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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
CAPE FEAR MEMORIAL FOUNDATION

A Employer identification number
56-1974747

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

B Telephone number (see instructions)
(910) 452-0611

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 56,000,551

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

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 ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,880	7,880		
	4	Dividends and interest from securities	880,608	880,608		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-4,502			
	b	Gross sales price for all assets on line 6a 2,121,139				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 1,293				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	1,293			
	11	Other income (attach schedule)	3,926	3,926		
	12	**Total.** Add lines 1 through 11	889,205	892,414		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	115,002	34,501		80,501
	14	Other employee salaries and wages	77,060	23,118		53,942
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	7,485	2,994		4,491
	c	Other professional fees (attach schedule)	63,730	63,730		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,952	0		0
	19	Depreciation (attach schedule) and depletion	4,917	492		
	20	Occupancy	41,455	4,145		37,309
	21	Travel, conferences, and meetings	5,358	536		4,822
	22	Printing and publications				
	23	Other expenses (attach schedule)	59,839	4,513		55,325
	24	**Total operating and administrative expenses.** Add lines 13 through 23	382,798	134,029		236,390
	25	Contributions, gifts, grants paid	2,478,732			2,308,732
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,861,530	134,029		2,545,122
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,972,325			
	b	**Net investment income** (if negative, enter -0-)		758,385		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing	500	500	500
2	Savings and temporary cash investments	1,931,466	1,105,002	1,105,002
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)	14,126,410	13,065,313	13,065,313
b	Investments—corporate stock (attach schedule)	37,530,871	41,821,240	41,821,240
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 ▶ 95,313 Less accumulated depreciation (attach schedule) ▶ 87,807	10,449	7,506	7,506
15	Other assets (describe ▶)	837	990	990
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	53,600,533	56,000,551	56,000,551
17	Accounts payable and accrued expenses	121,805	53,254	
18	Grants payable	305,000	475,000	
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)	621,805	723,254	
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	52,978,728	55,277,297	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	52,978,728	55,277,297	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	53,600,533	56,000,551	

Assets / Liabilities / Net Assets or Fund Balances

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	52,978,728
2	Enter amount from Part I, line 27a	2	-1,972,325
3	Other increases not included in line 2 (itemize) ▶	3	4,270,894
4	Add lines 1, 2, and 3	4	55,277,297
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	55,277,297

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			(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	
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	-4,502
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation 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))
2011	0	2,354,052	0 000000
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

2	**Total** of line 1, column (d).	2	0 203216
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 040643
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	54,610,975
5	Multiply line 4 by line 3.	5	2,219,554
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,584
7	Add lines 5 and 6.	7	2,227,138
8	Enter qualifying distributions from Part XII, line 4.	8	2,545,122

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	7,584
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	7,584
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	7,584
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 20,000		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	20,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	171
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	12,245
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 12,245 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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 instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW CFMFDN ORG

14 The books are in care of ▶ANNA ERWIN Telephone no ▶(910) 452-0611

Located at ▶2508 INDEPENDENCE BLVD STE 200 WILMINGTON NC ZIP+4 ▶28412

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, 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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

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)	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 ▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	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 2012?	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 instructions).	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?.	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ 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?		**6b**		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?		**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 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 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 2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412	INVESTMENT ANALYST 20 00	66,000	0	0
JAN G DAWSON 2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412	GRANTS OFFICER 20 00	63,035	0	0
Total number of other employees paid over $50,000. ▶				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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 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 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	54,112,100
b	Average of monthly cash balances		1b	1,322,018
c	Fair market value of all other assets (see instructions)		1c	8,496
d	**Total** (add lines 1a, b, and c)		1d	55,442,614
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	55,442,614
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	831,639
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	54,610,975
6	**Minimum investment return.** Enter 5% of line 5		6	2,730,549

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	2,730,549
2a	Tax on investment income for 2012 from Part VI, line 5	2a 7,584		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	7,584
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,722,965
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	2,722,965
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	2,722,965

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	2,545,122
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	2,545,122
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	7,584
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,537,538

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,722,965
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			117,703	
b Total for prior years 20____ , 20____ , 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,545,122				
a Applied to 2011, but not more than line 2a			117,703	
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 2012 distributable amount.				2,427,419
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				295,546
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV Private Operating Foundations (see 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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				2,308,732
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				475,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	7,880	
4 Dividends and interest from securities. . . .			14	880,608	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	3,926	
8 Gain or (loss) from sales of assets other than inventory			18	-4,502	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .			01	1,293	
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		889,205	0

13 Total. Add line 12, columns (b), (d), and (e). 13 889,205

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

****** | 2014-05-01 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
LORI L BAILEY	LORI L BAILEY			P01288969

Firm's name ▶	MCGLADREY LLP	Firm's EIN ▶ 42-0714325
Firm's address ▶	300 NORTH 3RD STREET FIFTH FLOOR WILMINGTON, NC 28401	Phone no (910) 762-9671

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)
1000 SHS JOHNSON CONTROLS INC	P	2012-09-05	2013-02-01
18868 082 SHS WASH MUTL INVS FUND INC CLASS A	P	2004-12-27	2012-10-04
3500 SHS PROSHARES TRUST	P	2012-06-04	2013-02-19
7000 SHS PROSHARES TRUST	P	2011-09-14	2013-02-19
137963 SHS MONEY MARKET OBLIGS TR US TREASURY CASH RESV	P	2009-04-30	2013-04-05
25951 557 SHS PIMCO UNCONSTRAINED BOND FUND CL INSTITUTIONAL	P	2009-04-29	2013-04-05
5000 SHS PROSHARES SHORT S&{ 500 NON-TRANSITIONAL ETF	P	2012-01-18	2013-04-10
1000 SHS PROSHARES SHORT S&P 500 NON-TRADITIONAL ETF	P	2012-02-24	2013-04-10
45 41 SHS MONEY MARKET OBLIGATIONS TR US TREASURY CASH RESV	P	2009-05-04	2013-04-05
8779 631 SHS PIMCO UNCONSTRAINED BOND FUND CL INSTITUTIONAL	P	2009-04-29	2013-06-18
8281 802 SHS PIMCO UNCONTRAINED BOND FUND CL INSTITUTIONAL	P	2009-04-29	2013-06-20
467 55 SHS AURORA INVESTMENTS	P	2006-07-01	2013-06-30
VISTA NATURAL GAS	P	2003-11-17	2013-06-30
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)
31,399		26,696	4,703
600,000		577,929	22,071
105,943		99,546	6,397
211,885		243,977	-32,092
137,963		137,963	0
300,000		265,744	34,256
152,448		194,335	-41,887
30,490		36,977	-6,487
45		45	0
100,000		89,903	10,097
93,750		84,806	8,944
52,659			52,659
1,644		367,720	-366,076
302,913			302,913

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	
			4,703
			22,071
			6,397
			-32,092
			0
			34,256
			-41,887
			-6,487
			0
			10,097
			8,944
			52,659
			-366,076
			302,913

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 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	PRESIDENT/TREASURER 40 00	115,002	0	0
RT SINCLAIR JR MD 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
J RICHARD CORBETT MD 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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN RED CROSS CAPE FEAR CHAPTER 1102 SOUTH 16TH STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	45,000
ARID SERENITY ASSOCIATION INC POST OFFICE BOX 4804 WILMINGTON, NC 28406			BUILDING PURCHASE AND RENOVATIONS	25,000
BOYS AND GIRLS HOMES OF NORTH CAROLINA INC 400 FLEMING DRIVE LAKE WACCAMAW, NC 28450			SANCTUARY MODEL TRANSITION	65,000
BRIGADE BOYS AND GIRLS CLUB INC 2759 VANCE STREET WILMINGTON, NC 28412			TRIPLE PLAY PROGRAM - CONTINUED FUNDING	45,000
BRUNSWICK FAMILY ASSISTANCE AGENCY INC POST OFFICE BOX 1551 SHALLOTTE, NC 28459			GENERAL OPERATING SUPPORT	40,000
CAPE FEAR HEALTHNET 3329-C WRIGHTSVILLE AVENUE WILMINGTON, NC 28403			2 - PT PATIENT NAVIGATOR SALARIES	85,000
CHILD DEVELOPMENT CENTER INC 3802 PRINCESS PLACE DRIVE WILMINGTON, NC 28405			GENERAL OPERATING SUPPORT	70,000
COASTAL HORIZONS CENTER INC 615 SHIPYARD BLVD WILMINGTON, NC 28412			GENERAL OPERATING 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	25,000
DUPLIN COUNTY HEALTH SERVICES 340 SEMINARY STREET KENANSVILLE, NC 28349			PEDIATRIC OBESITY CLINIC - START UP	28,000
ELDERHAUS INCORPORATED 1950 AMPHITHEATER DRIVE WILMINGTON, NC 28401			MED TECH FOR OVERNIGHT RESPITE - PILOT PROGRAM	20,000
FELLOWSHIP OF CHRISTIAN ATHLETES POST OFFICE BOX 86 WILMINGTON, NC 28402			GENERAL OPERATING SUPPORT	2,000
FIRST FRUIT MINISTRIES 2750 VANCE STREET WILMINGTON, NC 28408			WILMINGTON DREAM CENTER - TRANSITIONAL HOUSING	30,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FOOD BANK OF CENTRAL & EASTERN NORTH CAROLINA 1314 MARSTELLAR STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	40,000
GOOD SHEPHERD MINISTRIES OF WILMINGTON INC 811 MARTIN STREET WILMINGTON, NC 28401			NIGHT SHELTER & MEDICAL CLINIC OPERATIONS	90,000
HOPE HARBOR HOME POST OFFICE BOX 230 SUPPLY, NC 28462			LIFE COACH PROGRAM (1 & 2)	30,000
KIDS MAKING IT INC 15 SOUTH WATER STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	40,000
LEADING INTO NEW COMMUNITIES INC POST OFFICE BOX 401 WILMINGTON, NC 28402			TRANSITIONAL LIVING COMMUNITY	50,000
LOWER CAPE FEAR HOSPICE 1414 PHYSICIANS DRIVE WILMINGTON, NC 28401			BRUNSWICK COUNTY FACILITY	50,000
NEW HANOVER COUNTY HEALTH DEPARTMENT 2029 SOUTH 17TH STREET WILMINGTON, NC 28401			EARLY INTERVENTION COLLABORATIVE PROJECT - CONTINUED SUPPORT	85,000
NEW HANOVER COUNTY HEALTH DEPARTMENT 2029 SOUTH 17TH STREET WILMINGTON, NC 28401			MEDICAL EQUIPMENT	40,000
NEW HANOVER COUNTY PARKS GARDENS & SENIOR RESOURCE CENTER 230 GOVERNMENT CENTER DRIVE SUITE 120 WILMINGTON, NC 28403			PRESCRIPTION DRUG ASSISTANCE PROGRAM - CONTINUED FUN	7,500
NEW HOPE CLINIC INC POST OFFICE BOX 10601 SOUTHPORT, NC 28461			GENERAL OPERATING SUPPORT - CONTINUED SUPPORT	70,000
PENDER ALLIANCE FOR TEEN HEALTH POST OFFICE BOX 1057 HAMPSTEAD, NC 28443			SALARY SUPPORT	50,000
PHOENIX EMPLOYMENT MINISTRY 20 NORTH 4TH STREET SUITE 100 WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	15,000
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 - CONTINUED SUPPORT	20,000
SALVATION ARMY POST OFFICE BOX 90 WILMINGTON, NC 28402			CASE MANAGER - CONTINUED SUPPORT	30,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SPECIAL OLYMPICS OF NORTH CAROLINA 2200 GATEWAY CENTRE BLVD SUITE 201 MORRISVILLE, NC 27560			GENERAL OPERATING SUPPORT	20,000
ST MARY DENTAL CLINIC CORP 412 ANN STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	50,000
WILMINGTON CARENET COUNSELING CENTER 610 SOUTH COLLEGE ROAD WILMINGTON, NC 28403			BENEVOLENT SERVICES/CLIENT AID PROGRAM - CONTINUED F	30,000
WILMINGTON HEALTH ACCESS FOR TEENS 4005 OLEANDER DRIVE WILMINGTON, NC 28403			SCHOOL BASED HEALTH CENTER & LANEY START-UP	75,000
WILMINGTON INTERFAITH HOSPITALITY NETWORK INC 411 NORTH FRONT STREET WILMINGTON, NC 28401			HEALTHY FAMILIES - CONTINUED SUPPORT	30,000
THE CAROUSEL CENTER INC 1501 DOCK STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	75,000
YWCA LOWER CAPE FEAR 2815 SOUTH COLLEGE ROAD WILMINGTON, NC 28412			FLUID RECOVERY PROGRAM	15,000
PENDER COUNTY CHRISTIAN SERVICES INC 102 E WILMINGTON STREET BURGAW, NC 28425			GENERAL OPERATING SUPPORT	25,000
FANNIE NORWOOD MEMORIAL HOME 501 S 15TH STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	10,740
MERCY HOMELESS SHELTER INC 411 RED CROSS STREET WILMINGTON, NC 28401			NIGHT CAPTAIN SALARIES	40,000
PENDER MEMORIAL HOSPITAL 507 E FREMONT STREET BURGAW, NC 28425			CT SUITE RENOVATION	100,000
ST MARY PARISH 412 ANN STREET WILMINGTON, NC 28401			DIABETIC FOOD PANTRY	10,000
CAPE FEAR CLINIC INC 1605 DOCTORS CIRCLE WILMINGTON, NC 28401			PHARMACY COLLABORATIVE - CONTINUED SUPPORT	85,000
CAPE FEAR CLINIC INC 1605 DOCTORS CIRCLE WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	150,000
CAPE FEAR HEALTHNET 3329-C WRIGHTSVILLE AVENUE WILMINGTON, NC 28403			PARTNERSHIP FOR PATIENT CARE	46,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CAPE FEAR HEALTHNET 3329-C WRIGHTSVILLE AVENUE WILMINGTON, NC 28403			COLLABORATIVE DENTAL	12,000
MEN & WOMEN UNITED FOR YOUTH FAMILIES 44 DREAM AVENUE DELCO, NC 28436			CASE MANAGER - YOUNG ADULTS 18-24	20,000
MOTHER HUBBARD'S CUPBOARD 315 RED CROSS STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	24,000
PENDER VOLUNTEER EMS AND RESCUE INC 14388 N CAROLINA 210 ROCKEY POINT, NC 28457			AEDS - PENDER PUBLIC SCHOOLS	20,000
UNC-WILMINGTON 601 S COLLEGE ROAD WILMINGTON, NC 28403			APPLIED NEUROSCIENCE CLINIC	35,000
CAROLINA EAST HOME CARE AND HOSPICE 401 N MAIN STREET KENANSVILLE, NC 28349			MRS ANNIE GLEE GODWIN GARRIS MEMORIAL	250
LIFE LINE PREGNANCY CENTER 4522 FOUNTAIN DRIVE WILMINGTON, NC 28403			STIMULUS PACKAGE	1,492
WORD OF FAITH MINISTRIES 1288 N NC 11-903 HWY KENANSVILLE, NC 28349			KEEP THE FOOD ROLLING	3,500
BRUNSWICK SENIOR RESOURCES INC 1513 N HOWE STREET SOUTHPORT, NC 28461			MEDICATION MANAGEMENT PROGRAM	45,000
NC DENTAL HEALTH FUND 1600 EVANS ROAD CARY, NC 27513			GENERAL OPERATING SUPPORT	35,000
QUALITY ENHANCEMENT FOR NON-PROFITS (QENO) UNCW 601 SOUTH COLLEGE ROAD RM 110B WILMINGTON, NC 28403			GENERAL OPERATING SUPPORT - CONTINUED SUPPORT	35,000
UNC-WILMINGTON 601 S COLLEGE ROAD WILMINGTON, NC 28403			HONORARIUM - DR CORBETT COLLEGE OF HEALTH & HUMAN SCIENCES	25,000
PEACE MEMORIAL BAPTIST CHURCH 5811 OCEAN HWY E WINNABOW, NC 28479			MEMORIAL - MRS FRANCIS POTTER	250
FELLOWSHIP OF CHRISTIAN ATHLETES POST OFFICE BOX 86 WILMINGTON, NC 28402			GENERAL OPERATING SUPPORT	38,000
Total . . . . ▶ **3a**				2,308,732

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
ELDERHAUS INCORPORATED1950 AMPHITHEATER DRIVE WILMINGTON,NC 28401			RESIDENTIAL CARE	100,000
HOPE HARBOR HOMEPOST OFFICE BOX 230 SUPPLY,NC 28462			LIFE COACHING PROGRAM	30,000
LOWER CAPE FEAR HOSPICE1414 PHYSICIANS DRIVE WILMINGTON,NC 28401			FALES PAVILION ADDITION	50,000
CAPE FEAR HEALTHNET3329-C WRIGHTSVILLE AVENUE WILMINGTON,NC 28403			SPECIALTY COORDINATOR	46,000
CAPE FEAR HEALTHNET3329-C WRIGHTSVILLE AVENUE WILMINGTON,NC 28403			COLLABORATIVE DENTAL	10,000
CAPE FEAR HEALTHNET3329-C WRIGHTSVILLE AVENUE WILMINGTON,NC 28403			PT NAVIGATORS/RN ADVOCATE	85,000
UNC-WILMINGTON601 S COLLEGE ROAD WILMINGTON,NC 28403			APPLIED NEUROSCIENCE CLINIC	20,000
WILMINGTON HEALTH ACCESS FOR TEENS4005 OLEANDER DRIVE WILMINGTON,NC 28403			LANEY SCHOOL BASED CLINIC	60,000
MOTHER HUBBARD'S CUPBOARD 315 RED CROSS STREET WILMINGTON,NC 28401			RENT ON PATRY SPACE	24,000
THE DAVIS COMMUNITY1011 PORTERS NECK ROAD WILMINGTON,NC 28411			FURNISHINGS SINCLAIR - HOGUE HOUSE	50,000
Total . . . . ▶ **3b**				475,000

TY 2012 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	7,485	2,994		4,491

TY 2012 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	41,821,240	41,821,240

TY 2012 Investments Government Obligations Schedule

Name:	CAPE FEAR MEMORIAL FOUNDATION
EIN:	56-1974747
US Government Securities - End of Year Book Value:	13,065,313
US Government Securities - End of Year Fair Market Value:	13,065,313
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 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	95,313	87,807	7,506	7,506

TY 2012 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	726	990	990
PREPAID RENT	111	0	0

TY 2012 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	11,832	473		11,358
BANK CHARGES	71	0		71
DUES & SUBSCRIPTIONS	4,394	879		3,515
TELEPHONE	2,963	296		2,667
INSURANCE EXPENSE	7,583	758		6,825
UTILITIES	2,336	234		2,102
CABLE EXPENSE	1,695	169		1,525
COMPUTER SYSTEM	10,369	1,037		9,333
OTHER SUPPLIES	2,358	94		2,264
MISCELLANEOUS EXPENSES	1,919	0		1,919
TEMPORARY EMPLOYEES	14,319	573		13,746

TY 2012 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	3,926	3,926	3,926

TY 2012 Other Increases Schedule

Name: CAPE FEAR MEMORIAL FOUNDATION

EIN: 56-1974747

Description	Amount
UNREALIZED GAIN ON RECORDING SECURITIES AT FAIR MARKET VALUE	4,270,894

TY 2012 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

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TY 2012 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	63,730	63,730		0

TY 2012 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	7,584	0		0
PENALTY & FINE	368	0		0