments—other securities See Part IV, line 11	12		
	13 Investments—program-related See Part IV, line 11	13		
	14 Intangible assets	14		
	15 Other assets See Part IV, line 11	15		
Liabilities	16 Total assets. Add lines 1 through 15 (must equal line 34)	<b>921,152</b>	16	<b>909,735</b>
	17 Accounts payable and accrued expenses	<b>15,131</b>	17	<b>12,337</b>
	18 Grants payable	18		
	19 Deferred revenue	19		
	20 Tax-exempt bond liabilities	20		
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	22		
	23 Secured mortgages and notes payable to unrelated third parties	23		
	24 Unsecured notes and loans payable to unrelated third parties	24		
	25 Other liabilities Complete Part X of Schedule D	25		
Net Assets or Fund Balances	26 Total liabilities. Add lines 17 through 25	<b>15,131</b>	26	<b>12,337</b>
	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	<b>704,065</b>	27	<b>699,699</b>
	28 Temporarily restricted net assets	<b>16,652</b>	28	<b>12,395</b>
	29 Permanently restricted net assets	<b>185,304</b>	29	<b>185,304</b>
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	30		
	31 Paid-in or capital surplus, or land, building, or equipment fund	31		
	32 Retained earnings, endowment, accumulated income, or other funds	32		
	33 Total net assets or fund balances	<b>906,021</b>	33	<b>897,398</b>
	34 Total liabilities and net assets/fund balances	<b>921,152</b>	34	<b>909,735</b>

Form 990 (2010)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI 

1 Total revenue (must equal Part VIII, column (A), line 12)	1	118,672
2 Total expenses (must equal Part IX, column (A), line 25)	2	171,666
3 Revenue less expenses Subtract line 2 from line 1	3	-52,994
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	906,021
5 Other changes in net assets or fund balances (explain in Schedule O)	5	44,371
6 Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	897,398

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

	Yes	No
2a	X	
2b	X	
2c		
3a		
3b		

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both

 Separate basis  Consolidated basis  Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

**SCHEDULE A**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Public Charity Status and Public Support**Complete if the organization is a section 501(c)(3) organization or a section  
4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

**2010**Open to Public  
Inspection

Name of the organization

**Historic Wilmington Foundation, Inc**Employer identification number  
**56-6074528****Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).  
 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)  
 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).  
 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:  
 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)  
 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).  
 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)  
 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)  
 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)  
 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).  
 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h

a  Type I      b  Type II      c  Type III—Functionally integrated      d  Type III—Other  
 e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)  
 f  If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box  
 g  Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?  
 (ii) A family member of a person described in (i) above?  
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

**h** Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

For Paperwork Reduction Act Notice, see the Instructions for  
Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

**Part I Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")	63,266	64,941	46,370	49,975	43,501	268,053
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3	63,266	64,941	46,370	49,975	43,501	268,053
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 <b>Public support.</b> Subtract line 5 from line 4						268,053

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	63,266	64,941	46,370	49,975	43,501	268,053
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,593	23,112	28,128	6,105	1,627	62,565
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,488	1,349	9,380			12,217
11 <b>Total support.</b> Add lines 7 through 10						342,835
12 Gross receipts from related activities, etc (see instructions)					12	118,199
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	78.19 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	78.44 %
16a <b>33 1/3% support test—2010.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	✗
b <b>33 1/3% support test—2009.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	—
17a <b>10%-facts-and-circumstances test—2010.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	—
b <b>10%-facts-and-circumstances test—2009.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	—
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	►	□

**Part I****Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►

	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")					
2	Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose					
3	Gross receipts from activities that are not an unrelated trade or business under section 513					
4	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf					
5	The value of services or facilities furnished by a governmental unit to the organization without charge					
6	<b>Total.</b> Add lines 1 through 5					
7a	Amounts included on lines 1, 2, and 3 received from disqualified persons					
b	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year					
c	Add lines 7a and 7b					
8	<b>Public support</b> (Subtract line 7c from line 6.)					

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►

	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9	Amounts from line 6					
10a	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975					
c	Add lines 10a and 10b					
11	Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on					
12	Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )					
13	<b>Total support.</b> (Add lines 9, 10c, 11, and 12 )					
14	<b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here					

**Section C. Computation of Public Support Percentage**

15	Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

17	Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from 2009 Schedule A, Part III, line 17	18	%
19a	33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
b	33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
20	<b>Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions		

**Part IV**

**Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**Part II, Line 10 - Other Income Detail**

\$ 12,217

**SCHEDULE D.  
(Form 990)**Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,

Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2010**Open to Public  
Inspection

Name of the organization

Employer identification number

**Historic Wilmington Foundation, Inc****56-6074528****Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

## 1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of a certified historic structure  
 Preservation of open space

## 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements  
b Total acreage restricted by conservation easements  
c Number of conservation easements on a certified historic structure included in (a)  
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register  
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►  
4 Number of states where property subject to conservation easement is located ►  
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►  
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$  
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?  
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**  
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items  
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.  
(i) Revenues included in Form 990, Part VIII, line 1 ► \$  
(ii) Assets included in Form 990, Part X ► \$  
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items  
a Revenues included in Form 990, Part VIII, line 1 ► \$  
b Assets included in Form 990, Part X ► \$

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations

- d  Loan or exchange programs
- e  Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table.

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

b If "Yes," explain the arrangement in Part XIV

	Amount
1c	
1d	
1e	
1f	

Yes  No

**Part V Endowment Funds.** Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	185,304	185,304	185,304		
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	185,304	185,304	185,304		

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► 76.00 %

b Permanent endowment ► 24.00 %

c Term endowment ► %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		36,656	32,635	4,021
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ►				4,021

Schedule D (Form 990) 2010

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►

**Part VIII Investments—Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Schedule D (Form 990) 2010 **Historic Wilmington Foundation, Inc** 56-6074528

Page 4

**Part XII** Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	118,672
2	171,666
3	-52,994
4	44,371
5	
6	
7	
8	
9	44,371
10	-8,623

**Part XII** Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	163,043
2	
a	44,371
2b	
2c	
2d	
2e	44,371
3	118,672
4a	
4b	
4c	
5	118,672

**Part XIII** Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	171,666
2	
a	
b	
c	
d	
e	
2a	
2b	
2c	
2d	
2e	
3	171,666
4a	
4b	
4c	
5	171,666

**Part XIV** Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**Part XIV Supplemental Information (continued)**

**SCHEDULE G .**  
**(Form 990 or 990-EZ)**Department of the Treasury  
Internal Revenue Service**Supplemental Information Regarding  
Fundraising or Gaming Activities**

OMB No. 1545-0047

**2010**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the  
organization entered more than \$15,000 on Form 990-EZ, line 6a.  
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.Open To Public  
Inspection

Name of the organization

**Historic Wilmington Foundation, Inc**Employer identification number  
**56-6074528****Part I: Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.  
Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a <input type="checkbox"/> Mail solicitations	e <input type="checkbox"/> Solicitation of non-government grants
b <input type="checkbox"/> Internet and email solicitations	f <input type="checkbox"/> Solicitation of government grants
c <input type="checkbox"/> Phone solicitations	g <input type="checkbox"/> Special fundraising events
d <input type="checkbox"/> In-person solicitations	

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

 Yes  No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization	Yes	
							Yes	No
1								
2								
3								
4								
5								
6								
7								
8								
9								
10								
<b>Total</b>								

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

**Part III** **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

	(a) Event #1 <b>Gala</b> (event type)	(b) Event #2 <b>Home tour</b> (event type)	(c) Other events <b>2</b> (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts <b>57,132</b>	33,075	24,218	<b>114,425</b>
	2 Less Charitable contributions			
	3 Gross income (line 1 minus line 2) <b>57,132</b>	33,075	24,218	<b>114,425</b>
Direct Expenses	4 Cash prizes			
	5 Noncash prizes			
	6 Rent/facility costs			
	7 Food and beverages			
	8 Entertainment			
	9 Other direct expenses <b>28,621</b>	4,238	11,796	<b>44,655</b>
	10 Direct expense summary Add lines 4 through 9 in column (d)			<b>44,655</b>
	11 Net income summary Combine line 3, column (d), and line 10			<b>69,770</b>

**Part III** **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue			
Direct Expenses	2 Cash prizes			
	3 Noncash prizes			
	4 Rent/facility costs			
	5 Other direct expenses			
	6 Volunteer labor <input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d)			
	8 Net gaming income summary Combine line 1, column d, and line 7			

9 Enter the state(s) in which the organization operates gaming activities

9a  Yes  No

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," explain

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

10a  Yes  No

b If "Yes," explain

11 Does the organization operate gaming activities with nonmembers?  Yes  No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ►

Address ►

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ and the amount of gaming revenue retained by the third party ► \$

c If "Yes," enter name and address of the third party

Name ►

Address ►

## 16 Gaming manager information

Name ►

Gaming manager compensation ► \$

Description of services provided ►

Director/officer       Employee       Independent contractor

## 17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**Open to Public  
Inspection

Name of the organization

**Historic Wilmington Foundation, Inc**Employer identification number  
**56-6074528****Form 990, Part VI, Line 11b - Organization's Process to Review Form 990****THE 990 IS PRESENTED TO FULL BOARD WITH A TIME FOR ANY QUESTIONS TO BE  
ANSWERED.****Form 990, Part VI, Line 12c - Enforcement of Conflicts Policy****THE CONFLICT OF INTEREST POLICY IS REVIEWED WITHIN THE BYLAWS AT THE  
BEGINNING OF EACH YEAR BOARD RETREAT AS WELL AS WHEN NEW MEMBERS ARE ADDED  
TO THE BOARD OF DIRECTORS.****Form 990, Part VI, Line 15a - Compensation Process for Top Official  
COMPENSATION FOR THE EXECUTIVE DIRECTOR IS DETERMINED BASED ON SURVEYS BY  
THE NC CENTER FOR NON PROFITS AS WELL AS OTHER SURVEYS AND INFORMATION FROM  
SIMILAR NON PROFITS IN NORTH CAROLINA. THE BOARD CONSIDERS THIS  
INFORMATION, REVIEWS THE BUDGET AND VOTES ON THE COMPENSATION.****Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation  
No documents available to the public**