

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			
	2 Savings and temporary cash investments	59,526	54,285	54,285
	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)			
	b Investments—corporate stock (attach schedule)	1,689,671	1,446,635	1,446,635
	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)	2,090,346	1,979,569	1,979,569
	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)	3,839,543	3,480,489	3,480,489	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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 ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	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	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	3,839,543	3,480,489	
	30 Total net assets or fund balances (see instructions)	3,839,543	3,480,489	
31 Total liabilities and net assets/fund balances (see instructions) .	3,839,543	3,480,489		

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	3,839,543
2 Enter amount from Part I, line 27a	2	-100,706
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	3,738,837
5 Decreases not included in line 2 (itemize) ▶ _____	5	258,348
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,480,489

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES			
b 1 59790% INTEREST IN VISTA DRILLING PROGRAM 2007-2 LTD PTR	D	2016-01-01	2018-12-31
c 30145% INTEREST IN VISTA DRILLING PROGRAM 2008-1	D	2016-01-01	2018-12-31
d CAPITAL GAINS DIVIDENDS	P		
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 563,097		539,894	23,203
b		816	-816
c 452			452
d 5,980			5,980
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			23,203
b			-816
c			452
d			5,980
e			

2 Capital gain net income or (net capital loss)	2	28,819
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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



Yes



No

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

1 Enter the appropriate amount in each column for each year, see 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))
2017	177,354	3,760,953	0 047157
2016	73,501	3,497,327	0 021016
2015	0	1,496,613	0 000000
2014			
2013			

2 Total of line 1, column (d)	2	0 068173
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 022724
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	3,765,464
5 Multiply line 4 by line 3	5	85,566
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,265
7 Add lines 5 and 6	7	86,831
8 Enter qualifying distributions from Part XII, line 4	8	224,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,265
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	1,265
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	1,265
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	840
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,800
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	2,640
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	1,375
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 1,375 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		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <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 2018 or the taxable year beginning in 2018? See the 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 ► N/A	13	Yes	
14	The books are in care of ► BR WHALEY Telephone no ► (910) 512-7471			

Located at **►** 2508 INDEPENDENCE BOULEVARD SUITE 205 WILMINGTON NC ZIP+4 **►** 28412

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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? <input type="checkbox"/>	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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 2018 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 2018).	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 2018?	4b		No

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

		Yes	No
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? If "Yes" to 6b, file Form 8870	6b	
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	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
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	3,686,071
b	Average of monthly cash balances.	1b	53,154
c	Fair market value of all other assets (see instructions).	1c	83,581
d	Total (add lines 1a, b, and c).	1d	3,822,806
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	3,822,806
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	57,342
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,765,464
6	Minimum investment return. Enter 5% of line 5.	6	188,273

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	188,273
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	1,265
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,265
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	187,008
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	187,008
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	187,008

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	224,000
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	224,000
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	1,265
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	222,735

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				187,008
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			182,342	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 224,000				
a Applied to 2017, but not more than line 2a			182,342	
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 2018 distributable amount.				41,658
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				145,350
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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines

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

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

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

Enter gross amounts unless otherwise indicated

[illegible]

Part XVII

- | | | | |
|---|----|--|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |
|---|----|--|----|

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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2d Is the foundation an entity or individual, animated (with) or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 5373? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Print/Type preparer's name	Preparer's Signature	Date	PTIN
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Firm's name ▶	RSM US LLP	5	FIN 13 0711325
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WILMINGTON, NC 28401 Phone no (910) 762-9671

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-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BOBBY R WHALEY 917 PINE VALLEY DRIVE WILMINGTON, NC 28409	PRESIDENT 0 10	0	0	0
W CARTER MEBANE III 2324 41ST STREET APT 368 WILMINGTON, NC 28403				
GARRY GARRIS 1316 HONOR LANE WILMINGTON, NC 28412	VICE PRESIDENT 0 10	0	0	0
MICHAEL PREVATTE 162 SPRING CREEK LANE WILMINGTON, NC 28411				
TALMAGE JONES 101 NORTH THIRD STREET WILMINGTON, NC 28401	DIRECTOR 0 10	0	0	0
JAMES B SINCLAIR 413 WEST RENOVAH CIRCLE WILMINGTON, NC 28403				
	ASSISTANT SECRETARY 0 10	0	0	0

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>				
AMERICAN RED CROSS431 18TH ST NW WASHINGTON, DC 20006	N/A	PC	TO PREVENT AND ALLEVIATE HUMAN SUFFERING IN THE FACE OF EMERGENCIES BY MOBILIZING THE POWER OF VOLUNTEERS AND THE GENEROSITY OF DONORS	15,000
NC BAPTIST MISSION 205 CONVENTION DRIVE CARY, NC 27512	N/A	NC	TO HELP CHURCHES INVOLVE THEIR MEMBERS IN MISSIONS AND MINISTRY IN JESUS' NAME	10,000
BRIGADE BOYS & GIRLS CLUB 2759 VANCE STREET WILMINGTON, NC 28412	N/A	PC	TO INSPIRE AND THROUGH CHARACTER DEVELOPMENT, ENABLE ALL YOUNG PEOPLE, ESPECIALLY THOSE WHO NEED US MOST, TO REACH THEIR FULL POTENTIAL AS PRODUCTIVE, CARING, RESPONSIBLE CITIZENS	5,000
Total ► 3a				220,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BRUNSWICK FAMILY ASSISTANCE 4600-10 MAIN STREET SHALLOTTE, NC 28470	N/A	PC	TO IMPROVE THE LIVES OF FAMILIES AND INDIVIDUALS IN CRISIS IN BRUNSWICK COUNTY, WHO ARE WILLING TO HELP THEMSELVES, BY PROVIDING EMERGENCY ASSISTANCE AND EDUCATIONAL AND SKILLS DEVELOPMENT PROGRAMS	10,000
CATHOLIC CHARITIES OF THE DIOCESE OF RALEIGH 20 N 4TH STREET STE 300 WILMINGTON, NC 28401	N/A	PC	TO PROVIDE HELP TO OUR BROTHERS AND SISTERS IN NEED BY ALLEVIATING THE EFFECTS OF POVERTY AND CREATING HOPE BY DEVELOPING SOLUTIONS TO TRANSFORM LIVES	5,000
COMMUNITY COUNSELING CENTER 4810 WRIGHTSVILLE AVE WILMINGTON, NC 28403	N/A	PC	TO PROVIDE COUNSELING TO EVERY PERSON FACING PSYCHOLOGICAL CHALLENGES	5,000
Total ► 3a				220,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DAVIS HEALTH CARE CENTER 1011 PORTERS NECK ROAD WILMINGTON, NC 28411	N/A	PC	TO FUND THE DAVIS LEGACY FUND TO HELP PROVIDE QUALITY HEALTH, REHABILITATION, AND WELLNESS SERVICES TO AGING ADULTS	20,000
FAMILIES FIRST INC 121 WEST MAIN STREET WHITEVILLE, NC 28472	N/A	NC	TO IDENTIFY, ADDRESS, AND ATTEMPT TO RECTIFY ISSUES RELATING TO AND ASSOCIATED WITH DOMESTIC VIOLENCE, SEXUAL ASSAULT, AND THEIR EFFECTS ON ADULTS, CHILDREN, AND THE COMMUNITIES OF BLADEN AND COLUMBUS COUNTIES	5,000
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEADS ROAD KANSAS CITY, MO 64129	N/A	NC	TO SUPPORT RELIGIOUS PROGRAMS TO COACHES AND ATHLETES	10,000
Total ► 3a				220,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LOWER CAPE FEAR HOSPICE INC 1414 PHYSICIANS DRIVE WILMINGTON, NC 28401	N/A	PC	TO PROVIDE CARE AND COMFORT TO PATIENTS WITH LIFE-LIMITING ILLNESS, SUPPORT AND COUNSELING TO FAMILIES, AND EDUATION TO THE COMMUNITY	20,000
NOURISH NC601 GREENFIELD STREET WILMINGTON, NC 28401	N/A	PC	TO PROVIDE HUNGRY CHILDREN WITH HEALTHY FOOD, EMPOWERING THEM TO SUCCEED IN THE CLASSROOM AND THEIR COMMUNITY	2,500
PENDER ALLIANCE FOR TEEN HEALTH 5380 NC 53 WEST BURGAU, NC 28425	N/A	PC	TO IMPROVE ACCESS TO HEALTH CARE SERVICES FOR YOUTH AND THEIR FAMILIES IN PENDER COUNTY	5,000
Total ▶ 3a				220,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PENDER COUNTY CHRISTIAN SERVICES 201 W FREMONT STREET BURGAW, NC 28425	N/A	PC	TO MINISTER TO THE RESIDENTS OF PENDER COUNTY BY ADDRESSING THEIR NEEDS FOR FOOD AND CLOTHING	5,000
SAFE HAVEN OF PENDER INC 16406 US-17 HAMPSTEAD, NC 28443	N/A	PC	TO PROVIDE SHELTER AND OTHER SERVICES TO VICTIMS OF DOMESTIC VIOLENCE	5,000
ST ANDREWS UNIVERSITY 1700 DOGWOOD MILE ST LAURINBURG, NC 28352	N/A	NC	SUPPORT THE EDUCATION PROGRAM TO HELP STUDENTS ATTAIN AN UNDERGRADUATE DEGREE	15,000
Total ▶ 3a				220,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CAROUSEL CENTER 1501 DOCK STREET WILMINGTON, NC 28401	N/A	PC	TO MEET THE PHYSICAL, EMOTIONAL AND PSYCHOLOGICAL NEEDS OF CHILDREN WHO HAVE SUFFERED PHYSICAL OR SEXUAL ABUSE AND TO IMPROVE THE COMMUNITY THROUGH CHILD ABUSE EDUCATION AND PREVENTION	15,000
WILMINGTON AREA REBUILDING MINISTRY 5058 WRIGHTSVILLE AVENUE WILMINGTON, NC 28403	N/A	PC	TO REPAIR, REBUILD, AND MAKE HOMES ACCESSIBLE, AND TO INSPIRE SERVICE, GENEROSITY, AND HOPE	5,000
WILMINGTON CARE NET COUNSELING 610 SOUTH COLLEGE ROAD WILMINGTON, NC 28403	N/A	PC	FOR OUR CLIENTS TO EXPERIENCE RENEWAL IN THEIR LIVES BY PROMOTING PSYCHOLOGICAL, EMOTIONAL AND SPIRITUAL HEALTH THROUGH COMPASSIONATE, PROFESSIONAL COUNSELING AND PSYCHOLOGICAL SERVICES	10,000
Total ▶ 3a				220,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILMINGTON HEALING CENTER 4609 WRIGHTSVILLE AVE WILMINGTON, NC 28403	N/A	PC	TO PROVIDE A COMMUNITY CENTER FOR ALL PEOPLE WHO SUFFER WITH PHYSICAL, MENTAL, EMOTIONAL AND SPIRITUAL DISABILITIES, INJURIES AND/OR DISEASE	7,500
WINTER PARK PRESBYTERIAN CHURCH 4501 WRIGHTSVILLE AVENUE WILMINGTON, NC 28403	N/A	NC	TO SUPPORT THE RELIGIOUS PROGRAMS AND SERVICES THE CHURCH PROVIDES	10,000
YMCA OF SOUTHEASTERN NC 2710 MARKET STREET WILMINGTON, NC 28403	N/A	NC	TO PUT CHRISTIAN PRINCIPLES INTO PRACTICE THROUGH PROGRAMS THAT BUILD A HEALTHY SPIRIT, MIND AND BODY FOR ALL	30,000
Total ► 3a				220,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YWCA LOWER CAPE FEAR 2815 SOUTH COLLEGE ROAD WILMINGTON, NC 28412	N/A	PC	TO ELIMINATE RACISM, EMPOWER WOMEN, AND PROMOTE PEACE, JUSTICE, FREEDOM AND DIGNITY FOR ALL	5,000
Total ▶ 3a				220,000

TY 2018 Accounting Fees Schedule

Name: THE MYRTLE AND RT SINCLAIR JR
CHARITABLE FOUNDATION INC

EIN: 58-2032862

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,618	2,309		2,309

TY 2018 Investments Corporate Stock Schedule

Name: THE MYRTLE AND RT SINCLAIR JR
CHARITABLE FOUNDATION INC
EIN: 58-2032862

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	19,312	19,312
AIR PRODUCTS & CHEMICALS INC	6,402	6,402
ALERIAN MLP	44,217	44,217
AMERICAN TOWER CORP	14,553	14,553
AT & T INC	8,419	8,419
CHEVRON CORPORATION	11,967	11,967
CISCO SYSTEMS INC	23,182	23,182
COLGATE-PALMOLIVE CO	10,416	10,416
EMERSON ELECTRIC CO	10,456	10,456
EXXON MOBIL CORP	12,411	12,411
GRAINGER W W INC	7,059	7,059
INTEL CORP	28,158	28,158
ISHARES CORE S&P SMALLCAP	371,855	371,855
ISHARES MSCI EAFE INDEX	148,953	148,953
ISHARES RUSSELL 1000	90,809	90,809
ISHARES RUSSELL 3000	105,710	105,710
J M SMUCKER CO	5,142	5,142
JOHNSON & JOHNSON	18,712	18,712
KIMBERLY-CLARK CORP	6,836	6,836
KINDER MORGAN INC DEL	3,076	3,076
LOWES COMPANIES INC	5,542	5,542
MCDONALDS CORP	15,093	15,093
MEDTRONIC PLC	6,822	6,822
MERCK & CO INC NEW	7,641	7,641
NEXTERA ENERGY INC	43,281	43,281
ORACLE CORPORATION	9,030	9,030
PEPSICO INCORPORATED	12,153	12,153
PROCTER & GAMBLE CO	5,148	5,148
REALTY INCOME CORP REIT	6,619	6,619
ROYAL DUTCH SHELL PLC	5,994	5,994

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR MSCI ACWI EX-US ETF	87,907	87,907
SYSCO CORPORATION	4,700	4,700
TARGET CORP	11,962	11,962
UNITED PARCEL SERVICE - B	7,997	7,997
UNITED TECHNOLOGIES CORP	13,097	13,097
US BANCORP NEW	10,283	10,283
VANGUARD GLOBAL EX-US REAL ESTATE	20,597	20,597
VANGUARD INDEX FDS REAL ESTATE INDEX FD	11,186	11,186
VANGUARD INTL EQUITY INDEX FUNDS FTSE EMERGING MARKETS	59,436	59,436
VANGUARD MID CAP	131,271	131,271
VERIZON COMMUNICATIONS COM	10,682	10,682
WALGREENS BOOTS ALLIANCE INC	6,833	6,833
3M CO	5,716	5,716

TY 2018 Investments - Other Schedule

Name: THE MYRTLE AND RT SINCLAIR JR
CHARITABLE FOUNDATION INC

EIN: 58-2032862

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN FUNDS WASHINGTON MUTUAL FD F2	FMV	85,880	85,880
BRANDES INVT TR EMERGING MKTS VALUE FD	FMV	44,448	44,448
CRABAPPLE P	FMV	959	959
DODGE & COX INCOME FD	FMV	119,366	119,366
HARBOR FD HIGH YIELD BD FD INSTL CL	FMV	93,213	93,213
LAKEWOOD GROUP AGENCY	FMV	2,759	2,759
LAKEWOOD PLAZA ASSOCIATES	FMV	32,335	32,335
MFS SER TR EMERGING MKTS DEBT FD CLASS I	FMV	103,477	103,477
OPPENHEIMER INTL BD FD CLASS Y	FMV	67,606	67,606
OPPENHEIMER SENIOR FLOATING RATE FD CLASS Y	FMV	94,581	94,581
PRUDENTIAL JENNISON NATURAL RESOURCES FD CL Z	FMV	4,123	4,123
PRUDENTIAL SHORT-TERM CORPORATE BD FD INC CLASS Z	FMV	34,116	34,116
SCISSORTAIL ENERGY LLC	FMV	43,813	43,813
VANGUARD FUNDS TOTAL BOND MARKET INDEX FD ADMIRAL SHS	FMV	469,259	469,259
VISTA DRILLING 2009	FMV	3,715	3,715
WELLS FARGO ABSOLUTE RETURN FUND CLASS ADMIN	FMV	146,147	146,147
AMERICAN FUNDS DEVELOPING WORLD GROWTH&INCOME FUND CLASS F-2	FMV	11,610	11,610
METROPOLITAN WEST FDS UNCONSTRAINED BOND FUND CL I	FMV	196,512	196,512
PIMCO DYNAMIC BOND FUND INSTL	FMV	210,318	210,318
BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORT INSTITUTIONAL CL	FMV	204,025	204,025
VIRTUS FUNDS VIRTUS VONTOBEL EMG MKTS OPPRTNTIES FUND CL I	FMV	11,307	11,307

TY 2018 Other Decreases Schedule

Name: THE MYRTLE AND RT SINCLAIR JR
CHARITABLE FOUNDATION INC

EIN: 58-2032862

Description	Amount
UNREALIZED LOSS	258,348

TY 2018 Other Expenses Schedule

Name: THE MYRTLE AND RT SINCLAIR JR
CHARITABLE FOUNDATION INC
EIN: 58-2032862

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K-1 LOSS - VISTA DRILLING 2009	206	206		0
K-1 NONDEDUCTIBLE EXPENSE - LAKEWOOD AGENCY	1	0		0
INSURANCE	860	0		860
K-1 LOSS - LAKEWOOD PLAZA ASSOCIATES	228	228		0
OIL MANAGEMENT FEE	42	42		0
K-1 LOSS - VISTA DRILLING 2007	250	250		0
K-1 NONDEDUCTIBLE EXPENSE - VISTA DRILLING 2007	1,529	0		0
K-1 NONDEDUCTIBLE EXPENSE - VISTA DRILLING 2008	627	0		0
K-1 LOSS - VISTA DRILLING 2008	146	146		0

TY 2018 Other Income Schedule

Name: THE MYRTLE AND RT SINCLAIR JR
CHARITABLE FOUNDATION INC

EIN: 58-2032862

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 INCOME - LAKEWOOD GROUP AGENCY	3,042	3,042	3,042
SCISSORTAIL ENERGY INCOME	1,665	1,665	1,665
K-1 INCOME - CRABAPPLE P	246	246	246

TY 2018 Other Professional Fees Schedule

Name: THE MYRTLE AND RT SINCLAIR JR
CHARITABLE FOUNDATION INC

EIN: 58-2032862

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELLS FARGO	9,371	9,371		0
ADMINISTRATIVE SUPPORT	1,663	832		831

TY 2018 Taxes Schedule

Name: THE MYRTLE AND RT SINCLAIR JR
CHARITABLE FOUNDATION INC

EIN: 58-2032862

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL 2017 FORM 990-PF TAX	188	0		0
FEDERAL 2018 FORM 990-PF ESTIMATE TAX	840	0		0