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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052  
**2011**

For calendar year 2011, or tax year beginning 07-01-2011 , and ending 06-30-2012

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

Number and street (or P O box number if mail is not delivered to street address)  
2508 INDEPENDENCE BLVD NO 200

City or town, state, and ZIP code  
WILMINGTON, NC 28412

**A Employer identification number**  
56-1974747

**B Telephone number** (see page 10 of the instructions)  
(910) 452-0611

**C** If exemption application is pending, check here ☐  
**D 1.** Foreign organizations, check here ☐  
**2.** Foreign organizations meeting the 85% test, check here and attach computation ☐  
**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐  
**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 53,600,533









J Accounting method ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)


Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	28,505	28,505		
	4 Dividends and interest from securities. . . . .	660,403	660,403		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	342,992			
	b Gross sales price for all assets on line 6a _____ 6,194,027				
	7 Capital gain net income (from Part IV, line 2) . . . .		342,992		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	9,382	9,382		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,041,282	1,041,282		
	13 Compensation of officers, directors, trustees, etc	90,000	27,000		63,000
	14 Other employee salaries and wages . . . . .	215,097	53,774		161,323
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .				
	b Accounting fees (attach schedule). . . . .	6,226	2,490		3,736
	c Other professional fees (attach schedule) . . . .	68,221	68,221		0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	18,055	0		0
	19 Depreciation (attach schedule) and depletion . . .	4,769	477		
	20 Occupancy . . . . .	41,464	4,146		37,318
	21 Travel, conferences, and meetings . . . . .	4,197	629		3,567
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	36,655	4,108		32,547
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	484,684	160,845		301,491
	25 Contributions, gifts, grants paid . . . . .	2,376,200			2,347,200
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	2,860,884	160,845		2,648,691
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-1,819,602			
	b <b>Net investment income</b> (if negative, enter -0-)		880,437		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	500	500	500
	2	Savings and temporary cash investments . . . . .	2,111,036	1,931,466	1,931,466
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	11,109,649	 14,126,410	14,126,410
	b	Investments—corporate stock (attach schedule) . . . . .	44,136,441	 37,530,871	37,530,871
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ 93,338 Less accumulated depreciation (attach schedule) ▶ _____ 82,889	4,268	 10,449	10,449
15	Other assets (describe ▶ _____)	 10,427	 837	 837	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	57,372,321	53,600,533	53,600,533	
Liabilities	17	Accounts payable and accrued expenses . . . . .	123,495	121,805	
	18	Grants payable . . . . .	276,000	305,000	
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)	 195,000	 195,000	
	23	Total liabilities (add lines 17 through 22) . . . . .	594,495	621,805	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	56,777,826	52,978,728	
	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 (see page 17 of the instructions) . . . . .	56,777,826	52,978,728	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	57,372,321	53,600,533	

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 56,777,826
2	Enter amount from Part I, line 27a . . . . .	2 -1,819,602
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3 . . . . .	4 54,958,224
5	Decreases not included in line 2 (itemize) ▶ _____ 	5 1,979,496
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 52,978,728

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	342,992
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,754,098	55,888,690	0 049278
2009	2,528,132	54,046,661	0 046777
2008	3,186,652	52,800,133	0 060353
2007	3,152,425	67,347,402	0 046808
2006	2,886,729	65,105,153	0 044339

2	Total of line 1, column (d). . . . .	2	0 247555
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	0 049511
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .	4	54,071,654
5	Multiply line 4 by line 3. . . . .	5	2,677,142
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	8,804
7	Add lines 5 and 6. . . . .	7	2,685,946
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	2,648,691

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	17,609
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	17,609
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	17,609
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,546	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	5,500	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	15,046
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	2,563
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	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.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input 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 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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input 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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW CFMFDN ORG</b>	13	Yes	
14	The books are in care of <b>ANNA ERWIN</b> Telephone no <b>(910) 452-0611</b> Located at <b>2508 INDEPENDENCE BLVD STE 200 WILMINGTON NC</b> ZIP +4 <b>28412</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b></b>				

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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . <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 2011? . . . . .	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>			
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 2011 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(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)? (see page 22 of the instructions).

☐ Yes ☒ No

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

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

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

☐ 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?

☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a

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

☐ Yes ☒ No

b

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

5b

6b

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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GARRY A GARRIS	INVESTMENT	90,000	0	0
2508 INDEPENDENCE BOULEVARD	ANALYST			
WILMINGTON, NC 28412	20 00			
JAN G DAWSON	GRANTS OFFICER	50,716	0	0
2508 INDEPENDENCE BOULEVARD	40 00			
WILMINGTON, NC 28412				

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

0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	51,518,366
b	Average of monthly cash balances. . . . .	1b	3,365,428
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	11,286
d	Total (add lines 1a, b, and c). . . . .	1d	54,895,080
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	54,895,080
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	823,426
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	54,071,654
6	Minimum investment return. Enter 5% of line 5. . . . .	6	2,703,583

Part XI

Distributable Amount (see page 25 of the 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	2,703,583
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	17,609
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	17,609
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	2,685,974
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	2,685,974
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	2,685,974

Part XII

Qualifying Distributions (see page 25 of the 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	2,648,691
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	2,648,691
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	2,648,691
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only. . . . .			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2011			
a	From 2006. . . . .			
b	From 2007. . . . .			
c	From 2008. . . . .			
d	From 2009. . . . .			
e	From 2010. . . . .			
f	Total of lines 3a through e. . . . .			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,648,691			
a	Applied to 2010, but not more than line 2a			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2011 distributable amount. . . . .			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b. . . . .			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . .			
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. . . . .			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .			
10	Analysis of line 9			
a	Excess from 2007. . . . .			
b	Excess from 2008. . . . .			
c	Excess from 2009. . . . .			
d	Excess from 2010. . . . .			
e	Excess from 2011. . . . .			

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . .

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a . . . . .					
c	Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d	Amounts included in line 2c not used directly for active conduct of exempt activities . . . .					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets . . . . .					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . .					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

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

b

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

APPLICATION FORMS AND REQUEST GUIDELINES ARE AVAILABLE AT THE ABOVE ADDRESS

c

Any submission deadlines

JANUARY 15 AND JULY 15

d

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

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

### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2011)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	28,505	
<b>4</b>	Dividends and interest from securities. . . .			14	660,403	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .			15	9,382	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	342,992	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e). .		0		1,041,282	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		1,041,282

[illegible]

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

[illegible]

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

**b** If "Yes," complete the following schedule

(a) Name of organization		(b) Type of organization		(c) Description of relationship	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge					
***** Signature of officer or trustee		2013-04-30 Date		***** Title	
Sign Here  Paid Preparer's Use Only	Preparer's Signature LORI L BAILEY		Date		Check if self-employed <input checked="" type="checkbox"/>
	Firm's name MCGLADREY LLP		Firm's EIN 42-0714325		PTIN P01288969
	300 NORTH 3RD STREET FIFTH FLOOR				
	Firm's address WILMINGTON, NC 28401		Phone no (910) 762-9671		

May the IRS discuss this return with the preparer shown above? See instructions . . . . . ☒ Yes ☐ No

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

(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 )
2,000,000 US TREASURY NOTES	P	2009-04-29	2011-08-03
80 65 AMCAP FUND INC CL A	P	2002-12-09	2011-08-12
27 93 AMCAP FUND INC CL A	P	2003-06-24	2011-08-12
1,236 96 AMCAP FUND INC CL A	P	2004-12-06	2011-08-12
4,908 21 AMCAP FUND INC CL A	P	2004-12-27	2011-08-12
4,299 97 FRANKLIN SMALL MID CAP GROWTH	P	2007-05-30	2011-08-12
3,945 22 GROWTH FUND AMERICA	P	2004-12-27	2011-08-12
727 35 WASH MUTUAL INV FD INC	P	2003-09-23	2011-08-12
1,725 38 WASH MUTUAL INV FD INC	P	2003-12-23	2011-08-12
718 80 WASH MUTUAL INV FD INC	P	2004-03-23	2011-08-12
709 61 WASH MUTUAL INV FD INC	P	2004-06-22	2011-08-12
728 84 WASH MUTUAL INV FD INC	P	2004-09-21	2011-08-12
1,736 07 WASH MUTUAL INV FD INC	P	2004-12-21	2011-08-12
2,162 33 WASH MUTUAL INV FD INC	P	2004-12-27	2011-08-12
184 83 BALANCED GROWTH TIMBERLAND FD C	P	1997-06-30	2011-12-29
7,000 PROSHARES TRUST	P	2011-09-14	2012-03-06
1,855 32 WELLS FARGO ADV FUND	P	2012-01-03	2012-05-23
499,995 AMERICAN FUNDS MM FUND	P	2009-10-22	2012-05-23
1,000,000 AMERICAN FUNDS MM FUND	P	2009-10-22	2012-05-23
35,360 68 WELLS FARGO ADV FUND	P	2008-05-21	2012-05-23
41,322 31 WELLS FARGO ADV FUND	P	2008-10-07	2012-05-23
11,202 81 WELLS FARGO ADV FUND	P	2008-12-31	2012-05-23
4,118 10 WELLS FARGO ADV FUND	P	2008-12-31	2012-05-23
2,185 69 WELLS FARGO ADV FUND	P	2009-12-31	2012-05-23
21 40 WELLS FARGO ADV FUND	P	2010-03-15	2012-05-23
1,371 99 WELLS FARGO ADV FUND	P	2011-01-03	2012-05-23
AURORA VENTURES IV, LLC	P		2011-09-30
AURORA VENTURES IV, LLC	P		2012-06-30
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,478,966		2,245,325	233,641
1,444		1,083	361
500		421	79
22,153		22,265	-112
87,902		88,986	-1,084
148,000		185,630	-37,630
112,000		107,152	4,848
19,063		19,362	-299
45,221		48,552	-3,331
18,839		20,716	-1,877
18,598		20,813	-2,215
19,103		21,683	-2,580
45,501		52,759	-7,258
56,674		66,232	-9,558
92,628			92,628
222,056		243,977	-21,921
22,245		22,097	148
499,993		499,995	-2
999,997		1,000,000	-3
423,974		500,000	-76,026
495,455		500,000	-4,545
134,322		104,074	30,248
49,376		38,257	11,119
26,207		24,961	1,246
257		245	12
16,450		16,450	0
20			20
34			34
137,049			137,049



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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			233,641
			361
			79
			-112
			-1,084
			-37,630
			4,848
			-299
			-3,331
			-1,877
			-2,215
			-2,580
			-7,258
			-9,558
			92,628
			-21,921
			148
			-2
			-3
			-76,026
			-4,545
			30,248
			11,119
			1,246
			12
			0
			20
			34
			137,049

Form 990PF Part VIII Line 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
ANNA ERWIN	PRESIDENT/TREASURER 40 00	90,000	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				
RT SINCLAIR JR MD	CHAIRMAN EMERITUS 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				
W CARTER MEBANE III	CHAIRMAN 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				
AGNES R BEANE	SECRETARY 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				
WILLIAM H CAMERON	BOARD MEMBER 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				
J RICHARD CORBETT MD	ASSISTANT SECRETARY 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				
ROBERT F WARWICK	BOARD MEMBER 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				
RICHARD L WOODBURY	BOARD MEMBER 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				
JAMES D HUNDLEY MD	VICE CHAIRMAN 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				
RONALD R SINCLAIR	BOARD MEMBER 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
ACCESSIBLE COASTAL CAROLINA EVENTS SPORTS AND SERVICESBRAX LTD 2002 EASTWOOD ROAD STE 202 WILMINGTON,NC 28403			MIRACLE FIELD & PLAYGROUND	100,000
AMERICAN RED CROSS CAPE FEAR CHAPTER1102 SOUTH 16TH STREET WILMINGTON,NC 28401			GENERAL OPERATING SUPPORT	45,000
ARID SERENITY ASSOCIATION INCPOST OFFICE BOX 4804 WILMINGTON,NC 28406			FACILITY ACQUISITION AND IMPROVEMENTS	55,000
BOILING SPRING LAKES FIRE RESCUEPOST OFFICE BOX 10718 SOUTHPORT,NC 28461			QRV REPAIR, EMS SUPPLIES, & RADIO EQUIP	10,000
BRIGADE BOYS AND GIRLS CLUB INC2759 VANCE STREET WILMINGTON,NC 28412			TRIPLE PLAY PROGRAM - CONTINUED FUNDING	45,000
BRUNSWICK FAMILY ASSISTANCE AGENCY INCPOST OFFICE BOX 1551 SHALLOTTE,NC 28459			GENERAL OPERATING SUPPORT	40,000
BRUNSWICK INTERAGENCY PROGRAMPOST OFFICE BOX 30 SUPPLY,NC 28462			ENHANCED CARE COORDINATION	25,000
BRUNSWICK SENIOR RESOURCES POST OFFICE BOX 89 BOLIVIA,NC 28422			PRESCRIP ASSISTANCE & HOMEBOUND MED MGMT	45,000
CAPE FEAR COMMUNITY COLLEGE411 NORTH FRONT STREET WILMINGTON,NC 28401			RADIOGRAPHY LAB TECHNOLOGY EQUIPMENT	50,000
CATHOLIC CHARITIES OF THE DIOCESE OF RALEIGH4006 PRINCESS PLACE DRIVE WILMINGTON,NC 28405			FAMILY SUPPORT AND CASE MANAGEMENT PROGRAM	15,000
COASTAL HORIZONS CENTER INC615 SHIPYARD BLVD WILMINGTON,NC 28412			GENERAL OPERATING SUPPORT	75,000
COMMUNITIES IN SCHOOLS OF BRUNSWICK COUNTY INCPOST OFFICE BOX 10087 SOUTHPORT,NC 28461			ACTION FOR SUCCESS PROGRAM - CONTINUED SUPPORT	25,000
COMMUNITIES IN SCHOOLS OF CAPE FEAR INCPOST OFFICE BOX 398 WILMINGTON,NC 28402			GENERAL OPERATING SUPPORT & TEEN PARENTING	40,000
ELDERHAUS INCORPORATED 1950 AMPHITHEATER DRIVE WILMINGTON,NC 28401			GENERAL OPERATING SUPPORT & ADULT DAY SERVICES	40,000
FAMILIES FIRST INCPOST OFFICE BOX 1776 WHITEVILLE,NC 28472			PROGRAM SUPPORT-ABUSE PREVENTION PRESENTATIONS	20,000
FANNIE NORWOOD MEMORIAL HOME501 SOUTH 15TH STREET WILMINGTON,NC 28401			GENERAL OPERATING SUPPORT & FACILITIES REPAIRS	40,000
FELLOWSHIP OF CHRISTIAN ATHLETESPOST OFFICE BOX 86 WILMINGTON,NC 28402			GENERAL OPERATING SUPPORT	20,000
FOOD BANK OF CENTRAL & EASTERN NORTH CAROLINA1314 MARSTELLAR STREET WILMINGTON,NC 28401			GENERAL OPERATING SUPPORT	50,000
GOOD SHEPHERD MINISTRIES OF WILMINGTON INC811 MARTIN STREET WILMINGTON,NC 28401			MEDICAL CLINIC OPERATIONS	80,000
HELP MAMA133 SOUTHERLAND ROAD ALBERTSON,NC 28508			GENERAL OPERATING SUPPORT	2,500
KIDS MAKING IT INC15 SOUTH WATER STREET WILMINGTON,NC 28401			GENERAL OPERATING SUPPORT	40,000
LEADING INTO NEW COMMUNITIES INCPOST OFFICE BOX 401 WILMINGTON,NC 28402			GENERAL OPERATING SUPPORT	50,000
LIFE LINE PREGNANCY CENTER 4522 FOUNTAIN DRIVE WILMINGTON,NC 28403			GENERAL OPERATING SUPPORT	35,000
MERCY HOUSE HOMELESS SHELTER1639 FLOUNDER LANE WILMINGTON,NC 28409			GENERAL OPERATING SUPPORT	40,000
NC MISSIONS OF MERCY (MOM) 1600 EVANS ROAD CARY,NC 27513			WEEKEND DENTAL CLINIC - CONTINUED FUNDING	15,000
NEW HANOVER COUNTY HEALTH DEPARTMENT2029 SOUTH 17TH STREET WILMINGTON,NC 28401			EARLY INTERVENTION COLLABORATION PROGRAM	75,000
NEW HANOVER REGIONAL MEDICAL CENTERPOST OFFICE BOX 9000 WILMINGTON,NC 28402			COMMUNITY HEALTH CENTER TEACHING PHYSICIAN	40,000
NEW HOPE CLINIC INCPOST OFFICE BOX 10601 SOUTHPORT,NC 28461			GENERAL OPERATING SUPPORT	60,000
PENDER ADULT SERVICES INC POST OFFICE BOX 1251 BURGAW,NC 28425			FITNUESS FUSION WELLNESS CENTER	65,000
PENDER ALLIANCE FOR TEEN HEALTHPOST OFFICE BOX 1057 HAMPSTEAD,NC 28443			GENERAL OPERATING SUPPORT - CANCELLED	-7,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
PENDER COUNTY CHRISTIAN SERVICESPOST OFFICE BOX 84BURGAW,NC 28425			RENOVATION (MATCHING)	12,000
PENDER MEMOIRAL HOSPITAL507 EAST FREMONT STREETBURGAW,NC 28425			BUILDING & EQUIPMENT SUPPORT	100,000
PHOENIX EMPLOYMENT MINISTRY20 NORTH 4TH STREET SUITE 100WILMINGTON,NC 28401			GENERAL OPERATING SUPPORT	15,000
PORT HUMAN SERVICES4300-110 SAPPHIRE COURTGREENVILLE,NC 27834			BUILDING & EQUIPMENT SUPPORT	40,000
PREVENT BLINDNESS NORTH CAROLINA4011 WEST CHASE BLVD SUITE 225RALEIGH,NC 27607			PHOTO-REFRACTIVE SCREENING - CONTINUED FUNDING	25,000
QUALITY ENHANCEMENT FOR NON-PROFITS (QENO)UNCW 601 SOUTH COLLEGE ROAD RM 110BWILMINGTON,NC 28403			GENERAL OPERATING SUPPORT	55,000
SAFE HAVEN OF PENDER INC POST OFFICE BOX 657BURGAW,NC 28425			GENERAL OPERATING SUPPORT	20,000
SAINT MARY PARISH AND SCHOOL412 ANN STREETWILMINGTON,NC 28401			DIABETIC FOOD PANTRY	10,000
SALVATION ARMYPOST OFFICE BOX 90WILMINGTON,NC 28402			GENERAL OPERATING SUPPORT	30,000
SLOOP POINT VOLUNTEER FIRE DEPARTMENT19470 US HIGHWAY 17 NORTH HAMPSTEAD,NC 28443			MEDICAL SUPPLIES AND AED	5,000
SMART START OF NEW HANOVER COUNTY3534 SOUTH COLLEGE ROAD STE FWILMINGTON,NC 28403			YOUTH ENRICHMENT ZONE (YEZ) PROGRAMS	30,000
SMART START OF NEW HANOVER COUNTY3534 SOUTH COLLEGE ROAD STE FWILMINGTON,NC 28403			TOUCHPOINTS TRAINING SCHOLARSHIPS	2,000
SOUTHEASTERN COMMUNITY COLLEGEPOST OFFICE BOX 151WHITEVILLE,NC 28472			GENERAL OPERATING SUPPORT	1,200
SPECIAL OLYMPICS OF NORTH CAROLINA2200 GATEWAY CENTRE BLVD SUITE 201MORRISVILLE,NC 27560			GENERAL OPERATING SUPPORT	20,000
ST MARY DENTAL CLINIC CORP 412 ANN STREETWILMINGTON,NC 28401			GENERAL OPERATING SUPPORT	50,000
TAFF - TURNING AWAY FROM FEARPOST OFFICE BOX 1501BURGAW,NC 28425			TEEN PARENT INTERVENTION SERVICES	20,000
TEAM PASTORE FOUNDATION 2023 BAY COLONY LANEWILMINGTON,NC 28405			WILMINGTON PARKINSONS & LEWY BODY SUPPORT GROUP	2,500
THE 1602 CLUB318 GOLDEN ROADWILMINGTON,NC 28409			STRUCTURE REPAIR & RENOVATION	23,000
THE CAROUSEL CENTER INC1501 DOCK STREETWILMINGTON,NC 28401			GENERAL OPERATING SUPPORT	40,000
CAPE FEAR CLINIC INC1605 DOCTORS CIRCLEWILMINGTON,NC 28401			GENERAL OPERATING SUPPORT	150,000
CAPE FEAR CLINIC INC1605 DOCTORS CIRCLEWILMINGTON,NC 28401			PHARMACY COLLABORATIVE	85,000
TOWN OF WRIGHTSVILLE BEACH POST OFFICE BOX 626WRIGHTSVILLE BEACH,NC 28480			UPGRADE AED (5)	8,000
WILMINGTON CARENET COUNSELING CENTER610 SOUTH COLLEGE ROADWILMINGTON,NC 28403			BENEVOLENT SERVICES/CLIENT AID PROGRAM	30,000
WILMINGTON FAMILY YMCA2710 MARKET STREETWILMINGTON,NC 28401			LIVESTRONG PROGRAM	25,000
WILMINGTON INTERFAITH HOSPITALITY NETWORK INC411 NORTH FRONT STREETWILMINGTON,NC 28401			HEALTHY FAMILIES PROGRAM	30,000
WORD OF FAITH MINISTRIES POST OFFICE BOX 868KENANSVILLE,NC 28349			CAPITAL & GENERAL OPERATING SUPPORT	7,000
COASTAL CAROLINAS HEALTH ALLIANCE5305-M WRIGHTSVILLE AVENUEWILMINGTON,NC 28403			MOBILE SIMULATION LABORATORY OPERATIONS	30,000
HOPE HARBOR HOMEPOST OFFICE BOX 230SUPPLY,NC 28462			LIFE COACH - START UP	30,000
AMERICAN HEART ASSOCIATION 101 CENTRE PORT DRIVE SUITE 130GREENSBORO,NC 27409			MISSION LIFELINE INITIATIVE	50,000
PENDER ALLIANCE FOR TEEN HEALTHPOST OFFICE BOX 1057HAMPSTEAD,NC 28443			GENERAL OPERATING SUPPORT	30,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CAPE FEAR HEALTHNET3329-C WRIGHTSVILLE AVENUE WILMINGTON, NC 28403			2 - PT PATIENT NAVIGATOR SALARIES	90,000
YWCA LOWER CAPE FEAR2815 SOUTH COLLEGE ROAD WILMINGTON, NC 28412			GENERAL OPERATING SUPPORT	46,000
<b>Total</b> . . . . .  <b>3a</b>				2,347,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
ARID SERENITY ASSOCIATION INC POST OFFICE BOX 4804 WILMINGTON, NC 28406			FACILITY ACQUISITION AND IMPROVEMENTS	25,000
FANNIE NORWOOD MEMORIAL HOME 501 SOUTH 15TH STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT & FACILITIES REPAIRS	20,000
KIDS MAKING IT INC 15 SOUTH WATER STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	40,000
MERCY HOUSE HOMELESS SHELTER 1639 FLOUNDER LANE WILMINGTON, NC 28409			GENERAL OPERATING SUPPORT	40,000
PENDER COUNTY CHRISTIAN SERVICES POST OFFICE BOX 84 BURGAW, NC 28425			RENOVATION (MATCHING)	25,000
PENDER MEMORIAL HOSPITAL 507 EAST FREMONT STREET BURGAW, NC 28425			BUILDING & EQUIPMENT SUPPORT	100,000
PREVENT BLINDNESS NORTH CAROLINA 4011 WEST CHASE BLVD SUITE 225 RALEIGH, NC 27607			PHOTO-REFRACTIVE SCREENING - CONTINUED FUNDING	25,000
SAINT MARY PARISH AND SCHOOL 412 ANN STREET WILMINGTON, NC 28401			DIABETIC FOOD PANTRY	10,000
SPECIAL OLYMPICS OF NORTH CAROLINA 2200 GATEWAY CENTRE BLVD SUITE 201 MORRISVILLE, NC 27560			GENERAL OPERATING SUPPORT	20,000
<b>Total . . . . .</b>			 <b>3b</b>	305,000

## TY 2011 Accounting Fees Schedule

**Name:** CAPE FEAR MEMORIAL FOUNDATION

**EIN:** 56-1974747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,226	2,490		3,736

**TY 2011 Investments Corporate  
Stock Schedule**

**Name:** CAPE FEAR MEMORIAL FOUNDATION

**EIN:** 56-1974747

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK & MUTUAL FUNDS	37,530,871	37,530,871



# **TY 2011 Investments Government Obligations Schedule**

**Name:** CAPE FEAR MEMORIAL FOUNDATION

**EIN:** 56-1974747

**US Government Securities - End of  
Year Book Value:**

14,126,410

**US Government Securities - End of  
Year Fair Market Value:**

14,126,410

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

# TY 2011 Land, Etc. Schedule

**Name:** CAPE FEAR MEMORIAL FOUNDATION

**EIN:** 56-1974747

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & EQUIPMENT	93,338	82,889	10,449	10,449

## TY 2011 Other Assets Schedule

**Name:** CAPE FEAR MEMORIAL FOUNDATION

**EIN:** 56-1974747

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SALES TAX RECEIVABLE	881	726	726
PREPAID TAXES	9,546	0	0
PREPAID RENT		111	111

## TY 2011 Other Decreases Schedule

**Name:** CAPE FEAR MEMORIAL FOUNDATION

**EIN:** 56-1974747

Description	Amount
UNREALIZED LOSS ON RECORDING SECURITIES AT FAIR MARKET VALUE	1,979,496

**TY 2011 Other Expenses Schedule****Name:** CAPE FEAR MEMORIAL FOUNDATION**EIN:** 56-1974747

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	2,908	291		2,617
BANK CHARGES	77	0		77
DUES & SUBSCRIPTIONS	4,499	900		3,599
TELEPHONE	5,537	554		4,983
INSURANCE EXPENSE	5,160	516		4,644
UTILITIES	2,262	226		2,036
CABLE EXPENSE	651	65		586
COMPUTER SYSTEM	10,469	1,047		9,422
OTHER SUPPLIES	5,092	509		4,583

## TY 2011 Other Income Schedule

**Name:** CAPE FEAR MEMORIAL FOUNDATION

**EIN:** 56-1974747

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
VISTA ROYALTY INCOME	8,860	8,860	8,860
RUSSELL INVESTMENT	522	522	522

TY 2011 Other Liabilities Schedule

**Name:** CAPE FEAR MEMORIAL FOUNDATION

**EIN:** 56-1974747

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED COMPENSATION PAYABLE	195,000	195,000

## TY 2011 Other Professional Fees Schedule

**Name:** CAPE FEAR MEMORIAL FOUNDATION

**EIN:** 56-1974747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	68,221	68,221		0



**TY 2011 Taxes Schedule****Name:** CAPE FEAR MEMORIAL FOUNDATION**EIN:** 56-1974747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES AND LICENSES	133	0		0
PENALTY & FINE	313	0		0
EXCISE TAXES	17,609	0		0