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For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

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 NO 200		Room/suite	B Telephone number (see instructions) (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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 54,053,316		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,291	17,291		
	4 Dividends and interest from securities	1,232,814	1,232,814		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	2,024,458			
	b Gross sales price for all assets on line 6a _____ 4,164,470				
	7 Capital gain net income (from Part IV , line 2)		2,024,458		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____ 4,229				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	4,229			
	11 Other income (attach schedule)	 5,324	101		
	12 Total. Add lines 1 through 11	3,284,116	3,274,664		
	13 Compensation of officers, directors, trustees, etc	119,000	17,850		101,150
	14 Other employee salaries and wages	119,507	17,926		101,581
	15 Pension plans, employee benefits	71,939	10,791		61,148
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	 137,781	124,012		13,769
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 32,261	1,472		0
	19 Depreciation (attach schedule) and depletion	5,444	544		
	20 Occupancy	46,667	4,667		42,001
	21 Travel, conferences, and meetings.	7,112	0		7,112
	22 Printing and publications				
	23 Other expenses (attach schedule).	 75,110	18,534		56,088
	24 Total operating and administrative expenses. Add lines 13 through 23	614,821	195,796		382,849
	25 Contributions, gifts, grants paid	2,208,382			2,487,100
	26 Total expenses and disbursements. Add lines 24 and 25	2,823,203	195,796		2,869,949
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	460,913			
	b Net investment income (if negative, enter -0-)		3,078,868		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	508	500	500
	2	Savings and temporary cash investments	8,117,356	7,719,006	7,719,006
	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 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)	16,077,745	15,559,917	15,559,917
	b	Investments—corporate stock (attach schedule)	33,749,161	29,665,799	29,665,799
	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)	0	1,093,720	1,093,720
	14	Land, buildings, and equipment basis ▶ _____ 97,528 Less accumulated depreciation (attach schedule) ▶ 83,154	10,579	14,374	14,374
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	57,955,349	54,053,316	54,053,316
	17	Accounts payable and accrued expenses	46,717	29,700	
	18	Grants payable	549,500	272,500	
	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 ▶ _____)	179,000	180,000	
	23	Total liabilities (add lines 17 through 22)	775,217	482,200	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	57,180,132	53,571,116	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	57,180,132	53,571,116	
	31	Total liabilities and net assets/fund balances (see instructions)	57,955,349	54,053,316	

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	57,180,132
2	Enter amount from Part I, line 27a	2	460,913
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	57,641,045
5	Decreases not included in line 2 (itemize) ▶ _____	5	4,069,929
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	53,571,116

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (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			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) 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	2,024,458
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			

Part V

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	3,082,804	58,416,782	0 052773
2013	2,975,248	57,822,921	0 051454
2012	2,545,122	54,610,975	0 046605
2011	2,648,691	54,071,654	0 048985
2010	2,754,098	55,888,690	0 049278

2	Total of line 1, column (d).	2	0 249095
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 049819
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	53,908,929
5	Multiply line 4 by line 3.	5	2,685,689
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	30,789
7	Add lines 5 and 6.	7	2,716,478
8	Enter qualifying distributions from Part XII, line 4.	8	2,869,949

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 VII

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 <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	30,789
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	30,789
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	30,789
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	30,690	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	9,500	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	40,190
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	2
9 Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	9,399
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 9,399 Refunded <input type="checkbox"/>		11	0

Part VII-A

Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
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) <input type="checkbox"/> NC			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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? Website address ► <u>WWW.CFMFDN.ORG</u>	13	Yes	
14	The books are in care of ► <u>ANNA ERWIN</u> Telephone no ► <u>(910) 452-0611</u> Located at ► <u>2508 INDEPENDENCE BLVD STE 200 WILMINGTON NC</u> ZIP+4 ► <u>28412</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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? <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)? 1b		
	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		
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 2015? 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>). 3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ▶	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
JAN G DAWSON 2508 INDEPENDENCE BOULEVARD WILMINGTON, NC 28412	GRANTS OFFICER 40 00	69,849	2,512	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 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	45,793,714
b	Average of monthly cash balances.	1b	7,828,069
c	Fair market value of all other assets (see instructions).	1c	1,108,094
d	Total (add lines 1a, b, and c).	1d	54,729,877
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	54,729,877
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	820,948
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,908,929
6	Minimum investment return. Enter 5% of line 5.	6	2,695,446

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	2,695,446
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	30,789
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	602
c	Add lines 2a and 2b.	2c	31,391
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,664,055
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,664,055
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	2,664,055

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	2,869,949
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	2,869,949
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	30,789
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,839,160

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,664,055
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			2,522,411	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 2,869,949				
a Applied to 2014, but not more than line 2a			2,522,411	
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 2015 distributable amount.				347,538
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				2,316,517
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

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 2015, 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)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 address 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	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)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	2,487,100
<div>b Approved for future payment</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3b</div>	272,500

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

Part XVII

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

b Other transactions

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?

b If "Yes," complete the following schedule

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

Paid Preparer Use Only	Print/Type preparer's name VIOLET PRICE	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00550429
	Firm's name ▶ RSM US 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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
16,506 96 SHS AMCAP FUND INC	P	2009-07-01	2016-01-20
1,572 01 SHS FRANKLIN STRATEGIC SER	P		2016-01-20
10,748 78 SHS AMERICAN FUNDS GROWTH	P	2009-07-01	2016-01-20
23,265 66 SHS AMERICAN FUNDS	P	2009-07-01	2016-01-20
9,407 38 SHS AMERICAN EUROPACIFIC	P		2016-01-20
9,848 81 SHS ROYCE FD SPL	P	2014-07-09	2016-01-20
5,060 75 SHS RUSSELL EMERGING MKTS	P	2003-05-14	2016-01-20
936 18 SHS RUSSELL INVT CO	P		2016-01-20
3,488 72 SHS RUSSELL INTL DEV MKTS	P		2016-01-20
1,772 48 SHS SMALLCAP WORLD FD INC	P	2008-05-21	2016-01-20

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)
391,545		223,582	167,963
48,308		39,754	8,554
396,630		247,825	148,805
813,600		483,085	330,515
381,375		377,374	4,001
165,263		246,713	-81,450
63,563		41,093	22,470
30,510		48,013	-17,503
104,243		88,957	15,286
68,648		67,847	801

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	
			167,963
			8,554
			148,805
			330,515
			4,001
			-81,450
			22,470
			-17,503
			15,286
			801

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2,750 00 SHS VANGUARD INTL EQUITY ETF	P	2012-05-23	2016-01-20
1950 873 SHS GOLDMAN SACHS TR	P	2014-05-07	2016-01-28
3,498 88 SHS VANGUARD BOND INDEX FD	P	2016-01-28	2016-02-01
876 945 SHS BAXALTA INC	P		2015-09-23
876 945 SHS BAXALTA INTERNATIONAL INC	P		2015-09-23
400 SHS PIEDMONT NATURAL GAS CO	P	2011-08-09	2015-12-28
765 SHS KINDER MORGAN INC DEL	P		2016-03-10
500 SHS PIEDMONT NATURAL GAS CO	P	2011-08-09	2016-03-10
200 SHS PIEDMONT NATURAL GAS CO	P		2016-05-09
AURORA	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)
78,891		102,740	-23,849
18,416		20,678	-2,262
46,955		46,850	105
30,201		20,100	10,101
31,263		24,766	6,497
22,760		10,480	12,280
13,540		31,198	-17,658
29,829		13,100	16,729
11,970		5,857	6,113
4,312			4,312

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	
			-23,849
			-2,262
			105
			10,101
			6,497
			12,280
			-17,658
			16,729
			6,113
			4,312

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
AURORA	P		
SIGULER GUFF	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
2,490			2,490
79,109			79,109
1,331,049			1,331,049

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,490
			79,109
			1,331,049

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	Contributions to employee benefit plans and deferred compensation (d)	Expense account, other allowances (e)
ANNA ERWIN	PRESIDENT/TREASURER 40 00	119,000	3,235	0
2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412				
W CARTER MEBANE III	ASSISTANT SECRETARY 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412				
AGNES R BEANE	SECRETARY 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412				
WILLIAM H CAMERON	BOARD MEMBER 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412				
GARRY GARRIS	CHAIRMAN 1 00	64,000	65,000	0
2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412				
ROBERT F WARWICK	BOARD MEMBER 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412				
RICHARD L WOODBURY	BOARD MEMBER 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412				
JAMES D HUNDLEY MD	VICE CHAIRMAN 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412				
RONALD R SINCLAIR	BOARD MEMBER 1 00	0	0	0
2508 INDEPENDENCE BOULEVARD WILMINGTON,NC 28412				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACCESS OF WILMINGTON 341 SOUTH COLLEGE RD SUITE 11 WILMINGTON,NC 28403		PC	G A M E S PROGRAM	15,000
AMERICAN RED CROSS CAPE FEAR CHAPTER 1102 SOUTH 16TH STREET WILMINGTON,NC 28401		PC	PREVENTION AND ALLEVIATION OF SUFFERING FOR THOSE IN EMERGENCY SITUATIONS	45,000
BOYS AND GIRLS HOMES OF NORTH CAROLINA INC 400 FLEMING DRIVE LAKE WACCAMAW,NC 28450		PC	BEHAVIOR SPECIALIST SUPPORT	40,000
BRIGADE BOYS AND GIRLS CLUB INC 2759 VANCE STREET WILMINGTON,NC 28412		PC	TRIPLE PLAY PROGRAM - CONTINUED FUNDING	25,000
BRUNSWICK FAMILY ASSISTANCE AGENCY INC POST OFFICE BOX 1551 SHALLOTTE,NC 28459		PC	IMPROVING LIVES OF FAMILIES AND INDIVIDUALS IN CRISIS IN BRUNSWICK CO	50,000
CAPE FEAR CLINIC INC 1605 DOCTORS CIRCLE WILMINGTON,NC 28401		NC	PHARMACY COLLABORATIVE - CONTINUED SUPPORT & GENERAL OPERATING SUPPORT	295,000
CAPE FEAR COMMUNITY COLLEGE 411 NORTH FRONT STREET WILMINGTON,NC 28401		NC	RADIOGRAPHY LAB EQUIPMENT	50,000
CAPE FEAR HEALTHNET 3329-C WRIGHTSVILLE AVENUE WILMINGTON,NC 28403		PC	DENTAL PROGRAM OPERATIONS	118,500
CAPE FEAR HEALTHNET 3329-C WRIGHTSVILLE AVENUE WILMINGTON,NC 28403		PC	DIABETIC RETINOPATHY	53,000
CATHOLIC CHARITIES OF THE DIOCESE OF RALEIGH 4006 PRINCESS PLACE DRIVE WILMINGTON,NC 28405		NC	FAMILY SERVICES - CASE MANAGEMENT	35,000
COASTAL CAROLINAS HEALTH ALLIANCE BUILDING M 5305 WRIGHTSVILLE AVE WILMINGTON,NC 28403		PC	VAN PURCHASE	35,000
COMMUNITIES IN SCHOOLS OF BRUNSWICK COUNTY INC POST OFFICE BOX 10087 SOUTHPORT,NC 28461		PC	ACTION FOR SUCCESS PROGRAM - CONTINUED SUPPORT	30,000
COMMUNITIES IN SCHOOLS OF CAPE FEAR INC POST OFFICE BOX 398 WILMINGTON,NC 28402		PC	BABY FAST PROGRAM	50,000
COMMUNITY BOYS AND GIRLS CLUB OF WILMINGTON INC 901 NIXON STREET WILMINGTON,NC 28401		PC	PROVIDE YOUTH WITH RESOURCES NECESSARY TO BE PRODUCTIVE, CARING, AND RESPONSIBLE CITIZENS	15,000
COMMUNITY CARE OF THE LOWER CAPE FEAR 201 NORTH FRONT STREET 709 WILMINGTON,NC 28401		PC	FOSTERING HEALTH PROGRAM	155,000
Total ▶ 3a				2,487,100

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DISABILITY RESOURCE CENTER 140 CINEMA DRIVE WILMINGTON,NC 28403		PC	CAPE FEAR HOMELESS MEDICAL RESPITE PROJECT	30,000
DOMESTIC VIOLENCE SHELTER & SERVICES INC PO BOX 1555 WILMINGTON,NC 28402		NC	PLUMBING REPAIRS	59,000
DREAMS OF WILMINGTON INC 901 FANNING STREET WILMINGTON,NC 28401		NC	PROVIDING YOUTH WITH LITERARY, VISUAL, AND PERFORMING ARTS PROGRAMS	25,000
EASTER SEALS UCP NC 4000 WAKE FOREST ROAD RALEIGH,NC 27609		NC	CHALLENGE FOR TODDLER PLAYGROUND	15,000
FAMILIES FIRST INC POST OFFICE BOX 1776 WHITEVILLE,NC 28472		NC	SAFE DATE CIRRICULUM	15,000
FANNIE NORWOOD MEMORIAL HOME 501 S 15TH STREET WILMINGTON,NC 28401		PC	ASSISTED LIVING SERVICES FOR THOSE IN NEED	30,000
FELLOWSHIP OF CHRISTIAN ATHLETES POST OFFICE BOX 86 WILMINGTON,NC 28402		PC	GIVE COACHES AND ATHLETES THE OPPORTUNITY TO SPREAD THE MESSAGE OF JESUS CHRIST	30,000
FOOD BANK OF CENTRAL & EASTERN NORTH CAROLINA 1314 MARSTELLAR STREET WILMINGTON,NC 28401		PC	FEED THE HUNGRY IN CENTRAL & EASTERN NORTH CAROLINA	30,000
GOOD SHEPHERD MINISTRIES OF WILMINGTON INC 811 MARTIN STREET WILMINGTON,NC 28401		PC	MEDICAL AND COUNSELING SERVICES	75,000
KIDS MAKING IT INC 15 SOUTH WATER STREET WILMINGTON,NC 28401		PC	WOODWORKING MENTORING PROGRAMS FOR AT-RISK YOUTH	50,000
LEADING INTO NEW COMMUNITIES INC POST OFFICE BOX 401 WILMINGTON,NC 28402		NC	EDUCATE AND MOTIVATE YOUTH AND ASSIST THOSE RETURNING FROM PRISON WITH INTEGRATION INTO SOCIETY	60,000
LIFE LINE PREGNANCY CENTER 4522 FOUNTAIN DRIVE WILMINGTON,NC 28403		PC	PREGNANCY COUNSELING AND RESOURCES	25,000
MEDNORTH HEALTH CENTER 925 N 4TH STREET WILMINGTON,NC 28401		NC	PROVIDE ACCESSIBLE AND AFFORDABLE HEALTH CARE TO SURROUNDING COMMUNITIES	75,000
MOTHER HUBBARD'S CUPBOARD 315 RED CROSS STREET WILMINGTON,NC 28401		PC	DISTRIBUTION OF FOOD TO THOSE IN NEED	24,000
NC NETWORK OF GRANTMAKERS 3739 NATIONAL DRIVE SUITE 100 RALEIGH,NC 27612		NC	2016 ANNUAL MEETING SPONSORSHIP	1,000
Total ▶ 3a				2,487,100

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NEW HANOVER COUNTY BLUE RIBBON COMMISSION 813 NIXON STREET ROOM 103 WILMINGTON,NC 28401		PC	VOYAGE INITIATIVE	30,000
NEW HANOVER COUNTY HEALTH DEPARTMENT 2029 SOUTH 17TH STREET WILMINGTON,NC 28401		NC	EARLY INTERVENTION COLLABORATIVE PROJECT - CONTINUED SUPPORT	100,000
NEW HANOVER COUNTY SENIOR RESOURCE CENTER 2222 S COLLEGE RD WILMINGTON,NC 28403		NC	PRESCRIPTION ASSISTANCE COUNSELING PROGRAM	10,000
NEW HOPE CLINIC INC POST OFFICE BOX 10601 SOUTHPORT,NC 28461		PC	PROVIDE HEALTH CARE TO LOW INCOME, UNINSURED RESIDENTS OF BRUNSWICK CO	100,000
PENDER ADULT SERVICES INC POST OFFICE BOX 1251 BURGAW,NC 28425		PC	SENIOR NUTRITIONAL SUPPLEMENT PROJECT	25,000
PENDER ALLIANCE FOR TEEN HEALTH POST OFFICE BOX 1057 HAMPSTEAD,NC 28443		PC	IMPROVE ACCESS TO HEALTH CARE FOR YOUTH AND FAMILIES IN PENDER CO	60,000
PENDER EMS & FIRE INC 805 RIDGEWOOD ROAD BURGAW,NC 28425		NC	LUCAS CHEST COMPRESSION SYSTEMS	45,000
PHOENIX HOMETOWN HIRES 20 N 4TH ST SUITE 430 WILMINGTON,NC 28401		PC	EMPOWER INDIVIDUALS TO REACH THEIR POTENTIAL AND LEAD STABLE LIVES THROUGH SATISFYING WORK	15,000
QUALITY ENHANCEMENT FOR NON-PROFITS (QENO) UNCW 601 SOUTH COLLEGE ROAD RM 110B WILMINGTON,NC 28403		NC	BUILD CAPACITY OF NON-PROFIT ORGANIZATIONS AND INCREASE PHILANTHROPY IN SOUTHEASTERN NORTH CAROLINA	45,000
RECOVERY RESOURCE CENTER 20 N 4TH ST SUITE 214 WILMINGTON,NC 28401		PC	EDUCATION AND SUPPORT TO THOSE AFFECTED BY MENTAL ILLNESS AND/OR ADDICTION	30,000
SALVATION ARMY POST OFFICE BOX 90 WILMINGTON,NC 28402		PC	CARE MANAGER & LEAD HOUSING MONITOR - CONTINUED SUPPORT	60,000
SOUTHPORT FIRE DEPARTMENT 1011 N HOWE ST SOUTHPORT,NC 28461		NC	CARDIAC MONITOR	4,000
SPECIAL OLYMPICS OF NORTH CAROLINA 2200 GATEWAY CENTRE BLVD SUITE 201 MORRISVILLE,NC 27560		PC	PROGRAM SUPPORT	20,000
ST MARY HEALTH CENTER 412 ANN STREET WILMINGTON,NC 28401		PC	DENTAL OPERATIONS	30,000
ST MARY HEALTH CENTER 412 ANN STREET WILMINGTON,NC 28401		PC	EMERGENCY DENTAL CARE	50,000
Total ▶ 3a				2,487,100

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CAROUSEL CENTER INC 1501 DOCK STREET WILMINGTON,NC 28401		PC	CHILD ABUSE EDUCATION/PREVENTION AND SUPPORT FOR CHILDREN AFFECTED BY ABUSE	80,000
THE HARRELSON CENTER 20 N 4TH ST SUITE 214 WILMINGTON,NC 28401		PC	UNLOCK HOPE CAMPAIGN	75,000
TOXIC FREE NC 115 SOUTH ST MARYS ST SUITE D RALEIGH,NC 27603		PC	TRAINING EVENTS	15,000
WILMINGTON AREA REBUILDING MINISTRY 5058 WRIGHTSVILLE AVENUE WILMINGTON,NC 28401		PC	SUPPORT LOW-INCOME HOMEOWNERS IN THE AREA WITH URGENT REPAIRS AND ACCESSIBILITY UPGRADES TO THEIR HOMES	2,500
WILMINGTON CARENET COUNSELING CENTER 610 SOUTH COLLEGE ROAD WILMINGTON,NC 28403		PC	BENEVOLENT SERVICES INITIATIVE	30,000
WILMINGTON FAMILY YMCA 2710 MARKET STREET WILMINGTON,NC 28401		PC	DIABETES PREVENTION PROGRAM	25,000
WILMINGTON HEALTH ACCESS FOR TEENS 4005 OLEANDER DRIVE WILMINGTON,NC 28403		PC	MENTAL HEALTH SERVICES AT SCHOOL BASED HEALTH CENTER	80,000
WINGATE UNIVERSITY 220 N CAMDEN RD WINGATE,NC 28174		NC	MEMORIAL - FRANK DAVIS	100
Total ▶ 3a				2,487,100

TY 2015 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	29,665,799	29,665,799

TY 2015 Investments Government Obligations Schedule**Name:** CAPE FEAR MEMORIAL FOUNDATION**EIN:** 56-1974747**US Government Securities - End of
Year Book Value:**

15,559,917

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

15,559,917

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

0

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

0

TY 2015 Investments - Other Schedule**Name:** CAPE FEAR MEMORIAL FOUNDATION**EIN:** 56-1974747

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SIGULER GUFF	FMV	939,181	939,181
AURORA VENTURES	FMV	54,539	54,539
VISTA	FMV	100,000	100,000

**TY 2015 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	97,528	83,154	14,374	14,374

TY 2015 Other Decreases Schedule**Name:** CAPE FEAR MEMORIAL FOUNDATION**EIN:** 56-1974747

Description	Amount
UNREALIZED GAIN/LOSS ON RECORDING SECURITIES AT FAIR MARKET VALUE	4,044,758
PRIOR YEAR INCOME REPORTED AS UNREALIZED GAIN/LOSS	25,171

TY 2015 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	9,047	362		8,685
BANK CHARGES	72	0		72
DUES & SUBSCRIPTIONS	7,033	1,407		5,627
TELEPHONE	3,997	400		3,597
INSURANCE EXPENSE	9,788	979		8,809
ELECTRIC	2,269	227		2,042
CABLE EXPENSE	4,321	432		3,889
COMPUTER SYSTEM	17,803	1,780		16,023
OTHER SUPPLIES	7,650	306		7,344
SIGULER GUFF DISTRESSED REAL ESTATE ASP FUND, LLC NET LOSS	12,641	12,641		0
SIGULER GUFF - NONDEDUCTIBLE EXPENSES	24	0		0
PENALTY & FINE	465	0		0

TY 2015 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	101	101	101
SIGULER GUFF REAL ESTATE ASP FUND LLC K1 UBTI	5,223	0	5,223

TY 2015 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	179,000	180,000

TY 2015 Other Professional Fees Schedule**Name:** CAPE FEAR MEMORIAL FOUNDATION**EIN:** 56-1974747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/LEGAL FEES	15,299	1,530		13,769
INVESTMENT MANAGEMENT FEES	122,482	122,482		0

TY 2015 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	30,789	0		0
FOREIGN TAXES	659	659		0
990-T TAXES	602	602		0
NC TAXES	211	211		0