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Form **990-PF**

OMB No 1545-0052

**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation****2016**Department of the Treasury
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 2016 or tax year beginning , 2016, and ending ,**

Name of foundation DAN CAMERON FAMILY FOUNDATION, INC.		A Employer identification number 56-2087335
Number and street (or P.O. box number if mail is not delivered to street address) POST OFFICE BOX 3649	Room/suite	B Telephone number (see instructions) (910) 762-2676
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON NC 28406		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here. <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 9,332,084.	J Accounting method <input checked="" type="checkbox"/> Cash <input 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))		(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 (attach schedule) . . .		0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		16,674.	16,674.		
4 Dividends and interest from securities		121,810.	121,810.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		61,237.	L-6a Stmt		
b Gross sales price for all assets on line 6a		2,126,741.			
7 Capital gain net income (from Part IV, line 2)			61,237.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
See Line 11 Stmt		40,762.	37,769.		
12 Total Add lines 1 through 11.		240,483.	237,490.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule).					
b Accounting fees (attach sch). L-16b Stmt.		3,250.	1,625.		1,625.
c Other professional fees (attach sch) L-16c Stmt.		72,774.	67,774.		5,000.
17 Interest					
18 Taxes (attach schedule)(see insts) See Line 18 Stmt		5,383.	1,553.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
See Line 23 Stmt		29,373.	19,161.		28.
24 Total operating and administrative expenses Add lines 13 through 23		110,780.	90,113.		6,653.
25 Contributions, gifts, grants paid		406,495.			406,495.
26 Total expenses and disbursements Add lines 24 and 25		517,275.	90,113.		413,148.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-276,792.			
b Net investment income (if negative, enter -0-)			147,377.		
c Adjusted net income (if negative, enter -0-)					

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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		
A S S E T S	1	Cash — non-interest-bearing		147,748.	113,553.	113,553.
	2	Savings and temporary cash investments		385,984.	295,084.	295,084.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶		105,393.		
	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 sch) ▶				
		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)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt	222,433.	1,597,257.	1,597,257.	
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	106,026.	90,761.	90,761.	
	L I A B I L I T I E S	11	Investments — land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) L-13 Stmt	7,040,572.	7,235,429.	7,235,429.	
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	8,008,156.	9,332,084.	9,332,084.	
17		Accounts payable and accrued expenses				
18		Grants payable				
F U N D A S S E T B A L A N C E S	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
		Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	7,999,491.	9,608,876.			
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	8,665.	-276,792.			
30	Total net assets or fund balances (see instructions)	8,008,156.	9,332,084.			
31	Total liabilities and net assets/fund balances (see instructions)	8,008,156.	9,332,084.			

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	8,008,156.
2	Enter amount from Part I, line 27a	2	-276,792.
3	Other increases not included in line 2 (itemize) ▶ 2016 Fair Market Value Adjustment	3	1,600,720.
4	Add lines 1, 2, and 3	4	9,332,084.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	9,332,084.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1a Publicly Traded Securities	P	Various	Various
b Fidelity Investments (6433) - Capital Gain Distribution	P	Various	Various
c Wells Fargo (7244) - Capital Gain Distribution	P	Various	Various
d Charles Schwab (7761) - Capital Gain Distribution	P	Various	Various
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 2,038,108.		2,065,504.	-27,396.
b 18,049.		0.	18,049.
c 66,239.		0.	66,239.
d 4,345.		0.	4,345.
e			

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

(i) FMV 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			-27,396.
b 0.	0.	0.	18,049.
c 0.	0.	0.	66,239.
d 0.	0.	0.	4,345.
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	61,237.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	61,237.

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))
2015	363,004.	8,247,902.	0.044012
2014	375,075.	8,643,936.	0.043392
2013	390,310.	8,522,914.	0.045795
2012	406,260.	8,468,769.	0.047972
2011	325,605.	7,963,941.	0.040885
2 Total of line 1, column (d)		2	0.222056
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	0.044411
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.		4	8,796,295.
5 Multiply line 4 by line 3		5	390,652.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	1,474.
7 Add lines 5 and 6.		7	392,126.
8 Enter qualifying distributions from Part XII, line 4		8	413,148.

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)

1 a 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	1,474.
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	1,474.
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	1,474.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	0.	
b Exempt foreign organizations – tax withheld at source	6 b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6 c	2,368.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,368.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	45.	
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	849.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax 849. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$		
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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NORTH CAROLINA		
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 2016 or the taxable year beginning in 2016 (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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Website address ▶ N/A		
14 The books are in care of ▶ WILLIAM H. CAMERON Telephone no ▶ (910) 762-2676		
Located at ▶ 1201 GLEN MEADE ROAD WILMINGTON NC ZIP + 4 ▶ 28401		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>	<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 2016, 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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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
1 a 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)?	<input type="checkbox"/>	<input type="checkbox"/>
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 2016?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 __		
3 a 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 2016 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 2016)	<input type="checkbox"/>	<input type="checkbox"/>
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 2016?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here. ☐

- c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If 'Yes,' attach the statement required by Regulations section 53.4945–5(d). N/A

- 6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If 'Yes' to 6b, file Form 8870

- 7 a** 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? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM H CAMERON POST OFFICE BOX 3649 WILMINGTON NC 28406	PRESIDENT 6.00	0.	0.	0.
HILDA C DILL 1614 LIVE OAK PARKWAY WILMINGTON NC 28403	VIC PRESIDENT, SECRETARY AND TREASURER 2.00	0.	0.	0.
DANIEL D. CAMERON, JR 11095 SARA ROAD B 84-372 LAREDO TX 78045	DIRECTOR 2.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000 ☐ None

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		
	N/A	

Total number of others receiving over \$50,000 for professional services None

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	
	0.
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 N/A	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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 7,872,897.
b	Average of monthly cash balances	1b 580,443.
c	Fair market value of all other assets (see instructions)	1c 476,909.
d	Total (add lines 1a, b, and c)	1d 8,930,249.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 8,930,249.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 133,954.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5 8,796,295.
6	Minimum investment return. Enter 5% of line 5	6 439,815.

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	1 439,815.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 1,474.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 1,474.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 438,341.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 438,341.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 438,341.

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 413,148.
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	4 413,148.
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 1,474.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 411,674.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				438,341.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			376,315.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2016				
a From 2011 0.				
b From 2012 0.				
c From 2013 0.				
d From 2014 0.				
e From 2015 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 413,148.				
a Applied to 2015, but not more than line 2a			376,315.	
b Applied to undistributed income of prior years (Election required — see instructions).				
c Treated as distributions out of corpus (Election required — see instructions).	0.			
d Applied to 2016 distributable amount				36,833.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.	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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 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 2017				401,508.
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012 0.				
b Excess from 2013 0.				
c Excess from 2014 0.				
d Excess from 2015 0.				
e Excess from 2016 0.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling.

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or

☐ 4942(j)(5)

2 a 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 foundation 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))

NONE

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

NONE

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:

WILLIAM H. CAMERON

PO BOX 3649

WILMINGTON

NC

28406

(910) 762-2676

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

Charities submit a letter of request stating their mission and purpose of the requested grant. They should include documentation that they are a 501(c)(3) organization.

c Any submission deadlines

No

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

They must be a 501(c)(3) organization.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16,674.	
4 Dividends and interest from securities			14	121,810.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . . .			18	61,237.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue					
a Wells Fargo (7244) - Non Dividend Distribution			14	1,091.	
b Fidelity Investments (6433) - Non Dividend Distribution			14	1,902.	
c K-1 LT Capital Gains			14	4,288.	
d K-1 Ordinary Income (Loss)			14	23,237.	
e See Other Revenue Stmt				10,244.	
12 Subtotal. Add columns (b), (d), and (e)				240,483.	
13 Total. Add line 12, columns (b), (d), and (e)					240,483.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF
Part I, Line 6a**Net Gain or Loss From Sale of Assets****2016**

Name

DAN CAMERON FAMILY FOUNDATION, INC.

Employer Identification Number

56-2087335

Asset Information:Description of Property Publicly Traded SecuritiesDate Acquired . Various How Acquired . . . PurchasedDate Sold . . . Various Name of Buyer . . . _____Sales Price . . . 2,126,741. Cost or other basis (do not reduce by depreciation) . . . 2,065,504.

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . 61,237. Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Wells Fargo (724-) - Non Dividend Distributions	1,091.		
Wellington Investments (6433) - Non Dividend Distributions	1,902.		
K-1 LT Capital Gains	4,288.	4,288.	
K-1 Ordinary Income/Loss	23,237.	23,237.	
K-1 Other Income (Loss)	10,189.	10,189.	
K-1 Dividends	18.	18.	
K-1 Section 1231 Gain/Loss	37.	37.	
Total	40,762.	37,769.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax	1,553.	1,553.		
2015 Tax Due with Return	3,830.			
Total	5,383.	1,553.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Advertising	55.	27.		28.
K-1 Deductions	19,134.	19,134.		
K-1 Non Deductible Expenses	10,071.			
Penalties and Interest	95.			
Interest	18.			
Total	29,373.	19,161.		28.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> SWANNA C. SALTIEL 1002 VALLEY VIEW ANN ARBOR MI 48105	DIRECTOR 2.00	0.	0.	0.
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> CHARLOTTE CAMERON 1563 DOMINION HILL COURT MCLEAN VA 22101	DIRECTOR 2.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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

Total

0. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CAMERON ART MUSEUM 3201 S. 17TH STREET WILMINGTON NC 28412	NONE	PC	MUSEUM AND ARTS EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 8,500.
CAPE FEAR ACADEMY 3900 SOUTH COLLEGE ROAD WILMINGTON NC 28412	NONE	PC	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
CAPE FEAR COMMUNITY COLLEGE 411 NORTH FRONT STREET WILMINGTON NC 28401	NONE	PC	HOLIDAY HELPERS PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
CAPE FEAR COUNCIL - BOYS SCOUTS OF AMERICA POST OFFICE BOX 7156 WILMINGTON NC 28406	NONE	PC	CHILDREN AND YOUTH ORGANIZATION AND ACTIVITIES	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,000.
CAPE FEAR GUARDIAN AD LITEM ASSOCIATION 272 NORTH FRONT STREET, SUITE 215 WILMINGTON NC 28401	NONE	pc	"HELP A KID BE A KID" PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
CAPE FEAR LITERACY COUNCIL 1012 SOUTH 17TH STREET WILMINGTON NC 28401	NONE	PC	LITERACY EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
CAPE FEAR MUSIUM 814 MARKET STREET WILMINGTON NC 28401	NONE	PC	MUSEUM AND ARTS EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
CHAMBER DANCE PROJECT 700 12TH STREET, NW SUITE 700 WASHINGTON DC 20005	NONE	PC	EDUCATION IN DANCE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
CHILDREN'S CENTER OF TRANSYLVANIA 95 S JOHNSON STREET BREVARD NC 28712	NONE	PC	KIDS IN CAMP PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 300.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

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	Person or Business Checkbox	Amount
Name and address (home or business)					
a Paid during the year					
CHRIST COMMUNITY CHURCH				Person or Business <input type="checkbox"/>	
4555 FAIRVIEW DRIVE				<input checked="" type="checkbox"/>	
WILMINGTON NC 28412	NONE	PC	ROMANIA TRIP		100.
COASTAL THERAPEUTIC RIDING PROGRAM				Person or Business <input type="checkbox"/>	
8120 SIDBURY ROAD				<input checked="" type="checkbox"/>	
WILMINGTON NC 28411	NONE	PC	THERAPEUTIC RIDING PROGRAM		1,000.
CHILDREN'S MUSEUM OF WILMINGTON				Person or Business <input type="checkbox"/>	
116 ORANGE STREET				<input checked="" type="checkbox"/>	
WILMINGTON NC 28401	NONE	PC	ARTS EDUCATION FOR CHILDREN		1,000.
COMMUNITIES IN SCHOOLS OF CAPE FEAR				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 398				<input checked="" type="checkbox"/>	
WILMINGTON NC 28402	NONE	PC	HEALTHY START BREAKFAST PROGRAM FOR YOUTH		750.
COUNTYWIDE COMMUNITY DEVELOPMENT CORPORATION				Person or Business <input type="checkbox"/>	
1183 OLD MILL ROAD				<input checked="" type="checkbox"/>	
LELAND NC 28451	NONE	PC	EDUCATION AND COMMUNITY PROGRAMS		200.
CUCALORUS FILM FOUNDATION				Person or Business <input type="checkbox"/>	
815 PRINCESS STREET				<input checked="" type="checkbox"/>	
WILMINGTON NC 28401	NONE	PC	SUPPORT OF FILM FESTIVAL		500.
DANNY & RON'S RESCUE				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 604				<input checked="" type="checkbox"/>	
CAMDEN SC 29021	NONE	PC	DOG RESCUE PROGRAM		3,100.
DOMESTIC VIOLENCE SHELTER				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 1555				<input checked="" type="checkbox"/>	
WILMINGTON NC 28402	NONE	PC	FINANCIAL SUPPORT AT DOMESTIC VIOLENCE SHELTER		1,000.
DREAMS OF WILMINGTON				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 363				<input checked="" type="checkbox"/>	
WILMINGTON NC 28402	NONE	PC	YOUTH ORGANIZATION AND ACTIVITIES		7,500.
DUKE CHILDREN'S HOSPITAL				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 735				<input checked="" type="checkbox"/>	
ROLESVILLE NC 27571	NONE	PC	CHILDREN'S HORSE SHOW BENEFIT FUNDS		2,000.
EDUCATIONAL FOUNDATION, INC.				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 2446				<input checked="" type="checkbox"/>	
CHAPEL HILL NC 27515	NONE	PC	WELLS BASKETBALL OPERATING ENDOWMENT		10,000.
ELLIE WHITE FOUNDATION FOR RARE GENETIC DISORDER				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 7074				<input checked="" type="checkbox"/>	
GOLDEN CO 80403	NONE	PC	MEDICAL RESEARCH FOR WILSON'S DISEASE		1,000.
FATHER JOE'S VILLAGES				Person or Business <input type="checkbox"/>	
3350 E. STREET				<input checked="" type="checkbox"/>	
SAN DIEGO CA 92102	NONE	PC	SUPPORT OF HOMELESS MISSION		7,000.
FELLOWSHIP OF CHRISTIAN ATHLETES				Person or Business <input type="checkbox"/>	
4600 MARRIOTT DRIVE				<input checked="" type="checkbox"/>	
RALEIGH NC 27612	NONE	PC	CAMPUS MINISTRY		500.
FEED THE HUNGRY SAN MIGUEL, INC.				Person or Business <input type="checkbox"/>	
220 N. ZAPATA HIGHWAY #11				<input checked="" type="checkbox"/>	
LAREDO TX 78043	NONE	PC	FOOD PROGRAM FOR CHILDREN		3,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

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	Person or Business Checkbox	Amount
Name and address (home or business)					
a Paid during the year					
FIRST PRESBYTERIAN CHURCH				Person or Business <input type="checkbox"/>	
125 SOUTH THIRD STREET				<input checked="" type="checkbox"/>	
WILMINGTON NC 28401	NONE	PC	CHURCH BUDGET, YOUTH OUTREACH AND CHURCH		9,000.
FRIENDS OF OAKDALE CEMETARY				Person or Business <input type="checkbox"/>	
520 NORTH 15TH STREET				<input checked="" type="checkbox"/>	
WILMINGTON NC 28401	NONE	PC	CEMETERY RESTORATION AND MAINTENANCE		500.
FRIENDS OF PUBLIC RADIO, INC.				Person or Business <input type="checkbox"/>	
254 N. FRONT STREET, SUITE 300				<input checked="" type="checkbox"/>	
WILMINGTON NC 28401	NONE	PC	WHQR CAPITAL CAMPAIGN		1,000.
FRIENDS OF THE WATER CONSERVATION GARDEN				Person or Business <input type="checkbox"/>	
12122 CUYAMACA COLLEGE DRIVE WEST				<input checked="" type="checkbox"/>	
EL CAJON CA 92019	NONE	PC	EDUCATION PROGRAM AND EXHIBITS		500.
GOOD FRIENDS OF WILMINGTON				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 4222				<input checked="" type="checkbox"/>	
WILMINGTON NC 28406	NONE	PC	SUPPLY NEEDS OF THE POOR		1,000.
HIGHER EDUCATION WORKS FOUNDATION				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 10463				<input checked="" type="checkbox"/>	
RALEIGH NC 27605	NONE	POF	HIGHER EDUCATION RESEARCH		2,000.
HILL SCHOOL OF WILMINGTON, INC.				Person or Business <input type="checkbox"/>	
3240 BURNT MILL DRIVE, SUITE 9a				<input checked="" type="checkbox"/>	
WILMINGTON NC 28403	NONE	PC	EDUCATION FOR STUDENTS WITH LEARNING DIFFERENCES		1,000.
INTERNATIONAL ARTS & ARTISTS, INC.				Person or Business <input type="checkbox"/>	
9 HILLYER COURT				<input checked="" type="checkbox"/>	
WASHINGTON DC 20008	NONE	PC	ARTS PROGRAMS		500.
JOHNSON CHAPEL AME ZION CHURCH				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 274				<input checked="" type="checkbox"/>	
LELAND NC 28451	NONE	PC	CHURCH BUDGET		1,000.
KENAN-FLAGLER BUSINESS SCHOOL FOUNDATION				Person or Business <input type="checkbox"/>	
CAMPUS BOX 3490 - McCOLL BUILDING				<input checked="" type="checkbox"/>	
CHAPEL HILL NC 27599	NONE	PC	BUSINESS SCHOOL FOUNDATION		2,500.
KIDS MAKING IT				Person or Business <input type="checkbox"/>	
617 CASTLE STREET				<input checked="" type="checkbox"/>	
WILMINGTON NC 28401	NONE	PC	WOODWORKING PROGRAM FOR KIDS		16,000.
KPBS SAN DIEGO				Person or Business <input type="checkbox"/>	
5200 CAMANILE DRIVE				<input checked="" type="checkbox"/>	
SAN DIEGO CA 92182	NONE	PC	PROGRAM DEVELOPMENT		1,500.
LA JOLLA PLAYHOUSE				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 12039				<input checked="" type="checkbox"/>	
LA JOLLA CA 92039	NONE	PC	PERFORMANCE PROGRAMS		10,000.
LOWER CAPE FEAR HOSPICE				Person or Business <input type="checkbox"/>	
1414 PHYSICIANS DRIVE				<input checked="" type="checkbox"/>	
WILMINGTON NC 28401	NONE	PC	END OF LIFE HEALTH SERVICES		1,000.
MAKE WAY PARTNERS				Person or Business <input type="checkbox"/>	
POST OFFICE BOX 459				<input checked="" type="checkbox"/>	
CHELSEA AL 35043	NONE	PC	SUDAN MISSION SUPPORT		1,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

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	Person or Business Checkbox	Amount
Name and address (home or business)					
a Paid during the year					
MCLEAN PROJECT FOR THE ARTS				Person or Business	
1234 INGLESIDE AVENUE					
MCLEAN VA 22101	NONE	PC	VISUAL ARTS PROGRAMS		2,900.
MEALS ON WHEELS GREAT SAN DIEGO, INC.				Person or Business	
2254 SAN DIEGO AVENUE, # 200					
SAN DIEGO CA 92110	NONE	PC	MEALS FOR HOMEBOUND SENIORS		3,000.
THE MEDICAL FOUNDATION OF NC				Person or Business	
800 MLK, JR. BOULEVARD					
CHAPEL HILL NC 27514	NONE	PC	MEDICAL EDUCATION FUND		5,000.
MONARCH SCHOOL PROJECT				Person or Business	
1625 NEWTON AVENUE					
SAN DIEGO CA 92113	NONE	PC	EDUCATION AND SUPPORT SERVICE TO HOMELESS STUDENTS		5,000.
MUDDY SNEAKERS				Person or Business	
POST OFFICE BOX 146					
BREVARD NC 28712	NONE	PC	OUTDOOR SCIENCE EDUCATION PROGRAM		500.
N. STREET VILLAGE, INC.				Person or Business	
1333 N. STREET, NW					
WASHINGTON DC 20005	NONE	PC	SERVICES FOR THE HOMELESS AND ADULT REENTRY PROGRAM		100.
NATIONAL MUSEUM OF WOMEN IN THE ARTS				Person or Business	
1250 NEW YORK AVENUE, NEW					
WASHINGTON DC 20005	NONE	PC	Art Exhibitions and Programs		750.
NATIONAL SYMPHONY ORCHESTRA				Person or Business	
2700 F. STREET, NW					
WASHINGTON DC 20566	NONE	PC	Orchestra Support		3,000.
NC ZOOLOGICAL SOCIETY				Person or Business	
4403 ZOO PARKWAY					
ASHEBORO NC 27203	NONE	PC	X-RAY MACHINE FOR VETERINARY HOSPITAL		10,000.
NORTH CAROLINA AQUARIUM SOCIETY				Person or Business	
3125 POPLARWOOD COURT, SUITE 160					
RALEIGH NC 27604	NONE	PC	Educator Programs and Exhibits		1,000.
NORTH CAROLINA MUSEUM OF ART				Person or Business	
4630 MAIL SERVICE CENTER					
RALEIGH NC 27699	NONE	PC	General Operations of Museum		500.
NC STATE ENGINEERING FOUNDATION				Person or Business	
NCSU CAMPUS BOX 7207					
RALEIGH NC 27695	NONE	PC	ENGINEERING PROGRAM		3,000.
ONE MINISTRIES, INC. (UNIQUE LEARNING CENTER)				Person or Business	
POST OFFICE BOX 26089					
WASHINGTON DC 20001	NONE	PC	INNER CITY YOUTH PROGRAM		1,000.
OPERA WILMINGTON				Person or Business	
8700 FAZIO DRIVE					
WILMINGTON NC 28411	NONE	PC	Opera Productions		1,000.
PIEDMONT ENVIRONMENTAL COUNCIL				Person or Business	
POST OFFICE BOX 460					
WARRENTON VA 20188	NONE	PC	GENERAL OPERATING BUDGET		420.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
POST CLASSICAL ENSEMBLE 5104 44TH STREET, NW WASHINGTON DC 20016	NONE	PC	OPERATING BUDGET	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
ROCKY POINT VOLUNTEER FIRE DEPARTMENT POST OFFICE BOX 27 ROCKY POINT NC 28457	NONE	PC	GENERAL OPERATIONS OF FIRE DEPARTMENT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
SALVATION ARMY 820 NORTH SECOND STREET WILMINGTON NC 28401	NONE	PC	ASSISTANCE TO PEOPLE NEED	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 51,000.
SALVATION ARMY WOMEN'S AUXILIARY OF WASHINGTON, DC 2626 PENNSYLVANIA AVENUE, NW WASHINGTON DC 20037	NONE	PC	FUNDRAISER FOR TRANSITIONAL HOUSING PROGRAM AND CARE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 775.
SAN DIEGO OPERA ASSOCIATION 233 A. STREET, SUITE 500 SAN DIEGO CA 92101	NONE	PC	SUPPORT OPERA PRODUCTIONS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
SAN MIGUEL COMMUNITY FOUNDATION PMB 5-K - 220 N. ZAPATA HWY # 11 LAREDO TX 78043	NONE	PC	APOYO AND CRUZ ROJA	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 40,000.
SEAHAWK CLUB 601 SOUTH COLLEGE ROAD WILMINGTON NC 28403	NONE	PC	SUPPORT OF ATHLETICS PROGRAMS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
SITAR ARTS CENTER 1700 KALORAMA ROAD, NW - SUITE 101 WASHINGTON DC 20009	NONE	PC	CHILDREN AND YOUTH ARTS PROGRAMS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
SMILE TRAIN 41 MADISON AVENUE, 28TH FLOOR NEW YORK NY 10010	NONE	PC	CLEFT PALATE SURGERY FOR CHILDREN	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
ST. ANDREWS COVENANT CHURCH 1416 MARKET STREET WILMINGTON NC 28401	NONE	PC	CHURCH MINISTRY FUND	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,500.
ST. JAMES PARISH 25 SOUTH THIRD STREET WILMINGTON NC 28401	NONE	PC	CHURCH MINISTRY FUND AND LAKE PRESERVE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
ST. MARY'S SCHOOL 900 HILLSBOROUGH STREET RALEIGH NC 27603	NONE	PC	ANNUAL FUND CAMPAIGN	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
STEP AFRIKA 1333 H. STREET, NE WASHINGTON DC 20002	NONE	PC	PERFORMING ARTS PRODUCTIONS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
THALIAN ASSOCIATION, INC. BOX 1111 WILMINGTON NC 28402	NONE	PC	FUNDRAISER SUPPORT FOR THEATER	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
THALIAN HALL CENTER FOR THE PERFORMING ARTS, INC. POST OFFICE BOX 371 WILMINGTON NC 28402	NONE	PC	THEATRE OPERATIONS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

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	Person or Business Checkbox	Amount
Name and address (home or business)					
a Paid during the year					
THE JUNIOR LEAGUE OF WILMINGTON, NC, INC 3803 WRIGHTSVILLE AVENUE, UNIT 9 WILMINGTON NC 28403	NONE	PC	CHILDREN'S EDUCATION PROGRAM	Person or Business <input checked="" type="checkbox"/>	1,000.
THE MERRIE-WOODE FOUNDATION, INC. 100 MERRIE-WOODE ROAD SAPPHIRE NC 28774	NONE	PC	ANNUAL FUND AND CAPITAL CAMPAIGN	Person or Business <input checked="" type="checkbox"/>	2,000.
THE PHILLIPS COLLECTION 1600 TWENTY-FIRST STREET - NW WASHINGTON DC 20009	NONE	PC	MUSEUM SUPPORT	Person or Business <input checked="" type="checkbox"/>	3,000.
THE SCRAP EXCHANGE 923 FRANKLIN STREET, BAY 1 DURHAM NC 27701	NONE	PC	CREATIVE REUSE ART CENTER	Person or Business <input checked="" type="checkbox"/>	30,000.
THE WASHINGTON BALLET 3515 WISCONSIN AVENUE, NW WASHINGTON DC 20016	NONE	PC	BALLET PRODUCTIONS	Person or Business <input checked="" type="checkbox"/>	1,000.
THE WOMEN'S CENTER 133 PARK STREET, NE VIENNA VA 22180	NONE	PC	COMMUNITY SERVICE ORGANIZATION AND PROGRAMS	Person or Business <input checked="" type="checkbox"/>	1,500.
TRANSFORMER, INC. 1404 P STREET, NW WASHINGTON DC 20005	NONE	PC	ADULT ARTS EDUCATION AND PROGRAMS	Person or Business <input checked="" type="checkbox"/>	1,000.
TRANSYLVANIA YOUTH STRINGS POST OFFICE BOX 1662 BREVARD NC 28712	NONE	PC	MUSIC EDUCATION	Person or Business <input checked="" type="checkbox"/>	300.
TRYON PALACE COUNCIL OF FRIENDS, INC. POST OFFICE BOX 1007 NEW BERN NC 28563	NONE	PC	EDUCATION PROGRAMS AND CULTURAL EVENTS	Person or Business <input checked="" type="checkbox"/>	1,000.
UNC-CHAPEL HILL - HORIZON'S CAPITAL FUND POST OFFICE BOX 309 CHAPEL HILL NC 27514	NONE	PC	CAPITAL FUND FOR UNC-CH	Person or Business <input checked="" type="checkbox"/>	3,000.
VISTA HILL FOUNDATION 8910 CLAIREMONT MESA BLVD. SAN DIEGO CA 92123	NONE	PC	SERVICES FOR AT-RISK INDIVIDUALS AND FAMILIES	Person or Business <input checked="" type="checkbox"/>	7,000.
WASHINGTON PERFORMING ARTS SOCIETY 2000 L STREET, SUITE 510 WASHINGTON DC 20036	NONE	PC	PERFORMING ARTS EDUCATION AND PERFORMANCES	Person or Business <input checked="" type="checkbox"/>	16,400.
WELCOME HOME ANGEL 1028 S. COLLEGE ROAD WILMINGTON NC 28403	NONE	PC	ASSIST CHILDREN WITH LIFE ALTERING ILLNESS OR INJURY	Person or Business <input checked="" type="checkbox"/>	1,000.
WILMINGTON JEWISH FILM FESTIVAL, INC. POST OFFICE BOX 7371 WILMINGTON NC 28406	NONE	PC	FILM PRESENTATION	Person or Business <input checked="" type="checkbox"/>	1,000.
WILMINGTON SYMPHONY ORCHESTRA 4608 CEDAR AVENUE # 105 WILMINGTON NC 28403	NONE	PC	ORCHESTRA PERFORMANCE AND EDUCATION	Person or Business <input checked="" type="checkbox"/>	6,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

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	Person or Business Checkbox
Name and address (home or business)				Amount
a Paid during the year				
WORKING FILMS				Person or <input type="checkbox"/>
602 SOUTH FIFTH AVENUE				Business <input checked="" type="checkbox"/>
WILMINGTON NC 28401	NONE	PC	DOCUMENTARIES	500.
YOUNG LIFE PORT CITY				Person or <input type="checkbox"/>
4822 COLLEGE ACRES DRIVE				Business <input checked="" type="checkbox"/>
WILMINGTON NC 28403	NONE	PC	ANNUAL FUNDRAISER	1,500.
YOUNG WOMEN LEADING (GLOW)				Person or <input type="checkbox"/>
POST OFFICE BOX 7621				Business <input checked="" type="checkbox"/>
WILMINGTON NC 28406	NONE	PC	EDUCATION SUPPORT	2,500.
YWCA - LOWER CAPE FEAR				Person or <input type="checkbox"/>
2815 SOUTH COLLEGE ROAD				Business <input checked="" type="checkbox"/>
WILMINGTON NC 28412	NONE	PC	CHILD CARE SCHOLARSHIP FUND	6,000.

Total

365,995.

Form 990-PF, Page 12, Part XVI-A, Line 11

Other Revenue Stmt

Other revenue	Business code	Amount	Exclusion code	Amount	Related/exempt function income
K-1 Other Income (Loss)			14	10,189.	
K-1 Dividends			14	18.	
K-1 Section 1231 Gain/Loss			14	37.	

Totals

10,244.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RSM McGladrey, Inc.	Accounting	2,750.	1,375.		1,375.
Donna Pardue	Bookkeeping	500.	250.		250.

Total

3,250.1,625.1,625.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Cameron Management, Inc.	Investment Management Fees	10,000.	5,000.		5,000.
Wells Fargo (0060)	Investment Advisory Fees	192.	192.		
Wells Fargo (7244)	Investment Advisory Fees	23,829.	23,829.		
Fidelity Investments (6433)	Investment Advisory Fees	19,508.	19,508.		
Fidelity Investments (1181)	Investment Advisory Fees	7,285.	7,285.		
Charles Schwab (7761)	Investment Advisor Fees	10,460.	10,460.		
Clearview Fiduciary Alliance	Investment Advisory Services	1,500.	1,500.		
Total		<u>72,774.</u>	<u>67,774.</u>		<u>5,000.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Wells Fargo (7244) - See Attached	35,734.	35,734.
Fidelity Investments (6433) - See Attached	203,610.	203,610.
nCino, Inc.	1,341,413.	1,341,413.
Yadkin Financial Corporation	16,500.	16,500.
Total	<u>1,597,257.</u>	<u>1,597,257.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Charles Schwab Bond Funds (7761) - See Attached	90,761.	90,761.
Total	<u>90,761.</u>	<u>90,761.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Hatteras Multi-Strategy Fund	243,251.	243,251.
Wells Fargo Mutual Funds (7244) - See Attached	3,672,610.	3,672,610.
Fidelity Investments Mutual Funds (676-356433) - See Attached	1,706,072.	1,706,072.
Fidelity Investments ETPs (676-356433) - See Attached	525,264.	525,264.
Fidelity Investments ETPs (1181) - See Attached	423,614.	423,614.
Charles Schwab Equity Funds (7761) - See Attached	369,505.	369,505.

Form 990-PF, Page 2, Part II, Line 13

Continued

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Charles Schwab Other Assets (7761) - See Attached	61,455.	61,455.
Plexus Fund II, LP	70,225.	70,225.
Plexus Fund III, LP	141,516.	141,516.
Plexus Fund IV-A, LP	16,751.	16,751.
Laurenbridge Development Company	5,166.	5,166.
Total	<u><u>7,235,429.</u></u>	<u><u>7,235,429.</u></u>

Supporting Statement of:

Form 990-PF, p1/Line 3(b)

Description	Amount
Live Oak Bank	748.
Laurenbridge Development Company, LLC	15,926.
Total	<u>16,674.</u>

Supporting Statement of:

Form 990-PF, p1/Line 4(b)

Description	Amount
Wells Fargo (7244)	12.
Fidelity Investments (6433) - Interest	12.
Fidelity Investments (1181) - Interest	1.
Wells Fargo (7244) - Dividends	53,399.
Fidelity Investments (6433) - Dividends	49,213.
Fidelity Investments (1181) - Dividends	7,770.
Charles Schwab (7761) - Dividends	11,106.
Yadkin Financial Corp - Dividends	270.
NewBridge Bancorp - Dividends	27.
Total	<u>121,810.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(a)

Description	Amount
Bank of America	147,748.
Total	<u>147,748.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
Live Oak Bank	87,683.
Wells Fargo (0060)	1,067.
Wells Fargo (7244)	176,985.
Fidelity Investments (6433)	102,884.
Fidelity Investments (1181)	12,386.
Charles Schwab (7761)	4,979.

Continued

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
Total	<u>385,984.</u>

Supporting Statement of:

Form 990-PF, p2/Line 27(a)

Description	Amount
Prior Years Retained Earnings	-5,721,417.
DDC Original Contribution	4,437,031.
DDC Estate Capital Contribution	2,083,471.
EHC Capital Contribution	3,911,739.
EHC Revocable Trust Capital Contribution	3,188,261.
Mark to Market	100,406.
Total	<u>7,999,491.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(b)

Description	Amount
Bank of America	113,553.
Total	<u>113,553.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(c)

Description	Amount
Bank of America	113,553.
Total	<u>113,553.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
Live Oak Bank	88,431.
Wells Fargo Advisors (7244)	137,674.
Fidelity Investments (1181)	10,418.
Fidelity Investments (6433)	51,770.
Charles Schwab (7761)	6,791.
Total	<u>295,084.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(c)

Description	Amount
Live Oak Bank	88,431.
Wells Fargo Advisors (7244)	137,674.
Fidelity Investments (1181)	10,418.
Fidelity Investments (6433)	51,770.
Charles Schwab (7761)	6,791.
Total	<u>295,084.</u>

Supporting Statement of:

Form 990-PF, p2/Line 27(b)

Description	Amount
Prior Years Retained Earnings	-5,712,752.
DDC Original Contribution	4,437,031.
DDC Estate Capital Contribution	2,083,471.
EHC Capital Contribution	3,911,739.
EHC Revocable Trust Capital Contribution	3,188,261.
Mark to Market	1,701,126.
Total	<u>9,608,876.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1a

Description	Amount
Wells Fargo (0060)	31,037.
Wells Fargo (7244)	3,581,159.

Continued

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1a

Description	Amount
Fidelity Investments (6433)	2,229,378.
Fidelity Investments (1181)	455,785.
Charles Schwab (7761)	498,657.
NewBridge Bancorp	16,500.
nCino	1,060,381.
Total	<u>7,872,897.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1b

Description	Amount
Bank of America	240,503.
Live Oak Bank	88,056.
Wells Fargo (0060)	424.
Wells Fargo (7244)	123,686.
Fidelity Investments (6433)	111,617.
Fidelity Investments (1181)	9,709.
Charles Schwab (7761)	6,448.
Total	<u>580,443.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1c

Description	Amount
Laurenbridge Development Company, LLC	5,166.
Plexus Fund II, LP	70,225.
Plexus Fund III, LP	141,516.
Plexus Fund IV-A, LP	16,751.
Hatteras Multi-Strategy Fund	243,251.
Total	<u>476,909.</u>

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
Live Oak Bank	748.

Continued

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
Laurenbridge Development Company, LLC	15,926.
Total	<u>16,674.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Wells Fargo (7244) - Interest	12.
Fidelity Investments (6433) - Interest	12.
Fidelity Investments (1181) - Interest	1.
Wells Fargo (7244) - Dividends	53,399.
Fidelity Investments (6433) - Dividends	49,213.
Fidelity Investments (1181) - Dividends	7,770.
Charles Schwab (7761) - Dividends	11,106.
Yadkin Financial Corp - Dividends	270.
NewBridge Bancorp - Dividends	27.
Total	<u>121,810.</u>

Supporting Statement of:

Net Gain or Loss From Sale of Assets/Sales Price-1

Description	Amount
Wells Fargo (0060)	72,543.
Wells Fargo (7244)	85,500.
Fidelity Investments (6433)	1,075,466.
Fidelity Investments (1181)	781,570.
Fidelity Investments (1181) Disallowed Gain/Loss	22,986.
Fidelity Investments (6433) - Capital Gain Distribution	18,049.
Wells Fargo (7244) - Capital Gain Distribution	66,239.
Charles Schwab (7761) - Capital Gain Distribution	4,345.
Fidelity Investments (6433) - Cash in Lieu	43.
Total	<u>2,126,741.</u>

FIDELITY INVESTMENTS 649-701181

FORM 990-PF, PART II

DESCRIPTION

VALUATION METHOD

	BOOK VALUE		FAIR MARKET VALUE	
EXCHANGE TRADED PRODUCTS				
ISHARES EDGE MSCI MIN VOL USA ETF (USMV)	\$	101,518.90	\$	101,518.90
ISHARES EDGE MSCI USA MOMENTUM (MTUM)	\$	78,363.38	\$	78,363.38
PROSHARES TRUST S&P 500 DIVID (NOBL)	\$	89,867.97	\$	89,867.97
RDYX ETF TRUST GUGGENHEIM S&p 500 (RSP)	\$	82,394.64	\$	82,394.64
GUGGENHEIM S&P 500 PURE VALUE ETF (RPV)	\$	71,469.19	\$	71,469.19
TOTAL HOLDINGS		\$ 423,614.08	\$	423,614.08

LINE 13

DESCRIPTION

VALUATION METHOD

BOOK VALUE

FAIR MARKET VALUE

MUTUAL FUNDS

-STOCK FUNDS

GAVEKAL KNOWLEDGE LEADERS INST'L CL (GAVIX)	\$	432,113.28	\$	432,113.28
MFS INTERNATIONAL VALUE FD CL I (MINIX)	\$	257,700.72	\$	257,700.72
PACIFIC FUNDS SMALL/MID CAP INVESTOR (PFIRX)	\$	80,025.34	\$	80,025.34
T ROWE PRICE HEALTH SCIENCES (PRHSX)	\$	144,262.66	\$	144,262.66
RMB MENDON FINANCIAL LONG SHORT CL A (RMBFX)	\$	307,295.41	\$	307,295.41

TOTAL STOCK FUNDS	\$	1,221,397.41	\$	1,221,397.41
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-BOND FUNDS

PACIFIC FUNDS FLOATING RATE ADV (PLFDX)	\$	80,900.16	\$	80,900.16
PIMCO INCOME FUND INSTITUTIONAL FUND (PIMIX)	\$	403,774.04	\$	403,774.04

TOTAL BOND FUNDS	\$	484,674.20	\$	484,674.20
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TOTAL MUTUAL FUNDS	\$	1,706,071.61	\$	1,706,071.61	LINE 13
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EXCHANGE TRADED PRODUCTS

ISHARES CORE S&P TOTAL US STOCK MARKET (ITOT)	\$	272,288.24	\$	272,288.24
ISHARES CORE S&P MID-CAP ETF (IJH)	\$	106,320.72	\$	106,320.72
VANGUARD INDEX FDS VANGUARD REIT (VNQ)	\$	146,654.81	\$	146,654.81

TOTAL EXCHANGE TRADED PRODUCTS	\$	525,263.77	\$	525,263.77	LINE 13
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STOCKS

LIVE OAK BANCSHARES INC COM (LOB)	\$	203,609.81	\$	203,609.81	LINE 10B
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TOTAL STOCKS	\$	203,609.81	\$	203,609.81
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TOTAL HOLDINGS	\$	2,434,945.19	\$	2,434,945.19
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DESCRIPTION

VALUATION METHOD

	BOOK VALUE	FAIR MARKET VALUE
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MUTUAL FUNDS

-BOND FUNDS

DFA INTER TERM EXTENDED (DFTEX)	\$ 30,674.55	\$ 30,674.55
DFA INVESTMENT GRADE (DFAPX)	\$ 30,563.61	\$ 30,563.61
DFA TARGETED CREDIT (DTCPX)	\$ 29,522.52	\$ 29,522.52

TOTAL BOND FUNDS	\$ 90,760.68	\$ 90,760.68	LINE 10C
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-EQUITY FUNDS

DFA EMERGING MKTS PORT (DFEMX)	\$ 17,426.34	\$ 17,426.34
DFA EMERGING MKTS SMALL (DEMSX)	\$ 7,242.85	\$ 7,242.85
DFA INTL SMALL CO PORT (DFISX)	\$ 35,636.37	\$ 35,636.37
DFA INTL VALUE PORT (DFIVX)	\$ 21,420.79	\$ 21,420.79
DFA LARGE CAP INTLL PORT (DFALX)	\$ 47,850.18	\$ 47,850.18
DFA US LARGE CAP EQUITY (DUSQS)	\$ 121,583.00	\$ 121,583.00
DFA US LARGE CAP VALUE (DFLVX)	\$ 21,579.12	\$ 21,579.12
DFA US SMALL CAP PORT (DFSTX)	\$ 26,703.55	\$ 26,703.55
DFA US TARGETED VALUE (DFFVX)	\$ 40,273.61	\$ 40,273.61
SCHWAB FUNDAMENTAL EMER (SFENX)	\$ 4,524.44	\$ 4,524.44
SCHWAB FUNDAMENTAL INTL (SFNNX)	\$ 4,698.49	\$ 4,698.49
SCHWAB FUNDAMENTAL US (SFLNX)	\$ 20,566.42	\$ 20,566.42

TOTAL EQUITY FUNDS	\$ 369,505.16	\$ 369,505.16	LINE 13
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TOTAL MUTUAL FUNDS	\$ 460,265.84	\$ 460,265.84
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OTHER ASSETS

ISHARES CORE US (AGG)	\$ 30,689.04	\$ 30,689.04
VANGUARD INTERMEDIATE (VCIT)	\$ 30,766.30	\$ 30,766.30

TOTAL OTHER ASSETS	\$ 61,455.34	\$ 61,455.34	LINE 13
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TOTAL HOLDINGS	\$ 521,721.18	\$ 521,721.18
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DESCRIPTION

VALUATION METHOD

BOOK VALUE

FAIR MARKET VALUE

STOCKS AND ETFs

VANGUARD FTSE (VEA)	\$	22,837.50	\$	22,837.50
VANGUARD SMALL CAP (VB)	\$	12,896.00	\$	12,896.00
TOTAL STOCKS AND ETFs	\$	35,733.50	\$	35,733.50

MUTUAL FUNDS

AB CAP FD INC (ARSYX)	\$	13,033.48	\$	13,033.48
AMCAP FUND INC (AMCFX)	\$	277,339.38	\$	277,339.38
AQR FDS (AQMIX)	\$	93,682.02	\$	93,682.02
BRANDES INVT TR (BEMIX)	\$	33,312.19	\$	33,312.19
DELAWARE GROUP INCOME (DDFLX)	\$	55,905.67	\$	55,905.67
FIDELITY ADVISOR MID (FIIMX)	\$	235,745.57	\$	235,745.57
GOLDMAN SACHS TR (GSZIX)	\$	79,723.27	\$	79,723.27
AMERICAN FUND GROWTH (GFFFX)	\$	264,025.58	\$	264,025.58
AMERICAN FUNDS (WMFFX)	\$	560,869.12	\$	560,869.12
LAZARD FDS INC (LZEMX)	\$	30,521.61	\$	30,521.61
MFS SER TR I (MEIIX)	\$	253,010.57	\$	253,010.57
MFS SER TR X (MEDIX)	\$	92,516.35	\$	92,516.35
METROPOLITAN WEST FDS (MWTIX)	\$	60,173.59	\$	60,173.59
PIMCO UNCONSTRAINED BD (PFIUX)	\$	85,736.30	\$	85,736.30
AMERICAN EUROPACIFIC (AEPFX)	\$	285,714.64	\$	285,714.64
OPPENHEIMER DEV MKTS (ODVYX)	\$	30,779.34	\$	30,779.34
PIMCO FDS PAC INVT (PTLDX)	\$	67,124.69	\$	67,124.69
PIMCO FDS PAC INVT (PACRIX)	\$	14,360.69	\$	14,360.69
PRUDENTIAL JENNISON (PNRZX)	\$	13,722.79	\$	13,722.79
PRUDENTIAL SHORT TERM (PIFZX)	\$	84,811.23	\$	84,811.23
RUSSELL INVT CO (RCCSX)	\$	15,887.24	\$	15,887.24
RUSSELL INVT CO (RRESX)	\$	47,294.22	\$	47,294.22
SMALLCAP WORLD FD INC (SMCFX)	\$	203,003.01	\$	203,003.01
T ROWE PRICE BLUE CHIP	\$	228,667.33	\$	228,667.33
NATIXIS FDS TR II (ASFYX)	\$	103,236.43	\$	103,236.43
VANGUARD FUNDS (VBTLX)	\$	80,538.07	\$	80,538.07
VIRTUS OPPORTUNITIES (HIEMX)	\$	41,097.33	\$	41,097.33
WELLS FARGO ABSOLUTE (WABIX)	\$	320,778.49	\$	320,778.49
TOTAL MUTUAL FUNDS	\$	3,672,610.20	\$	3,672,610.20

TOTAL HOLDINGS

\$	3,708,343.70	\$	3,708,343.70
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