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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning JUL 1, 2010, and ending JUN 30, 2011

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

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) 2508 INDEPENDENCE BLVD	Room/suite 200	B Telephone number 910-452-0611
City or town, state, and ZIP code WILMINGTON, NC 28412		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 57,372,321. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		84,283.	84,283.		STATEMENT 1
4 Dividends and interest from securities		523,999.	523,999.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		281,367.			
b Gross sales price for all assets on line 6a		5,050,022.			
7 Capital gain net income (from Part IV, line 2)			281,367.		
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		13,922.	13,922.		STATEMENT 3
12 Total. Add lines 1 through 11		903,571.	903,571.		
13 Compensation of officers, directors, trustees, etc.		90,000.	27,000.		63,000.
14 Other employee salaries and wages		210,216.	48,054.		162,162.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		6,325.	2,530.		3,795.
c Other professional fees		71,914.	71,914.		0.
17 Interest					
18 Taxes		7,556.	0.		0.
19 Depreciation and depletion		4,675.	467.		
20 Occupancy		41,078.	4,108.		36,970.
21 Travel, conferences, and meetings		7,201.	1,080.		6,121.
22 Printing and publications					
23 Other expenses		49,953.	5,676.		44,277.
24 Total operating and administrative expenses. Add lines 13 through 23		488,918.	160,829.		316,325.
25 Contributions, gifts, grants paid		2,411,200.			2,445,200.
26 Total expenses and disbursements. Add lines 24 and 25		2,900,118.	160,829.		2,761,525.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,996,547.			
b Net investment income (if negative, enter -0-)			742,742.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED FEB 15 2012

Revenue
Operating and Administrative Expenses

RECEIVED

FEB 14 2012

IRS-OSC

OGDEN, UT

STMT 4

STMT 5

STMT 6

STMT 7

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	968,426.	2,111,036.	2,111,036.
	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	12,341,823.	11,109,649.	11,109,649.
	b Investments - corporate stock STMT 11	40,291,735.	44,136,441.	44,136,441.
	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 ▶ 100,877.	8,943.	4,268.	4,268.
	15 Other assets (describe ▶ STATEMENT 12)	2,362.	10,427.	10,427.
	16 Total assets (to be completed by all filers)	53,613,789.	57,372,321.	57,372,321.
	17 Accounts payable and accrued expenses	113,154.	123,495.	
	18 Grants payable	310,000.	276,000.	
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)	618,154.	594,495.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	52,995,635.	56,777,826.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	52,995,635.	56,777,826.	
	31 Total liabilities and net assets/fund balances	53,613,789.	57,372,321.	

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	52,995,635.
2 Enter amount from Part I, line 27a	2	-1,996,547.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	5,778,738.
4 Add lines 1, 2, and 3	4	56,777,826.
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	56,777,826.

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 5,050,022.		4,768,655.	281,367.

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			281,367.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	281,367.
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))
2009	2,528,132.	54,046,661.	.046777
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

2 Total of line 1, column (d)	2	.242834
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	.048567
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	55,888,690.
5 Multiply line 4 by line 3	5	2,714,346.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,427.
7 Add lines 5 and 6	7	2,721,773.
8 Enter qualifying distributions from Part XII, line 4	8	2,761,525.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,427.
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	7,427.
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	7,427.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,102.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	17,102.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	129.	
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	9,546.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 9,546. Refunded <input type="checkbox"/>	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
1b 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
1c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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) <input checked="" type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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 ► <u>WWW.CFMFDN.ORG</u>	13	X	
14	The books are in care of ► <u>ANNA ERWIN</u> Telephone no. ► <u>910-452-0611</u> Located at ► <u>2508 INDEPENDENCE BLVD. STE 200, WILMINGTON, NC</u> ZIP+4 ► <u>28412</u>			
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010.) 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 2010?	4b	X

Form 990-PF (2010)

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

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

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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		90,000.	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	50,751.	0.	0.

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

0

Form 990-PF (2010)

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	53,085,298.
b	Average of monthly cash balances	1b	3,639,793.
c	Fair market value of all other assets	1c	14,696.
d	Total (add lines 1a, b, and c)	1d	56,739,787.
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	56,739,787.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	851,097.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,888,690.
6	Minimum investment return. Enter 5% of line 5	6	2,794,435.

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	2,794,435.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,427.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,427.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,787,008.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,787,008.
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	2,787,008.

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	2,761,525.
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	2,761,525.
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	7,427.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,754,098.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,787,008.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2,622,991.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 2,761,525.				
a Applied to 2009, but not more than line 2a			2,622,991.	
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 2010 distributable amount				138,534.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				2,648,474.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 15				
Total			► 3a	244,520.
b <i>Approved for future payment</i>				
Total SEE STATEMENT 16			► 3b	246,000.

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	US TREASURY INFLATION 2.625% 7/15/17	P	10/14/08	08/17/10
b	GAIF II CL0 BLENDED STRATEGIES	P	06/30/09	01/21/11
c	GAIF II CL0 SYSTEMATIC STRATEGIES	P	06/30/09	01/21/11
d	80.037 SHARES RAIF PLC DESIGNATED INV	P		07/01/10
e	243.247 SHARES RAIF PLC DESIGNATED INV	P		01/04/11
f	108.229 SHARES RAIF PLC DESIGNATED INV	P		03/01/11
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 3,599,271.		3,089,899.	509,372.
b 675,000.		633,478.	41,522.
c 675,000.		613,765.	61,235.
d 44,720.		80,037.	-35,317.
e 29,085.		243,247.	-214,162.
f 12,926.		108,229.	-95,303.
g 14,020.			14,020.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			509,372.
b			41,522.
c			61,235.
d			-35,317.
e			-214,162.
f			-95,303.
g			14,020.
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	281,367.
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	81.
WELLS FARGO	84,202.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	84,283.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	538,019.	14,020.	523,999.
TOTAL TO FM 990-PF, PART I, LN 4	538,019.	14,020.	523,999.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VISTA ROYALTY INCOME	13,922.	13,922.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,922.	13,922.	

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	6,325.	2,530.		3,795.
TO FORM 990-PF, PG 1, LN 16B	6,325.	2,530.		3,795.

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	71,914.	71,914.			0.
TO FORM 990-PF, PG 1, LN 16C	71,914.	71,914.			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	7,427.	0.			0.
PENALTY & FINE	129.	0.			0.
TO FORM 990-PF, PG 1, LN 18	7,556.	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 EXPENSE	5,730.	573.			5,157.
BANK CHARGES	83.	0.			83.
POSTAGE	150.	0.			150.
DUES & SUBSCRIPTIONS	7,512.	1,502.			6,010.
TELEPHONE	5,511.	551.			4,960.
INSURANCE EXPENSE	9,268.	927.			8,341.
UTILITIES	2,516.	252.			2,264.
CABLE EXPENSE	2,565.	256.			2,309.
COMPUTER SYSTEM	10,571.	1,057.			9,514.
OTHER SUPPLIES	5,584.	558.			5,026.
MISCELLANEOUS EXPENSES	463.	0.			463.
TO FORM 990-PF, PG 1, LN 23	49,953.	5,676.			44,277.

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	5,778,738.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,778,738.

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.	100,877.	4,268.	4,268.
TO 990-PF, PART II, LN 14	105,145.	100,877.	4,268.	4,268.

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		11,109,649.	11,109,649.
TOTAL U.S. GOVERNMENT OBLIGATIONS			11,109,649.	11,109,649.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			11,109,649.	11,109,649.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK & MUTUAL FUNDS	44,136,441.	44,136,441.
TOTAL TO FORM 990-PF, PART II, LINE 10B	44,136,441.	44,136,441.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SALES TAX RECEIVABLE	260.	881.	881.
PREPAID TAXES	2,102.	9,546.	9,546.
TO FORM 990-PF, PART II, LINE 15	2,362.	10,427.	10,427.

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 TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
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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	90,000.	0.	0.
R.T. SINCLAIR, JR. M.D. 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	CHAIRMAN EMERITUS 1.00	0.	0.	0.
W. CARTER MEBANE, III 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	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.

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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	VICE CHAIRMAN 1.00	0.	0.	0.
RONALD R. SINCLAIR 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		90,000.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
1602 CLUB 318 GOLDEN ROAD WILMINGTON, NC 28409	STRUCTURE REPAIR & RENOVATION		40,000.
AMERICAN HEART ASSOCIATION 101 CENTRE PORT DRIVE, SUITE 130 GREENSBORO, NC 27409	MISSION: LIFELINE INITIATIVE		50,000.
AMERICAN RED CROSS, CAPE FEAR CHAPTER 1102 SOUTH 16TH STREET WILMINGTON, NC 28401	GENERAL OPERATING SUPPORT & BABYSITTERS BOOT CAMP		58,000.
AMERICAN RED CROSS, CAPE FEAR CHAPTER 1102 SOUTH 16TH STREET WILMINGTON, NC 28401	UNSOLICITED FINANCIAL CONTRIBUTION		1,000.
BOYS AND GIRLS HOMES OF NORTH CAROLINA, INC. 400 FLEMING DRIVE LAKE WACCAMAW, NC 28450	COTTAGE RENOVATIONS - OFFICE & TEACHING PARENT APT		23,200.
BRIGADE BOYS AND GIRLS CLUB, INC. 2759 VANCE STREET WILMINGTON, NC 28412	TRIPLE PLAY PROGRAM - CONTINUED FUNDING		55,000.
BRUNSWICK FAMILY ASSISTANCE AGENCY, INC. POST OFFICE BOX 1551 SHALLOTTE, NC 28459	GENERAL OPERATING SUPPORT & BABYSITTERS BOOT CAMP		40,000.
CAPE FEAR COMMUNITY COLLEGE 411 NORTH FRONT STREET WILMINGTON, NC 28401	DENTAL SCHOOL - DESKTOP COMPUTERS (12)		25,000.

CAPE FEAR MEMORIAL FOUNDATION

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CAPE FEAR HEALTHNET 3329-C WRIGHTSVILLE AVENUE WILMINGTON, NC 28403	2 - PT PATIENT NAVIGATOR SALARIES	90,000.
CHILD DEVELOPMENT CENTER, INC. 3802 PRINCESS PLACE DRIVE WILMINGTON, NC 28405	GENERAL OPERATING SUPPORT	75,000.
CHRISTIAN RECOVERY HOUSES, INC. 109 WESTPARK DRIVE, SUITE 430 BRENTWOOD, TN 37027	GENERAL OPERATING SUPPORT	15,000.
COASTAL HORIZONS CENTER, INC. 615 SHIPYARD BLVD WILMINGTON, NC 28412	GENERAL OPERATING SUPPORT & SALARY SUPPORT	75,000.
COMMUNITIES IN SCHOOLS OF BRUNSWICK COUNTY, INC. POST OFFICE BOX 10087 SOUTHPORT, NC 28461	ACTION FOR SUCCESS PROGRAM - CONTINUED SUPPORT	25,000.
COMMUNITIES IN SCHOOLS OF CAPE FEAR, INC. POST OFFICE BOX 398 WILMINGTON, NC 28402	GENERAL OPERATING SUPPORT - CONTINUED FUNDING	30,000.
COMMUNITY BOYS AND GIRLS CLUB OF WILMINGTON, INC. 901 NIXON STREET WILMINGTON, NC 28401	GENERAL OPERATING SUPPORT - CONTINUED FUNDING	30,000.
DUPLIN CHRISTIAN OUTREACH MINISTRIES 514 SOUTH NORWOOD STREET WALLACE, NC 28466	COMPUTER EQUIPMENT	12,000.
DUPLIN COUNTY HEALTH SERVICES 340 SEMINARY STREET KENANSVILLE, NC 28349	PEDIATRIC OBESITY CLINIC - START UP	40,000.
EAST COAST SOLUTIONS 605 NIXON STREET, UNIT #3 WILMINGTON, NC 28401	STEPPING STONE MANOR RENOVATIONS	2,500.

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ELDERHAUS INCORPORATED 1950 AMPHITHEATER DRIVE WILMINGTON, NC 28401	CAPITAL SUPPORT - RENTAL FACILITY UPFIT	70,000.
FAMILIES FIRST, INC. POST OFFICE BOX 1776 WHITEVILLE, NC 28472	STRENGTHENING FAMILIES PROGRAM	25,000.
FELLOWSHIP OF CHRISTIAN ATHLETES POST OFFICE BOX 86 WILMINGTON, NC 28402	GENERAL OPERATING SUPPORT	30,000.
FIRST FRUIT MINISTRIES 2750 VANCE STREET WILMINGTON, NC 28408	WILMINGTON DREAM CENTER - TRANSITIONAL HOUSING	30,000.
FOOD BANK OF CENTRAL & EASTERN NORTH CAROLINA 1314 MARSTELLAR STREET WILMINGTON, NC 28401	GENERAL OPERATING SUPPORT	50,000.
GOOD SHEPHERD MINISTRIES OF WILMINGTON, INC. 811 MARTIN STREET WILMINGTON, NC 28401	NIGHT SHELTER & MEDICAL CLINIC OPERATIONS	80,000.
HOPE HARBOR HOME POST OFFICE BOX 230 SUPPLY, NC 28462	LIFE COACH - START UP	30,000.
LEADING INTO NEW COMMUNITIES, INC. POST OFFICE BOX 401 WILMINGTON, NC 28402	GENERAL OPERATING SUPPORT	40,000.
LOWER CAPE FEAR HOSPICE 1414 PHYSICIANS DRIVE WILMINGTON, NC 28401	BRUNSWICK COUNTY FACILITY	300,000.
MUSTARD SEED MINISTRY 5654 CAROLINA BEACH ROAD WILMINGTON, NC 28412	GENERAL OPERATING SUPPORT	20,000.

NC MISSIONS OF MERCY (MOM) 1600 EVANS ROAD CARY, NC 27513	WEEKEND DENTAL CLINIC - CONTINUED FUNDING	15,000.
NEW HANOVER COUNTY HEALTH DEPARTMENT 2029 SOUTH 17TH STREET WILMINGTON, NC 28401	MENS HEALTH SCREENING PROGRAM	55,000.
NEW HANOVER COUNTY HEALTH DEPARTMENT 2029 SOUTH 17TH STREET WILMINGTON, NC 28401	FAMILY COUNSELING SERVICES - LCSW - CONTINUED FUNDING	30,000.
NEW HANOVER COUNTY PARKS, GARDENS & SENIOR RESOURCE CENTER 230 GOVERNMENT CENTER DRIVE, SUITE 120 WILMINGTON, NC 28403	PRESCRIPTION DRUG ASSISTANCE PROGRAM - CONTINUED FUNDING	7,500.
PENDER ADULT SERVICES, INC. POST OFFICE BOX 1251 BURGAW, NC 28425	IN-HOME CAR SERVICES - CONTINUED FUNDING	36,000.
PENDER ALLIANCE FOR TEEN HEALTH POST OFFICE BOX 1057 HAMPSTEAD, NC 28443	GENERAL OPERATING SUPPORT - START UP FUNDING	40,000.
PHOENIX EMPLOYMENT MINISTRY 20 NORTH 4TH STREET, SUITE 100 WILMINGTON, NC 28401	GENERAL OPERATING SUPPORT	15,000.
PRESBYTERIAN COUNSELING CENTER 4810 WRIGHTSVILLE AVENUE WILMINGTON, NC 28403	SAM MANN HEALING PARTNERSHIP - CONTINUED FUNDING	20,000.
PREVENT BLINDNESS NORTH CAROLINA 4011 WEST CHASE BLVD, SUITE 225 RALEIGH, NC 27607	PHOTO-REFRACTIVE SCREENING - CONTINUED FUNDING	25,000.
QUALITY ENHANCEMENT FOR NON-PROFITS (QENO) UNCW 601 SOUTH COLLEGE ROAD, RM 110B WILMINGTON, NC 28403	GENERAL OPERATING SUPPORT	55,000.

CAPE FEAR MEMORIAL FOUNDATION

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SAFE HAVEN OF PENDER, INC. POST OFFICE BOX 657 BURGAW, NC 28425	GENERAL OPERATING SUPPORT	20,000.
SALVATION ARMY POST OFFICE BOX 90 WILMINGTON, NC 28402	UNSOLICITED FINANCIAL CONTRIBUTION	1,000.
ST. ANDREWS PRESBYTERIAN COLLEGE 1700 DOGWOOD MILE LAURINBURG, NC 28352	THE RT SINCLAIR JR MD SCHOLARSHIP FUND	50,000.
ST. MARY DENTAL CLINIC CORP 412 ANN STREET WILMINGTON, NC 28401	GENERAL OPERATING SUPPORT	75,000.
THE CAROUSEL CENTER, INC. 1501 DOCK STREET WILMINGTON, NC 28401	PROJECT ONE STOP - CONTINUED FUNDING	40,000.
TILESTON HEALTH CLINIC, INC. 1605 DOCTORS CIRCLE WILMINGTON, NC 28401	GENERAL OPERATING SUPPORT	150,000.
WILMINGTON CARENET COUNSELING CENTER 610 SOUTH COLLEGE ROAD WILMINGTON, NC 28403	BENEVOLENT SERVICES/CLIENT AID PROGRAM - CONTINUED FUNDING	34,000.
WILMINGTON FAMILY YMCA 2710 MARKET STREET WILMINGTON, NC 28401	LIVESTRONG EXERCISE AND THRIVE PROGRAM - START UP	25,000.
WILMINGTON FAMILY YMCA 2710 MARKET STREET WILMINGTON, NC 28401	GIRLS ON THE RUN EXPANSION/RUN FOR LIFE PROGRAM	40,000.
WILMINGTON HEALTH ACCESS FOR TEENS 4005 OLEANDER DRIVE WILMINGTON, NC 28403	SCHOOL BASED HEALTH CENTER - ASHLEY HIGH SCHOOL	50,000.

WILMINGTON INTERFAITH HOSPITALITY NETWORK, INC. 411 NORTH FRONT STREET WILMINGTON, NC 28401	TRANSITIONAL HOUSING PROGRAM SUPPORT	20,000.
THE ARC OF NC - FIRST IN FAMILIES OF SOUTHEASTERN NC 5041 NEW CENTRE DRIVE, SUITE 109 WILMINGTON, NC 28403	GENERAL OPERATING SUPPORT	20,000.
ARID SERENITY ASSOCIATION INC POST OFFICE BOX 4804 WILMINGTON, NC 28406	BUILDING PURCHASE AND RENOVATIONS	30,000.
DUKE UNIVERSITY MEDICAL CENTER DUKE HOSPITAL SOUTH 013, BASEMENT, PURPLE ZONE DURHAM, NC 28801	HIV/STD PREVENTION PROGRAM "LETS TALK"	20,000.
KIDS MAKING IT, INC. 15 SOUTH WATER STREET WILMINGTON, NC 28401	GENERAL OPERATING SUPPORT - WOODWORKING PROGRAM	40,000.
NEW HOPE CLINIC, INC. POST OFFICE BOX 10601 SOUTHPORT, NC 28461	GENERAL OPERATING SUPPORT	55,000.
PENDER COUNTY PUBLIC HEALTH FOUNDATION, INC. 803 SOUTH WALKER STREET BURGAW, NC 28425	GENERAL OPERATING SUPPORT - ACCESS TO CARE	20,000.
SPECIAL OLYMPICS OF NORTH CAROLINA 2200 GATEWAY CENTRE BLVD, SUITE 201 MORRISVILLE, NC 27560	GENERAL OPERATING SUPPORT	20,000.
WILMINGTON HEALTH ACCESS FOR TEENS 4005 OLEANDER DRIVE WILMINGTON, NC 28403	SCHOOL BASED HEALTH CENTER - ASHLEY HIGH SCHOOL	35,000.
WILMINGTON FAMILY YMCA 2710 MARKET STREET WILMINGTON, NC 28401	LEASE PAYMENTS FOR CARDIO EQUIPMENT	40,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		<u>2,445,200.</u>

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COASTAL CAROLINAS HEALTH ALLIANCE 5305-M WRIGHTSVILLE AVENUE WILMINGTON, NC 28403	MOBILE SIMULATION LABORATORY OPERATIONS		30,000.
HOPE HARBOR HOME POST OFFICE BOX 230 SUPPLY, NC 28462	LIFE COACH - START UP		30,000.
KIDS MAKING IT, INC. 15 SOUTH WATER STREET WILMINGTON, NC 28401	GENERAL OPERATING SUPPORT - WOODWORKING PROGRAM		40,000.
MUSTARD SEED MINISTRY 5654 CAROLINA BEACH ROAD WILMINGTON, NC 28412	GENERAL OPERATING SUPPORT		20,000.
PENDER ALLIANCE FOR TEEN HEALTH POST OFFICE BOX 1057 HAMPSTEAD, NC 28443	GENERAL OPERATING SUPPORT		30,000.
THE CAROUSEL CENTER, INC. 1501 DOCK STREET WILMINGTON, NC 28401	PROJECT ONE STOP - CONTINUED FUNDING		40,000.
WILMINGTON FAMILY YMCA 2710 MARKET STREET WILMINGTON, NC 28401	LEASE PAYMENTS FOR CARDIO EQUIPMENT		40,000.
YWCA LOWER CAPE FEAR 2815 SOUTH COLLEGE ROAD WILMINGTON, NC 28412	GENERAL OPERATING SUPPORT		46,000.

CAPE FEAR MEMORIAL FOUNDATION

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COASTAL CAROLINAS HEALTH
ALLIANCE
5305-M WRIGHTSVILLE AVENUE
WILMINGTON, NC 28403

MOBILE SIMULATION
LABORATORY OPERATIONS

-30,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3B

246,000.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	CAPE FEAR MEMORIAL FOUNDATION	56-1974747
	Number, street, and room or suite no. If a P.O. box, see instructions. 2508 INDEPENDENCE BLVD, NO. 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WILMINGTON, NC 28412	

Enter the Return code for the return that this application is for (file a separate application for each return) ...

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ANNA ERWIN

- The books are in the care of ► 2508 INDEPENDENCE BLVD. STE 200 - WILMINGTON, NC 28412

Telephone No ► 910-452-0611

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until
FEBRUARY 15, 2012, to file the exempt organization return for the organization named above. The extension
is for the organization's return for:

► ☐ calendar year _____ or

► ☒ tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	17,102.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,102.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	15,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)