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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury

or Section 4947(a)(1) Trust Treated as Private Foundation

2013

Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

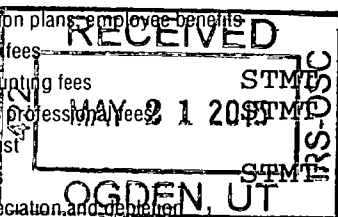
Name of foundation CAPE FEAR MEMORIAL FOUNDATION		A Employer identification number 56-1974747
Number and street (or P O box number if mail is not delivered to street address) 2508 INDEPENDENCE BLVD	Room/suite 200	B Telephone number 910-452-0611
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, NC 28412		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 60,585,218.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		7,174.	7,174.		STATEMENT 1
4 Dividends and interest from securities		691,151.	691,151.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,079,769.			
b Gross sales price for all assets on line 6a 16,920,423.					
7 Capital gain net income (from Part IV, line 2)			2,079,769.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances 3,815.					STATEMENT 3
b Less Cost of goods sold					
c Gross profit or (loss)		3,815.			STATEMENT 4
11 Other income		3,161.	3,161.		STATEMENT 5
12 Total. Add lines 1 through 11		2,785,070.	2,781,255.		
13 Compensation of officers, directors, trustees, etc		115,000.	17,250.		97,750.
14 Other employee salaries and wages		92,033.	13,805.		78,228.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		7,350.	2,940.		4,410.
c Other professional fees		68,881.	68,881.		0.
17 Interest					
18 Taxes		32,013.	603.		0.
19 Depreciation and depletion		4,007.	401.		
20 Occupancy		38,165.	3,817.		34,349.
21 Travel, conferences, and meetings		4,402.	440.		3,962.
22 Printing and publications					
23 Other expenses STMT 9		53,532.	4,751.		48,783.
24 Total operating and administrative expenses Add lines 13 through 23		415,383.	112,888.		267,482.
25 Contributions, gifts, grants paid		2,844,450.			2,734,450.
26 Total expenses and disbursements Add lines 24 and 25		3,259,833.	112,888.		3,001,932.
27 Subtract line 26 from line 12.		-474,763.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative enter -0-)			2,668,367.		
c Adjusted net income (if negative enter -0-)				N/A	

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SCANNED MAY 27 2013



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		500.	500.	500.
	2	Savings and temporary cash investments		1,105,002.	5,131,401.	5,131,401.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 12		13,065,313.	16,382,403.	16,382,403.
	b	Investments - corporate stock STMT 13		41,821,240.	39,066,424.	39,066,424.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment, basis ▶ 95,313.					
	Less: accumulated depreciation STMT 14 ▶ 91,813.		7,506.	3,500.	3,500.	
15	Other assets (describe ▶ STATEMENT 15)		990.	990.	990.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		56,000,551.	60,585,218.	60,585,218.	
Liabilities	17	Accounts payable and accrued expenses		53,254.	51,534.	
	18	Grants payable		475,000.	585,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 16)		195,000.	195,000.	
23	Total liabilities (add lines 17 through 22)		723,254.	831,534.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		55,277,297.	59,753,684.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	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		55,277,297.	59,753,684.	
	31	Total liabilities and net assets/fund balances		56,000,551.	60,585,218.	

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	55,277,297.
2	Enter amount from Part I, line 27a	2	-474,763.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	4,959,076.
4	Add lines 1, 2, and 3	4	59,761,610.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	7,926.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,753,684.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 16,920,423.		14,840,654.	2,079,769.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,079,769.

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	2,079,769.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2012	2,545,122.	54,610,975.	.046605
2011	2,648,691.	54,071,654.	.048985
2010	2,754,098.	55,888,690.	.049278
2009	2,528,132.	54,046,661.	.046777
2008	3,186,652.	52,800,133.	.060353

2 Total of line 1, column (d)	2	.251998
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	.050400
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	57,822,921.
5 Multiply line 4 by line 3	5	2,914,275.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,684.
7 Add lines 5 and 6	7	2,940,959.
8 Enter qualifying distributions from Part XII, line 4	8	3,001,932.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	26,684.
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	26,684.
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	26,684.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 4,490.		
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	24,490.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	48.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,242.
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 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CFMFDN.ORG	13	X	
14	The books are in care of ► ANNA ERWIN Located at ► 2508 INDEPENDENCE BLVD. STE 200, WILMINGTON, NC Telephone no. ► 910-452-0611 ZIP+4 ► 28412			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	N/A		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		115,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAN G. DAWSON - 2508 INDEPENDENCE BOULEVARD, WILMINGTON, NC 28412	GRANTS OFFICER 40.00	63,045.	0.	0.

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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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	54,749,079.
b	Average of monthly cash balances	1b	3,949,904.
c	Fair market value of all other assets	1c	4,490.
d	Total (add lines 1a, b, and c)	1d	58,703,473.
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	58,703,473.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	880,552.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,822,921.
6	Minimum investment return. Enter 5% of line 5	6	2,891,146.

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	2,891,146.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	26,684.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,684.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,864,462.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,864,462.
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	2,864,462.

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	3,001,932.
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	3,001,932.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	26,684.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,975,248.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,864,462.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,715,381.	
b Total for prior years:				
2011, _____, _____		140,635.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 3,001,932.				
a Applied to 2012, but not more than line 2a			2,715,381.	
b Applied to undistributed income of prior years (Election required - see instructions)		140,635.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				145,916.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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:	0.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,718,546.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN RED CROSS, CAPE FEAR CHAPTER 1102 SOUTH 16TH STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	40,000.
BRIGADE BOYS AND GIRLS CLUB, INC. 2759 VANCE STREET WILMINGTON, NC 28412			TRIPLE PLAY PROGRAM - CONTINUED FUNDING	40,000.
BRUNSWICK FAMILY ASSISTANCE AGENCY, INC. POST OFFICE BOX 1551 SHALLOTTE, NC 28459			GENERAL OPERATING SUPPORT	40,000.
CAPE FEAR CLINIC, INC. 1605 DOCTORS CIRCLE WILMINGTON, NC 28401			PHARMACY COLLABORATIVE - CONTINUED SUPPORT	100,000.
CAPE FEAR CLINIC, INC. 1605 DOCTORS CIRCLE WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	200,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,734,450.
b Approved for future payment				
AMERICAN RED CROSS, CAPE FEAR CHAPTER 1102 SOUTH 16TH STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	40,000.
BRIGADE BOYS AND GIRLS CLUB, INC. 2759 VANCE STREET WILMINGTON, NC 28412			TRIPLE PLAY PROGRAM - CONTINUED FUNDING	60,000.
CATHOLIC CHARITIES OF THE DIOCESE OF RALEIGH 4006 PRINCESS PLACE DRIVE WILMINGTON, NC 28405			FAMILY SERVICES - CASE MANAGEMENT	15,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				585,000.

CAPE FEAR MEMORIAL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	3071.523 SHS ALLIANCE BERNSTEIN DISCOVERY VALUE F	P	12/27/04	11/26/13
b	17680.339 SHS AMCAP FUND INC	P	12/18/07	11/26/13
c	448028.674 SHS FEDERATED EQUIPEY FUNDS PRUDENT BE	P	12/09/09	11/26/13
d	1548.673 SHS FRANKLIN SMALL MID CAP GROWTH FUND	P	05/30/07	11/26/13
e	813.802 SHS FRANKLIN VALUE INVESTMENT TR SMALL CA	P	12/27/04	11/26/13
f	11225.864 SHS GROWTH FUND AMERICA	P	12/20/06	11/26/13
g	24278.215 SHS ALLIANCE BERNSTEIN DISCOVERY VALUE	P	12/27/07	06/10/14
h	21143.437 SHS AMCAP FUND INC	P	07/01/09	06/10/14
i	13846.154 SHS FRANKLIN SMALL MID CAP GROWTH FUND	P	05/30/07	06/10/14
j	5837.522 SHS FRANKLIN VALUE INVS TR SMALL CAP VAL	P	12/18/06	06/10/14
k	13821.3180 SHS AMERICAN FUNDS GROWTH FUND OF AMER	P	07/01/09	06/10/14
l	29932.95 SHS AMERICAN FUNDS WASHINGTON MUTUAL FUN	P	03/27/07	06/10/14
m	9792.401 SHS AMERICAN EUROPACIFIC GROWTH FUND	P	10/09/02	06/10/14
n	4000 SHS PROSHARES SHORT S&P 500	P	02/24/12	07/23/13
o	6000 SHS PROSHARES SHORT S&P 500	P	04/09/13	07/23/13

(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 69,994.		50,127.	19,867.
b 499,994.		340,983.	159,011.
c 1,223,112.		2,500,005.	-1,276,893.
d 69,994.		66,856.	3,138.
e 49,994.		30,282.	19,712.
f 499,994.		320,745.	179,249.
g 555,000.		394,013.	160,987.
h 625,000.		332,229.	292,771.
i 585,000.		570,208.	14,792.
j 360,000.		230,896.	129,104.
k 625,000.		386,999.	238,001.
l 1,250,000.		942,786.	307,214.
m 500,000.		225,013.	274,987.
n 111,638.		147,908.	-36,270.
o 167,457.		184,536.	-17,079.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			19,867.
b			159,011.
c			-1,276,893.
d			3,138.
e			19,712.
f			179,249.
g			160,987.
h			292,771.
i			14,792.
j			129,104.
k			238,001.
l			307,214.
m			274,987.
n			-36,270.
o			-17,079.

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 }

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

CAPE FEAR MEMORIAL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	124777.184 SHS PIMCO UNCONSTRAINED BOND FUND	P	04/29/09	10/14/13
b	393000.445 SHS PIMCO UNCONSTRAINED BOND FUND	P	12/11/09	05/07/14
c	13500 SHS PLUM CREEK TIMBER CO INC	P	05/23/12	02/03/14
d	12990.387 SHS RUSSELL INTL DEV MKTS FUND	P	09/30/01	06/10/14
e	4727.6316 SHS GAIF II CL 0 BLENDED STRATEGIES POR	P	06/30/09	11/15/13
f	6798.89830 SHS GAIF II CL 0 SYSTEMATIC STRATEGIES	P	06/30/09	11/15/13
g	200 SHS AIR PRODUCTS & CHEMICALS INC	P	06/28/12	08/01/13
h	VISTA NATURAL GAS	P	11/17/03	09/30/13
i	VISTA NATURAL GAS	P	11/17/03	12/31/13
j	VISTA NATURAL GAS	P	11/17/03	03/31/13
k	VISTA NATURAL GAS	P	11/17/03	06/30/14
l	UNITRENDS INC.	P	08/20/05	11/19/13
m	AURORA	P		
n	AURORA	P		
o	HOSPITAL FUND	P		

(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 1,400,000.		1,277,718.	122,282.
b 4,417,325.		4,030,706.	386,619.
c 576,488.		495,150.	81,338.
d 500,000.		421,087.	78,913.
e 560,424.		616,522.	-56,098.
f 534,713.		636,235.	-101,522.
g 21,674.		15,369.	6,305.
h		150,000.	-150,000.
i		150,000.	-150,000.
j		150,000.	-150,000.
k		150,000.	-150,000.
l 69,262.		12,814.	56,448.
m 1,280.			1,280.
n		11,467.	-11,467.
o 316,589.			316,589.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			122,282.
b			386,619.
c			81,338.
d			78,913.
e			-56,098.
f			-101,522.
g			6,305.
h			-150,000.
i			-150,000.
j			-150,000.
k			-150,000.
l			56,448.
m			1,280.
n			-11,467.
o			316,589.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

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 CAPITAL GAINS DIVIDENDS				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,330,491.			1,330,491.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,330,491.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,079,769.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

CAPE FEAR MEMORIAL FOUNDATION

56-1974747

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CAPE FEAR COMMUNITY COLLEGE 411 NORTH FRONT STREET WILMINGTON, NC 28401			SIMULATION LAB/HOSPITAL COORDINATOR	60,000.
CAPE FEAR GROUP HOMES 2166 DEXTER STREET WILMINGTON, NC 28403			IPADS FOR AUTISTIC INDIVIDUALS	5,000.
CAPE FEAR HEALTHNET 3329-C WRIGHTSVILLE AVENUE WILMINGTON, NC 28403			2 - PT PATIENT NAVIGATOR SALARIES	85,000.
CAPE FEAR HEALTHNET 3329-C WRIGHTSVILLE AVENUE WILMINGTON, NC 28403			PARTNERSHIP FOR PATIENT CARE	46,000.
CAPE FEAR HEALTHNET 3329-C WRIGHTSVILLE AVENUE WILMINGTON, NC 28403			COLLABORATIVE DENTAL	10,000.
CATHOLIC CHARITIES OF THE DIOCESE OF RALEIGH 4006 PRINCESS PLACE DRIVE WILMINGTON, NC 28405			FAMILY SERVICES - CASE MANAGEMENT	15,000.
COASTAL HORIZONS CENTER, INC. 615 SHIPYARD BLVD WILMINGTON, NC 28412			GENERAL OPERATING SUPPORT	120,000.
COMMUNITIES IN SCHOOLS OF BRUNSWICK COUNTY, INC. POST OFFICE BOX 10087 SOUTHPORT, NC 28461			ACTION FOR SUCCESS PROGRAM - CONTINUED SUPPORT	35,000.
COMMUNITIES IN SCHOOLS OF CAPE FEAR, INC. POST OFFICE BOX 398 WILMINGTON, NC 28402			DEVELOPMENT DIRECTOR	75,000.
COMMUNITY BOYS AND GIRLS CLUB OF WILMINGTON, INC. 901 NIXON STREET WILMINGTON, NC 28401			HEALTHY HABITS HEALTHY KIDS PROGRAM (1 OF 3)	25,000.
Total from continuation sheets				2,314,450.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
DISABILITY RESOURCE CENTER 140 CINEMA DRIVE WILMINGTON, NC 28403			CAPE FEAR HOMELESS MEDICAL RESPITE PROJECT	30,000.
DUKE UNIVERSITY MEDICAL CENTER DUKE HOSPITAL SOUTH 013, BASEMENT, PURPLE ZONE DURHAM, NC 28801			BUNDLED TESTING & PATIENT NAVIGATION	40,000.
ELDERHAUS INCORPORATED 1950 AMPHITHEATER DRIVE WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	60,000.
FAMILIES FIRST, INC. POST OFFICE BOX 1776 WHITEVILLE, NC 28472			SAFE DATE CIRRICULUM	15,000.
FANNIE NORWOOD MEMORIAL HOME 501 S 15TH STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	40,000.
FANNIE NORWOOD MEMORIAL HOME 501 S 15TH STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	15,000.
FELLOWSHIP OF CHRISTIAN ATHLETES POST OFFICE BOX 86 WILMINGTON, NC 28402			GENERAL OPERATING SUPPORT	40,000.
FIRST FRUIT MINISTRIES 2750 VANCE STREET WILMINGTON, NC 28408			GENERAL OPERATING SUPPORT	30,000.
FIRST PRESBYTERIAN CHURCH 125 S. 3RD STREET WILMINGTON, NC 28401			MEMORIAL BETTY CAMERON	500.
FOOD BANK OF CENTRAL & EASTERN NORTH CAROLINA 1314 MARSTELLAR STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	40,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GOOD SHEPHERD MINISTRIES OF WILMINGTON, INC. 811 MARTIN STREET WILMINGTON, NC 28401			MEDICAL AND COUNSELING SERVICES	90,000.
HOPE HARBOR HOME POST OFFICE BOX 230 SUPPLY, NC 28462			LIFE COACH PROGRAM (2 OF 2)	30,000.
KIDS MAKING IT, INC. 15 SOUTH WATER STREET WILMINGTON, NC 28401			MATCHING FUND (1 OF 2)	50,000.
KIDS MAKING IT, INC. 15 SOUTH WATER STREET WILMINGTON, NC 28401			MATCHING FUND (2 OF 2)	25,000.
LAKESIDE LUTHERAN CHURCH BUILDING FUND 2427 EATON FERRY ROAD LITTLETON, NC 27850			MEMORIAL MINNIE MARJORIE HARRIS COULTER	250.
LEADING INTO NEW COMMUNITIES, INC. POST OFFICE BOX 401 WILMINGTON, NC 28402			GENERAL OPERATING SUPPORT	65,000.
LIFE LINE PREGNANCY CENTER 4522 FOUNTAIN DRIVE WILMINGTON, NC 28403			GENERAL OPERATING SUPPORT	45,000.
LOWER CAPE FEAR HOSPICE 1414 PHYSICIANS DRIVE WILMINGTON, NC 28401			FALES PAVILION ADDITION & RESTORATION (2 OF 2)	50,000.
LOWER CAPE FEAR HOSPICE 1414 PHYSICIANS DRIVE WILMINGTON, NC 28401			MEMORIAL DR. RT SINCLAIR, JR.	2,500.
MEN & WOMEN UNITED FOR YOUTH FAMILIES 44 DREAM AVENUE DELCO, NC 28436			CASE MANAGER - YOUNG ADULTS 18-24	30,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
MERCY HOMELESS SHELTER, INC 411 RED CROSS STREET WILMINGTON, NC 28401			NIGHT CAPTAIN SALARIES	50,000.
MOTHER HUBBARD'S CUPBOARD 315 RED CROSS STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	24,000.
NEW HANOVER COUNTY BLUE RIBBIN COMMISSION 813 NIXON STREET, ROOM 103 WILMINGTON, NC 28401			YOUTH ENRICHMENT ZONE SUMMER INITIATIVE	20,000.
NEW HANOVER COUNTY HEALTH DEPARTMENT 2029 SOUTH 17TH STREET WILMINGTON, NC 28401			EARLY INTERVENTION COLLABORATIVE PROJECT - CONTINUED SUPPORT	85,000.
NEW HANOVER COUNTY PARKS, GARDENS & SENIOR RESOURCE CENTER 230 GOVERNMENT CENTER DRIVE, SUITE 120 WILMINGTON, NC 28403			PRESCRIPTION DRUG ASSISTANCE PROGRAM - CONTINUED FUND	7,500.
NEW HOPE CLINIC, INC. POST OFFICE BOX 10601 SOUTHPORT, NC 28461			GENERAL OPERATING SUPPORT - CONTINUED SUPPORT	100,000.
NHRMC AUXILIARY 2131 S. 17TH STREET WILMINGTON, NC 28401			HOSPITALITY HOUSE (1 OF 3)	50,000.
NHRMC AUXILIARY 2131 S. 17TH STREET WILMINGTON, NC 28401			HOSPITALITY HOUSE (2 OF 3)	50,000.
NHRMC AUXILIARY 2131 S. 17TH STREET WILMINGTON, NC 28401			HOSPITALITY HOUSE (3 OF 3)	50,000.
PENDER ADULT SERVICES, INC. POST OFFICE BOX 1251 BURGAU, NC 28425			FITNESS FUSION WELLNESS CENTER	75,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PENDER ALLIANCE FOR TEEN HEALTH POST OFFICE BOX 1057 HAMPSTEAD, NC 28443			GENERAL OPERATING SUPPORT	70,000.
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			GENERAL OPERATING SUPPORT	25,000.
QUALITY ENHANCEMENT FOR NON-PROFITS (QENO) UNCW 601 SOUTH COLLEGE ROAD, RM 110B WILMINGTON, NC 28403			GENERAL OPERATING SUPPORT - CONTINUED SUPPORT	55,000.
SALVATION ARMY POST OFFICE BOX 90 WILMINGTON, NC 28402			CASE MANAGER - CONTINUED SUPPORT	55,000.
SPECIAL OLYMPICS OF NORTH CAROLINA 2200 GATEWAY CENTRE BLVD, SUITE 201 MORRISVILLE, NC 27560			MEDFEST PROGRAM	20,000.
ST. MARY DENTAL CLINIC CORP 412 ANN STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT & EMERGENCY ORAL SURGERY CARE	50,000.
THE CAROUSEL CENTER, INC. 1501 DOCK STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	100,000.
THE DAVIS COMMUNITY 1011 PORTERS NECK ROAD WILMINGTON, NC 28411			FURNISHINGS SINCLAIR - HOGUE HOUSE	50,000.
THE DAVIS COMMUNITY 1011 PORTERS NECK ROAD WILMINGTON, NC 28411			NUSTEP & CV2 EQUIPMENT	13,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNC-WILMINGTON 601 S COLLEGE ROAD WILMINGTON, NC 28403			APPLIED NEUROSCIENCE CLINIC	20,000.
UNC-WILMINGTON 601 S COLLEGE ROAD WILMINGTON, NC 28403			HONORARIUM - DR. CORBETT COLLEGE OF HEALTH & HUMAN SCIENCES	20,000.
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	60,000.
WILMINGTON HEALTH ACCESS FOR TEENS 4005 OLEANDER DRIVE WILMINGTON, NC 28403			EHR OPTIMIZATION	14,000.
WILMINGTON INTERFAITH HOSPITALITY NETWORK, INC. 411 NORTH FRONT STREET WILMINGTON, NC 28401			HEALTHY FAMILIES - CONTINUED SUPPORT	31,200.
Total from continuation sheets				

Part XV Supplementary Information**3` Grants and Contributions Approved for Future Payment (Continuation)**

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
COMMUNITIES IN SCHOOLS OF BRUNSWICK COUNTY, INC. POST OFFICE BOX 10087 SOUTHPORT, NC 28461			ACTION FOR SUCCESS PROGRAM - CONTINUED SUPPORT	35,000.
COMMUNITIES IN SCHOOLS OF CAPE FEAR, INC. POST OFFICE BOX 398 WILMINGTON, NC 28402			DEVELOPMENT DIRECTOR	80,000.
COMMUNITY BOYS AND GIRLS CLUB OF WILMINGTON, INC. 901 NIXON STREET WILMINGTON, NC 28401			HEALTHY HABITS HEALTHY KIDS PROGRAM	35,000.
FANNIE NORWOOD MEMORIAL HOME 501 S 15TH STREET WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	30,000.
FELLOWSHIP OF CHRISTIAN ATHLETES POST OFFICE BOX 86 WILMINGTON, NC 28402			GENERAL OPERATING SUPPORT	65,000.
FIRST FRUIT MINISTRIES 2750 VANCE STREET WILMINGTON, NC 28408			GENERAL OPERATING SUPPORT	25,000.
KIDS MAKING IT, INC. 15 SOUTH WATER STREET WILMINGTON, NC 28401			MATCHING FUND	50,000.
MERCY HOMELESS SHELTER, INC 411 RED CROSS STREET WILMINGTON, NC 28401			NIGHT CAPTAIN SALARIES	25,000.
PHOENIX EMPLOYMENT MINISTRY 20 NORTH 4TH STREET, SUITE 100 WILMINGTON, NC 28401			GENERAL OPERATING SUPPORT	30,000.
PREVENT BLINDNESS NORTH CAROLINA 4011 WEST CHASE BLVD, SUITE 225 RALEIGH, NC 27607			GENERAL OPERATING SUPPORT	25,000.
Total from continuation sheets				470,000.

56-1974747

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient		Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
SPECIAL OLYMPICS OF NORTH CAROLINA 2200 GATEWAY CENTRE BLVD, SUITE 201 MORRISVILLE, NC 27560			MEDFEST PROGRAM	20,000.
UNC-WILMINGTON 601 S COLLEGE ROAD WILMINGTON, NC 28403			HONORARIUM - DR. CORBETT COLLEGE OF HEALTH & HUMAN SCIENCES	20,000.
WILMINGTON CARENET COUNSELING CENTER 610 SOUTH COLLEGE ROAD WILMINGTON, NC 28403			BENEVOLENT SERVICES/CLIENT AID PROGRAM - CONTINUED F	30,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CENTURA OPERATING ACCOUNTS	3.	3.	
FEDERAL TAX REFUND INTEREST	179.	179.	
WELLS FARGO	6,992.	6,992.	
TOTAL TO PART I, LINE 3	7,174.	7,174.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO	2,021,642.	1,330,491.	691,151.	691,151.	
TO PART I, LINE 4	2,021,642.	1,330,491.	691,151.	691,151.	

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS		
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4)		
6. OTHER INCOME	3,815	
7. GROSS INCOME (ADD LINES 5 AND 6)		3,815

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		

FORM 990-PF	COST OF GOODS SOLD - OTHER INCOME	STATEMENT	4
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DESCRIPTION	AMOUNT
ACTION SETTLEMENT	3,815.
TOTAL OTHER INCOME	3,815.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VISTA ROYALTY INCOME	3,161.	3,161.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,161.	3,161.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,350.	2,940.		4,410.
TO FORM 990-PF, PG 1, LN 16B	7,350.	2,940.		4,410.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	68,881.	68,881.		0.
TO FORM 990-PF, PG 1, LN 16C	68,881.	68,881.		0.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES AND LICENSES	26,684.	0.			0.
PENALTY & FINE	4,726.	0.			0.
FOREIGN TAXES	603.	603.			0.
TO FORM 990-PF, PG 1, LN 18	32,013.	603.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	4,392.	176.			4,216.
BANK CHARGES	22.	0.			22.
DUES & SUBSCRIPTIONS	6,920.	1,384.			5,536.
TELEPHONE	3,537.	354.			3,184.
INSURANCE EXPENSE	5,152.	515.			4,637.
UTILITIES	2,570.	257.			2,313.
CABLE EXPENSE	3,918.	392.			3,526.
COMPUTER SYSTEM	10,044.	1,004.			9,040.
OTHER SUPPLIES	7,438.	298.			7,141.
MISCELLANEOUS EXPENSES	266.	0.			266.
TEMPORARY EMPLOYEES	9,273.	371.			8,902.
TO FORM 990-PF, PG 1, LN 23	53,532.	4,751.			48,783.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
UNREALIZED GAIN ON RECORDING SECURITIES AT FAIR MARKET VALUE		4,959,076.	
TOTAL TO FORM 990-PF, PART III, LINE 3		4,959,076.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
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DESCRIPTION	AMOUNT
PY ADJUSTMENT ON EXCISE TAX DUE TO 2012 AMENDED RETURN	7,584.
PY ADJUSTMENT ON PENALTY DUE FROM 2012 AMENDED RETURN	342.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,926.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 12
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TRESURY BONDS	X		16,382,403.	16,382,403.
TOTAL U.S. GOVERNMENT OBLIGATIONS			16,382,403.	16,382,403.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			16,382,403.	16,382,403.

FORM 990-PF	CORPORATE STOCK	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK & MUTUAL FUNDS	39,066,424.	39,066,424.
TOTAL TO FORM 990-PF, PART II, LINE 10B	39,066,424.	39,066,424.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 14
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & EQUIPMENT	95,313.	91,813.	3,500.
TOTAL TO FM 990-PF, PART II, LN 14	95,313.	91,813.	3,500.

FORM 990-PF	OTHER ASSETS		STATEMENT 15
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SALES TAX RECEIVABLE	990.	990.	990.
TO FORM 990-PF, PART II, LINE 15	990.	990.	990.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 16
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED COMPENSATION PAYABLE	195,000.	195,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	195,000.	195,000.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 17
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANNA ERWIN 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	PRESIDENT/TREASURER 40.00	115,000.	0.	0.
R.T. SINCLAIR, JR. M.D. 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	CHAIRMAN EMERITUS 1.00	0.	0.	0.
W. CARTER MEBANE, III 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	CHAIRMAN 1.00	0.	0.	0.
AGNES R. BEANE 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	SECRETARY 1.00	0.	0.	0.
WILLIAM H. CAMERON 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	BOARD MEMBER 1.00	0.	0.	0.

CAPE FEAR MEMORIAL FOUNDATION

56-1974747

GARRY GARRIS 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.
JANELLE A. RHYNE, M.D., M.A.C.P. 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		115,000.	0.	0.

General Explanation Statement to Form 2013 990-PF

Taxpayer's Name: Cape Fear Memorial Foundation
Taxpayer's EIN: 56-1974747

Form 990-PF, Part XIII, Ln 4B

Pursuant to IRC Sec. 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), Cape Fear Memorial Foundation (EIN: 56-1974747) hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of undistributed income from the tax year ending 2011 for the amount of \$140,635.

Signed: 

Date: 5/15/15

Name and Title: Anna Erwin, President

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

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

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

04

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

ANNA ERWIN
• The books are in the care of ► 2508 INDEPENDENCE BLVD. STE 200 - WILMINGTON, NC 28412
Telephone No ► 910-452-0611 Fax No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year _____ or
► ☒ tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	27,245.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	12,245.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	15,000.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ANNA ERWIN

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

Telephone No **910-452-0611**

Fax No

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **MAY 15, 2015**

5 For calendar year **JUL 1, 2013**, or other tax year beginning **JUN 30, 2014**, and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

TAXPAYER NEEDS ADDITIONAL TIME TO GATHER INFORMATION TO BE ABLE TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	27,245.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	27,245.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **PAID PREPARER**

Date

Form 8868 (Rev. 1-2014)