Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

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Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
KIMLEY-HORN FOUNDATION C/O
BRANCH BANKING & TRUST CO, AGENT

A Employer identification number: 56-2188912

Number and street (or P O box number if mail is not delivered to street address) Room/suite
434 FAYETTEVILLE ST. 14TH FL

B Telephone number (see page 10 of the instructions): (919) 716-9045

City or town, state, and ZIP code
RALEIGH, NC 27601

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,166,015.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	70,000.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	28,575.	28,953.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-145,227.			
	b Gross sales price for all assets on line 6a 872,334.				
	7 Capital gain net income (from Part IV, line 2)				
	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)	2,269.			STMT 2
	12 **Total.** Add lines 1 through 11	-44,383.	28,953.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE	NONE		
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 3	9,686.	9,686.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	287.	287.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	6.	6.		
	24 **Total operating and administrative expenses** Add lines 13 through 23	9,979.	9,979.	NONE	
	25 Contributions, gifts, grants paid	62,150.			62,150.
	26 **Total expenses and disbursements** Add lines 24 and 25	72,129.	9,979.	NONE	62,150.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-116,512.			
	b **Net investment income** (if negative, enter -0-)		18,974.		
	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
Assets	1	Cash - non-interest-bearing	774.	-34,862.	-34,862.
	2	Savings and temporary cash investments	83,323.	116,659.	116,659.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less. allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 6	156,216.	90,568.	89,828.
	b	Investments - corporate stock (attach schedule) STMT 7	1,055,493.	1,003,208.	994,390.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		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)	1,295,806.	1,175,573.	1,166,015.
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)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	1,295,806.	1,175,573.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,295,806.	1,175,573.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,295,806.	1,175,573.	

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	1,295,806.
2	Enter amount from Part I, line 27a	2	-116,512.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,179,294.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	3,721.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,175,573.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 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	-145,227.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	80,750.	1,113,767.	0.07250169919
2007	109,500.	1,171,025.	0.09350782434
2006	91,464.	986,319.	0.09273267574
2005	60,000.	808,694.	0.07419369997
2004	91,707.	674,060.	0.13605168679

2	**Total** of line 1, column (d)	2	0.46898758603
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	0.09379751721
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,012,013.
5	Multiply line 4 by line 3	5	94,924.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	190.
7	Add lines 5 and 6	7	95,114.
8	Enter qualifying distributions from Part XII, line 4	8	62,150.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	379.
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	
3	Add lines 1 and 2	3	379.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	379.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 656.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	656.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
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	277.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 277. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		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?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 11			
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BRANCH BANKING & TRUST COMPANY Telephone no. ▶ (919)716-9080

Located at ▶ 434 FAYETTEVILLE STREET, RALEIGH, NC ZIP + 4 ▶ 27601-1701

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 STATEMENT 12		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	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 page 23 of the instructions) If none, enter "NONE."

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

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	948,706.
b	Average of monthly cash balances	1b	78,718.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,027,424.
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	NONE
3	Subtract line 2 from line 1d	3	1,027,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	15,411.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,012,013.
6	**Minimum investment return.** Enter 5% of line 5	6	50,601.

Part XI Distributable Amount (see page 25 of the 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	50,601.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	379.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	379.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	50,222.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	50,222.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	50,222.

Part XII Qualifying Distributions (see page 25 of the 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	62,150.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	62,150.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	62,150.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				50,222.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20___, 20___, 20___		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 . . . 58,635.				
b	From 2005 . . . 20,164.				
c	From 2006 . . . 43,204.				
d	From 2007 . . . 54,526.				
e	From 2008 . . . 25,717.				
f	**Total** of lines 3a through e	202,246.			
4	Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 62,150.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				50,222.
e	Remaining amount distributed out of corpus	11,928.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	214,174.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	58,635.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	155,539.			
10	Analysis of line 9				
a	Excess from 2005 . . . 20,164.				
b	Excess from 2006 . . . 43,204.				
c	Excess from 2007 . . . 54,526.				
d	Excess from 2008 . . . 25,717.				
e	Excess from 2009 . . . 11,928.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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).)

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				
Total . . . . ▶ 3a				62,150.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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					
4 Dividends and interest from securities			14	28,575.	
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				NONE	
8 Gain or (loss) from sales of assets other than inventory			18	-145,227.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b 2008 REFUND			14	2,269.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-114,383.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 -114,383.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Barry Barber | 5/10/10 | Secretary

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature Robert E [illegible]	Date 05/06/2010	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00541305	
Firm's name (or yours if self-employed), address, and ZIP code	THOMSON REUTERS (TAX & ACCOUNTING) 9711 FARRAR COURT, SUITE 110 RICHMOND, VA 23236	EIN ▶ 75-1297386 Phone no 804-727-3152

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization

KIMLEY-HORN FOUNDATION C/O

Employer identification number

56-2188912

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
KIMLEY-HORN FOUNDATION C/O

Employer identification number
56-2188912

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KIMLEY-HORN & ASSOC INC P. O. BOX 33068 RALEIGH, NC 27636-3068	$ 70,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					3,516.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,222.	
		.9 BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					11/01/2007	01/21/2009
10.00		66.00					-56.00	
		80. AMGEN INC PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
3,872.00		4,585.00					-713.00	
		40. ANADARKO PETE CORP PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
1,788.00		2,385.00					-597.00	
		125. BP AMOCO PLC ADS L C PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
5,820.00		9,704.00					-3,884.00	
		100. BAKER HUGHES INC COMMON PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
3,671.00		8,602.00					-4,931.00	
		225. BANK OF NEW YORK MELLON CORPORATIO PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
6,372.00		10,604.00					-4,232.00	
		250. BEST BUY INC. PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
8,782.00		11,769.00					-2,987.00	
		325. CITIGROUP INC PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
1,131.00		11,766.00					-10,635.00	
		225. DOW CHEMICAL CO COM STK* PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
3,483.00		9,948.00					-6,465.00	
		525. DUKE ENERGY CORPORATION COMMON PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
7,381.00		10,095.00					-2,714.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		125. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
8,777.00		11,116.00					-2,339.00	
		4. FAIRPOINT COMMUNICATIONS INC COMMON PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
5.00		43.00					-38.00	
		150. FISERV INC PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
5,920.00		8,147.00					-2,227.00	
		250. FOREST LABORATORIES INC CL A PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
5,815.00		9,700.00					-3,885.00	
		275. GANNETT INC PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
1,224.00		11,251.00					-10,027.00	
		225. HARLEY-DAVIDSON INC. PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
3,955.00		11,046.00					-7,091.00	
		225. HERSHEY FOODS PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
7,963.00		9,423.00					-1,460.00	
		375. HOME DEPOT PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
9,360.00		11,374.00					-2,014.00	
		200. HONDA MTR LTD ADR 10 ORD PROPERTY TYPE: SECURITIES					01/29/2008	05/13/2009
5,712.00		6,112.00					-400.00	
		150. ILLINOIS TOOL WORKS INC PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
5,031.00		8,498.00					-3,467.00	
		250. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
8,682.00		10,947.00					-2,265.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		40. JOHNSON + JOHNSON COM STK PROPERTY TYPE: SECURITIES					11/01/2007	05/13/2009
2,208.00		2,602.00					-394.00	
		125. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
6,454.00		8,649.00					-2,195.00	
		200. KOHLS CORP PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
8,473.00		10,473.00					-2,000.00	
		100. LEGG MASON INC COMMON PROPERTY TYPE: SECURITIES					01/29/2008	05/13/2009
1,844.00		7,225.00					-5,381.00	
		200. ELI LILLY & COMPANY PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
7,130.00		10,517.00					-3,387.00	
		20. MEDTRONIC INC PROPERTY TYPE: SECURITIES					11/01/2007	05/13/2009
669.00		948.00					-279.00	
		200. MORGAN STANLEY DEAN WITTER DIS CO PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
5,118.00		11,260.00					-6,142.00	
		650. MYLAN LAB INC* PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
8,764.00		9,923.00					-1,159.00	
		225. PAYCHEK INC COMMON PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
6,030.00		9,135.00					-3,105.00	
		170. PFIZER INC COM STK PROPERTY TYPE: SECURITIES					11/01/2007	05/13/2009
2,591.00		4,107.00					-1,516.00	
		55. PROCTER & GAMBLE CO COM STK* PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
2,788.00		3,858.00					-1,070.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		575. PROGRESSIVE CORP COMMON PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
9,091.00		10,513.00					-1,422.00	
		115. QUALCOMM INC COMMON PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
4,604.00		4,838.00					-234.00	
		200. ROBERT HALF INTL COMMON PROPERTY TYPE: SECURITIES					01/29/2008	05/13/2009
4,490.00		4,932.00					-442.00	
		45. SYSCO PROPERTY TYPE: SECURITIES					01/29/2008	05/13/2009
1,044.00		1,275.00					-231.00	
		829. TAIWAN SEMICONDUCTOR MANUFACTURING PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
8,273.00		8,660.00					-387.00	
		125. 3M COMPANY COMMON PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
7,147.00		10,555.00					-3,408.00	
		150. UNITED PARCEL SERVICE INC PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
7,833.00		10,969.00					-3,136.00	
		150. VALERO ENERGY CORP PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
3,172.00		10,580.00					-7,408.00	
		225. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
6,795.00		9,903.00					-3,108.00	
		225. WAL-MART STORES INC PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
11,189.00		9,968.00					1,221.00	
		80. WELLS FARGO & CO. (NEW) PROPERTY TYPE: SECURITIES					11/01/2007	05/13/2009
1,960.00		2,599.00					-639.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. ZIMMER HOLDINGS INC PROPERTY TYPE: SECURITIES					01/29/2008	05/13/2009
4,303.00		7,505.00					-3,202.00	
		250. ACCENTURE LTD, CLASS A COMMON PROPERTY TYPE: SECURITIES					01/29/2008	05/13/2009
7,225.00		8,500.00					-1,275.00	
		200. INGERSOLL RAND COMPANY LIMITED CL A PROPERTY TYPE: SECURITIES					11/07/2007	05/13/2009
4,048.00		10,092.00					-6,044.00	
		25000. FED HOME LOAN MTG CORP DTD 01/30/ PROPERTY TYPE: SECURITIES					12/19/2007	07/07/2009
27,326.00		25,926.00					1,400.00	
		25000. FED HOME LOAN BANK DTD 5/27/04 5. PROPERTY TYPE: SECURITIES					12/19/2007	07/07/2009
27,797.00		26,446.00					1,351.00	
		25000. FED NATL MTG ASSN DTD 4/16/2007 5 PROPERTY TYPE: SECURITIES					12/19/2007	07/07/2009
27,397.00		25,756.00					1,641.00	
		25000. FED NATL MTG ASSN DTD 11/6/03 5.1 PROPERTY TYPE: SECURITIES					01/16/2008	07/07/2009
25,473.00		26,535.00					-1,062.00	
		500. ISHARES LEHMAN MBS FIXED-RATE BOND PROPERTY TYPE: SECURITIES					12/27/2007	07/07/2009
52,626.00		50,584.00					2,042.00	
		110. ISHARES LEHMAN 1-3 YEAR CREDIT BOND PROPERTY TYPE: SECURITIES					12/27/2007	07/07/2009
11,374.00		11,100.00					274.00	
		25000. US TREASURY BOND DTD 8/15/2003 4. PROPERTY TYPE: SECURITIES					12/19/2007	07/07/2009
27,238.00		25,815.00					1,423.00	
		25000. US TREASURY BOND DTD 11/15/04 4.2 PROPERTY TYPE: SECURITIES					12/19/2007	07/07/2009
27,193.00		25,738.00					1,455.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		8559.92 LEGG MASON WESTERN ASSET NON-US PROPERTY TYPE: SECURITIES					11/02/2007	07/07/2009
74,814.00		85,000.00					-10,186.00	
		5553.87 TCW TOTAL RETURN BOND FUND # 728 PROPERTY TYPE: SECURITIES					07/07/2009	07/10/2009
53,262.00		53,095.00					167.00	
		45. AMGEN INC PROPERTY TYPE: SECURITIES					11/07/2007	08/06/2009
2,731.00		2,555.00					176.00	
		200. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES					05/13/2009	08/06/2009
5,714.00		5,042.00					672.00	
		285. COACH INC COMMON PROPERTY TYPE: SECURITIES					05/13/2009	08/06/2009
8,282.00		6,521.00					1,761.00	
		165. DELL INC COMMON PROPERTY TYPE: SECURITIES					05/13/2009	08/06/2009
2,166.00		1,833.00					333.00	
		300. DELL INC COMMON PROPERTY TYPE: SECURITIES					11/07/2007	08/06/2009
3,939.00		8,960.00					-5,021.00	
		120. EBAY INC COMMON PROPERTY TYPE: SECURITIES					11/01/2007	08/06/2009
2,652.00		4,247.00					-1,595.00	
		180. MARATHON OIL CORPORATION COMMON PROPERTY TYPE: SECURITIES					05/13/2009	08/06/2009
5,564.00		5,301.00					263.00	
		255. PFIZER INC COM STK PROPERTY TYPE: SECURITIES					11/07/2007	08/06/2009
4,011.00		6,035.00					-2,024.00	
		115. T ROWE PRICE GROUP INC PROPERTY TYPE: SECURITIES					05/13/2009	08/06/2009
5,428.00		4,329.00					1,099.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		35. QUALCOMM INC COMMON PROPERTY TYPE: SECURITIES					11/07/2007	08/06/2009
1,589.00		1,469.00					120.00	
		15. UNITEDHEALTH GROUP PROPERTY TYPE: SECURITIES					05/13/2009	08/06/2009
386.00		420.00					-34.00	
		25. UNITEDHEALTH GROUP PROPERTY TYPE: SECURITIES					11/07/2007	08/06/2009
643.00		1,256.00					-613.00	
		70. WELLPOINT INC COMMON PROPERTY TYPE: SECURITIES					05/13/2009	08/06/2009
3,529.00		3,277.00					252.00	
		80. WELLS FARGO & CO. (NEW) PROPERTY TYPE: SECURITIES					11/07/2007	08/06/2009
2,214.00		2,584.00					-370.00	
		145. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
2,694.00		2,145.00					549.00	
		40. ANADARKO PETE CORP PROPERTY TYPE: SECURITIES					11/07/2007	11/19/2009
2,460.00		2,378.00					82.00	
		30. AVERY DENNISON CORP PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
1,153.00		802.00					351.00	
		421. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					11/07/2007	11/19/2009
6,782.00		22,685.00					-15,903.00	
		85. CVS CORP PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
2,646.00		2,717.00					-71.00	
		15. CHEVRON TEXACO CORP COMMON PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
1,157.00		1,026.00					131.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. CISCO SYS INC PROPERTY TYPE: SECURITIES					11/07/2007	11/19/2009
1,064.00		1,497.00					-433.00	
		55. WALT DISNEY COMPANY THE PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
1,657.00		1,308.00					349.00	
		15. EBAY INC COMMON PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
347.00		247.00					100.00	
		155. EBAY INC COMMON PROPERTY TYPE: SECURITIES					11/07/2007	11/19/2009
3,587.00		5,331.00					-1,744.00	
		65. GENERAL ELECTRIC CO COM STK PROPERTY TYPE: SECURITIES					11/01/2007	11/19/2009
1,019.00		2,633.00					-1,614.00	
		5. GOOGLE INC COMMON PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
2,858.00		1,965.00					893.00	
		75. INTEL CORP PROPERTY TYPE: SECURITIES					11/07/2007	11/19/2009
1,446.00		2,042.00					-596.00	
		105. ISHARES S&P SMALLCAP 600/VAL COMMON PROPERTY TYPE: SECURITIES					11/01/2007	11/19/2009
5,737.00		7,790.00					-2,053.00	
		45. ISHARES LEHMAN INTERMEDIATE PROPERTY TYPE: SECURITIES					07/07/2009	11/19/2009
4,667.00		4,463.00					204.00	
		500. ISHARES LEHMAN INTERMEDIATE PROPERTY TYPE: SECURITIES					12/27/2007	11/19/2009
51,859.00		50,141.00					1,718.00	
		390. ISHARES LEHMAN 1-3 YEAR CREDIT BOND PROPERTY TYPE: SECURITIES					12/27/2007	11/19/2009
40,723.00		39,351.00					1,372.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20. JOHNSON + JOHNSON COM STK PROPERTY TYPE: SECURITIES					11/01/2007	11/19/2009
1,245.00		1,301.00					-56.00	
		40. KRAFT FOODS INC-A COMMON PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
1,078.00		994.00					84.00	
		35. MEDTRONIC INC PROPERTY TYPE: SECURITIES					11/01/2007	11/19/2009
1,380.00		1,658.00					-278.00	
		80. MICROSOFT CORP PROPERTY TYPE: SECURITIES					11/01/2007	11/19/2009
2,384.00		2,977.00					-593.00	
		45. ORACLE SYS CORP PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
1,006.00		824.00					182.00	
		70. PALL CORP PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
2,256.00		1,755.00					501.00	
		20. SCHLUMBERGER LTD COMMON PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
1,286.00		1,073.00					213.00	
		160. SMITH INTL INC COMMON PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
4,290.00		4,581.00					-291.00	
		40. SYSCO PROPERTY TYPE: SECURITIES					01/29/2008	11/19/2009
1,076.00		1,133.00					-57.00	
		20. THE TRAVELERS COMPANIES INC COMMON PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
1,053.00		785.00					268.00	
		100. UNILEVER PLC-SPONSORED ADR PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
2,971.00		2,301.00					670.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		175. UNITEDHEALTH GROUP PROPERTY TYPE: SECURITIES					11/07/2007	11/19/2009
4,989.00		8,680.00					-3,691.00	
		15. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES					05/13/2009	11/19/2009
1,278.00		1,075.00					203.00	
		186.741 AMERICAN CENTURY DIVERSIFIED BON PROPERTY TYPE: SECURITIES					07/10/2009	11/24/2009
2,006.00		1,953.00					53.00	
		1367.925 BB&T INTER US GOVT BD FUND TR S PROPERTY TYPE: SECURITIES					07/07/2009	11/24/2009
14,527.00		14,322.00					205.00	
		1127.393 FEDERATED US GOVT SEC FD 2-5 YR PROPERTY TYPE: SECURITIES					11/24/2009	12/16/2009
13,450.00		13,540.00					-90.00	
		65. MERCK & CO INC COMMON PROPERTY TYPE: SECURITIES					08/06/2009	12/16/2009
2,467.00		1,915.00					552.00	
		430. AMEX FINANCIAL SELECT SPDR PROPERTY TYPE: SECURITIES					08/06/2009	12/16/2009
6,149.00		5,999.00					150.00	
		20. THE TRAVELERS COMPANIES INC COMMON PROPERTY TYPE: SECURITIES					05/13/2009	12/16/2009
1,011.00		785.00					226.00	
		35. US BANCORP PROPERTY TYPE: SECURITIES					11/19/2009	12/16/2009
789.00		811.00					-22.00	
		50. AMGEN INC PROPERTY TYPE: SECURITIES					11/07/2007	12/30/2009
2,864.00		2,839.00					25.00	
		50. APACHE CORPORATION COMMON PROPERTY TYPE: SECURITIES					05/13/2009	12/30/2009
5,213.00		3,954.00					1,259.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. CVS CORP PROPERTY TYPE: SECURITIES					05/13/2009	12/30/2009
1,470.00		1,439.00					31.00	
		200. CORNING INC PROPERTY TYPE: SECURITIES					05/13/2009	12/30/2009
3,842.00		2,726.00					1,116.00	
		65. WALT DISNEY COMPANY THE PROPERTY TYPE: SECURITIES					05/13/2009	12/30/2009
2,088.00		1,546.00					542.00	
		35. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES					05/13/2009	12/30/2009
1,516.00		1,190.00					326.00	
		25. HEWLETT-PACKARD CO COMM STK PROPERTY TYPE: SECURITIES					08/06/2009	12/30/2009
1,320.00		1,058.00					262.00	
		30. MERCK & CO INC COMMON PROPERTY TYPE: SECURITIES					08/06/2009	12/30/2009
1,107.00		884.00					223.00	
		70. MICROSOFT CORP PROPERTY TYPE: SECURITIES					11/07/2007	12/30/2009
2,163.00		2,572.00					-409.00	
		25. PROCTER & GAMBLE CO COM STK* PROPERTY TYPE: SECURITIES					11/07/2007	12/30/2009
1,531.00		1,750.00					-219.00	
		105. STAPLES INC PROPERTY TYPE: SECURITIES					05/13/2009	12/30/2009
2,617.00		2,046.00					571.00	
		70. SYSCO PROPERTY TYPE: SECURITIES					01/29/2008	12/30/2009
1,973.00		1,983.00					-10.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							-145,227.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INCOME		28,575.	28,953.
	TOTAL	28,575.	28,953.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
2008 TAX REFUND		2,269.
	TOTALS	2,269.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEE	9,686.	9,686.
TOTALS	9,686.	9,686.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	6.	6.
FOREIGN TAXES ON QUALIFIED FOR	270.	270.
FOREIGN TAXES ON NONQUALIFIED	11.	11.
TOTALS	287.	287.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	6.	6.
TOTALS	6.	6.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD GNMA #36 CL INV	39,000.	38,211.
BB&T INTER US GOVT CL FD #0341	51,568.	51,617.
TOTALS	90,568.	89,828.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APPLIED MATERIALS COMMON	4,684.	5,924.
AVERY DENNISON CORP COMM	4,813.	6,568.
BAXTER INTERNATIONAL INC COM	6,872.	7,335.
CVS CAREMARK CORP COMMON	4,795.	4,831.
EXXON MOBIL CORP	4,846.	4,432.
CAMPBELL SOUP CO COMPANY COM	6,794.	6,760.
CHEVRON CORP COMMON	5,816.	6,544.
COMCAST CORP CLASS A	6,458.	7,165.
GENERAL ELECTRIC COMP	10,631.	5,825.
CONOCOPHILLIPS	7,896.	8,937.
CORNING INC COMMON	5,179.	7,338.
E I DUPON DE NEMOURS COMP COM	4,412.	5,556.
EMERSON ELECTRIC COMPANY COM	5,272.	6,603.
INTEL	9,461.	8,670.
ISHARES MSCI EMERGIN MKT INDX	27,412.	21,788.
GOLDMAN SACHS GRW OPP FD #1132	23,355.	28,756.
AMGEN INC	2,839.	2,828.
ANADARKO PETE CORP	4,078.	4,369.
PALL CORPORATION COMMON	4,513.	6,516.
AT&T INC COMMON	6,607.	7,288.
AMERICAN CENTURY DIVERS BD FD	51,417.	52,062.
FEDERATED INTERMEDIATE #303	52,000.	51,895.
DODGE & COX INCOME FUND #147	62,156.	64,462.
HARBOR INTERN'L FD INST CL #11	39,885.	46,321.
CISCO SYSTEMS	8,309.	6,464.
ABBOTT LABORATORIES COMMON	6,749.	7,559.
APACHE CORPORATION COMM	3,954.	5,158.
ISHARES MSCI EAFE INDX FUND	105,033.	70,482.
ISHARES S&P MIDCAP 400/GROWTH	43,162.	36,912.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES S&P MIDCAP 400/BAR VAL	59,521.	47,807.
ISHARE S&P SMALCAP 600/BAR VAL	35,408.	28,898.
ISHARE S&P SMALCAP 600/BAR GRO	24,496.	19,999.
SPDR GOLD TRUST	3,649.	4,292.
ISHARES MSCI EAFE SML CAP FUND	21,482.	21,128.
ISHARES SILVER TRUST	6,684.	7,360.
J P MORGAN CHASE & CO	4,859.	5,000.
JOHNSON & JOHNSON	5,795.	5,797.
GENUINE PARTS COMPANY COMMON	4,552.	4,745.
GOOGLE INC COMMON	1,965.	3,100.
BERKSHIRE HATHAWAY INC DEL	5,734.	6,572.
MEDTRONIC INC	7,838.	7,477.
KRAFTS FOODS INC-A COMMON	5,345.	5,844.
MICROSOFT CORP	12,632.	14,478.
MERCK & CO INC COMMON	6,804.	9,318.
METLIFE INC COMMON	5,727.	5,479.
MONSANTO CO COMMON	6,366.	5,723.
ORACLE SYS CORP COMMON	4,855.	6,500.
PROCTER & GAMBLE	4,871.	4,244.
PIMCO FOREIGN BD FB CL I #103	100,000.	103,520.
QUALCOM INC	3,147.	3,470.
TR PRICE EMERG MKTS STK FD 111	10,720.	10,759.
ARTISAN MID CAP VAL #1464	37,010.	46,022.
SCHLUMBERGER LTD COMMON	6,169.	7,485.
PEPSICO INC COMMON	4,964.	6,080.
STAPLES INC COMMON	4,775.	6,025.
STATE STREET CORP COMMON	5,190.	5,660.
WALT DISNEY COMPANY COMMON	7,256.	9,836.
WELLS FARGO & CO	5,892.	5,128.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTERNATIONAL BUSINESS MACHINE	5,121.	6,545.
EXELON CORP	2,483.	2,443.
HEWLETT PACKARD COMPANY COMMON	5,287.	6,439.
TRAVELERS COMPANY INC COMMON	3,731.	4,737.
SYSCO CORPORATION	6,089.	6,007.
EDISON INTL COM	4,112.	4,869.
US BANCORP COMMON	3,793.	4,727.
WELLPOINT INC COMMON	5,150.	6,412.
ABB LTD SPONS ADR	4,733.	6,112.
SUNCOR ENERGY, INC	3,351.	3,531.
UNILEVER PLC-SPONSORED ADR	4,717.	6,540.
VODAFONE GROUP PLC COMMON	7,238.	7,966.
TRANSOCEAN LTD	4,299.	4,968.
TOTALS	1,003,208.	994,390.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		3.
YEAR END SALES ADJUSTMENT		3,718.
	TOTAL	3,721.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
NC

STATEMENT 11

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
MARK BISHOP
ADDRESS:
2550 UNIVERSITY AVE WEST, STE 345N
ST PAUL, MN 55114-2006
TITLE:
BOARD MEMEBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
BARRY L BARBER
ADDRESS:
3001 WESTON PARKWAY
CARY, NC 27513
TITLE:
SECRETARY/TREASURER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
J P MARCHAND
ADDRESS:
2601 CATTLEMEN ROAD, SUITE 500
SARASOTA, FL 34232-6249
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
BETH REED
ADDRESS:
3001 WESTON PARKWAY
CARY, NC 27513
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
MARK S WILSON
ADDRESS:
3001 WESTON PARKWAY
CARY, NC 27513
TITLE:
CHAIRMAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JIM WEST
ADDRESS:
2000 CROW CANYON PLACE, STE 410
SAN RAMON, CA 94583-1367
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JONATHAN THIGPEN
ADDRESS:
1321 SE 25TH LOOP, STE 101
OCALA, FL 34471-1077
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
CHUCK WRIGHT
ADDRESS:
7878 N 16TH ST, STE 300
PHOENIX, AZ 85020-4467
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
==

OFFICER NAME:
TOM FOWLER
ADDRESS:
10415 MORADO CIRCLE BLDG 1 STE 300
AUSTIN, TX 78759-5696
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED LIST OF DONATIONS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY OUTREACH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 62,150.

TOTAL GRANTS PAID: 62,150.

Kimley-Horn Foundation EIN: 56-2188912

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INDIAN RIVER HABITAT FOR HUMANITY	NONE	PUBLIC CHARITY	HOUSING FOR UNDERPRIVILEGED	2,500.
AMERICAN RIVER PARKWAY FOUNDATION	NONE	PUBLIC CHARITY	PRESERVATION OF NATURAL RESOURCES	1,250.
ARTSPACE	NONE	PUBLIC CHARITY	EDUCATION/OUTREACH TO CHILDREN	750.
BEECH GROVE BAPTIST CHURCH	NONE	PUBLIC CHARITY	CHURCH BUILDING MISSION	450.
BIG BROTHERS/BIG SISTERS GREATER SACRAMENTO AREA	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	1,250.
BIG BROTHERS/BIG SISTERS OF GREATER CHARLOTTE	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	1,250.
BIG BROTHERS/BIG SISTERS OF NE FLORIDA	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	5,000.
BOYS & GIRLS CLUB OF GREATER DALLAS	NONE	PUBLIC CHARITY	COLLEGIATE STEPS PROGRAM	1,000.
BRIGHT FUTURES ATLANTA	NONE	PUBLIC CHARITY	YOUTH SERVICES	450.
CAPITAL HOSPICE	NONE	PUBLIC CHARITY	PEOPLE WITH ADVANCED ILLNESS	450.
CAPRI ELEMENTARY SCHOOL	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	1,750.
CLARE HOUSING	NONE	PUBLIC CHARITY	ASSIST VICTIMS OF HIV/AIDS	4,500.
COMMUNITY MUSIC SCHOOL	NONE	PUBLIC CHARITY	TUTORING UNDERPRIVILEGED CHILDREN	750.
DESERET INDUSTRIES	NONE	PUBLIC CHARITY	TRAINING PROGRAM FOR UNEMPLOYED	300.
ENVIRONMENTAL LEARNING CENTER	NONE	PUBLIC CHARITY	ENVIRONMENTAL CONSERVATION	1,750.
FEED THE HUNGRY AT VILLAGE BAPTIST CHURCH	NONE	PUBLIC CHARITY	FOOD FOR UNDERPRIVILEGED	1,750.

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIRST STREET METHODIST MISSION	NONE	PUBLIC CHARITY	INFANT FORMULA PROGRAM	1,750.
FOOD BANK OF CONTRA COSTA AND SOLANO COUNTIES	NONE	PUBLIC CHARITY	FOOD FOR UNDERPRIVILEGED	750.
GRACE FOUNDATION	NONE	PUBLIC CHARITY	ANIMAL RESCUE & REHABILITATION	1,750.
HABITAT FOR HUMANITY CENTRAL ARIZONA	NONE	PUBLIC CHARITY	HOUSING FOR UNDERPRIVILEGED	1,000.
HABITAT FOR HUMANITY OF MARION COUNTY	NONE	PUBLIC CHARITY	HOUSING FOR UNDERPRIVILEGED	1,250.
HABITAT FOR HUMANITY OF PALM BEACH COUNTY	NONE	PUBLIC CHARITY	HOUSING FOR UNDERPRIVILEGED	2,500.
HAMPTON ROADS COMMUNITY CARE	NONE	PUBLIC CHARITY	FAMILY SERVICES	750.
SHELTER HOUSE, INC.	NONE	PUBLIC CHARITY	FAMILY SERVICES	300.
KEEP INDIAN RIVER BEAUTIFUL	NONE	PUBLIC CHARITY	ENVIRONMENTAL CONSERVATION	1,750.
KIDS BRIDGE	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	3,250.
CHILDREN'S HOSPITAL LOS ANGELES	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	750.
MARTHA'S TABLE	NONE	PUBLIC CHARITY	FOOD/EDUCATION PROGRAMS FOR UNDERPRIVILEGED	450.
NATIONAL CASA	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	300.
MENTORING FAMILIES & KIDS, INC.	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	2,500.
GREATER PHOENIX YOUTH AT RISK	NONE	PUBLIC CHARITY	P.A.L.S. PROGRAM	5,500.
ORANGE COUNTY RONALD MCDONALD HOUSE	NONE	PUBLIC CHARITY	FAMILY SERVICES	750.
DURHAM RONALD MCDONALD HOUSE	NONE	PUBLIC CHARITY	FAMILY SERVICES	1,750.

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RONALD MCDONALD HOUSE CHARITIES OF PHOENIX	NONE	PUBLIC CHARITY	FAMILY SERVICES	750.
SOUTHWEST CONSERVATION CORPS	NONE	PUBLIC CHARITY	ENVIRONMENTAL CONSERVATION	450.
SANCTUARY ON 8TH STREET	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	3,250.
SAN DIEGO COASTKEEPERS	NONE	PUBLIC CHARITY	PRESERVATION PROGRAMS	1,000.
SPECIAL OLYMPICS GASTON COUNTY	NONE	PUBLIC CHARITY	PROGRAMS FOR INDIVIDUALS WITH INTELL. DISABILITIES	750.
SPECIAL EQUESTRIANS OF THE TREASURE COAST (SETC)	NONE	PUBLIC CHARITY	CHILDREN WITH SPECIAL NEEDS	1,750.
WEST FLORIDA TEEN CHALLENGE	NONE	PUBLIC CHARITY	YOUTH SERVICES	1,250.
WESTERN WAKE CRISIS MINISTRY	NONE	PUBLIC CHARITY	FOOD FOR UNDERPRIVILEGED	750.
			TOTAL AWARDS PAID	62,150.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: KIMLEY-HORN FOUNDATION C/O

Employer identification number: 56-2188912

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a	SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			3,516.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	14,253.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss)** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	17,769.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,222.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-164,218.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-162,996.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			17,769.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-162,996.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-145,227.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:		
a	The loss on line 15, column (3) **or** **b** $3,000	16	(3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: KIMLEY-HORN FOUNDATION C/O

Employer identification number: 56-2188912

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5553.87 TCW TOTAL RETURN BOND FUND # 728	07/07/2009	07/10/2009	53,262.00	53,095.00	167.00
200. ARCHER DANIELS MIDLAND CO	05/13/2009	08/06/2009	5,714.00	5,042.00	672.00
285. COACH INC COMMON	05/13/2009	08/06/2009	8,282.00	6,521.00	1,761.00
165. DELL INC COMMON	05/13/2009	08/06/2009	2,166.00	1,833.00	333.00
180. MARATHON OIL CORPORATION COMMON	05/13/2009	08/06/2009	5,564.00	5,301.00	263.00
115. T ROWE PRICE GROUP INC	05/13/2009	08/06/2009	5,428.00	4,329.00	1,099.00
15. UNITEDHEALTH GROUP	05/13/2009	08/06/2009	386.00	420.00	-34.00
70. WELLPOINT INC COMMON	05/13/2009	08/06/2009	3,529.00	3,277.00	252.00
145. ABB LTD SPONS ADR	05/13/2009	11/19/2009	2,694.00	2,145.00	549.00
30. AVERY DENNISON CORP	05/13/2009	11/19/2009	1,153.00	802.00	351.00
85. CVS CORP	05/13/2009	11/19/2009	2,646.00	2,717.00	-71.00
15. CHEVRON TEXACO CORP COMMON	05/13/2009	11/19/2009	1,157.00	1,026.00	131.00
55. WALT DISNEY COMPANY THE	05/13/2009	11/19/2009	1,657.00	1,308.00	349.00
15. EBAY INC COMMON	05/13/2009	11/19/2009	347.00	247.00	100.00
5. GOOGLE INC COMMON	05/13/2009	11/19/2009	2,858.00	1,965.00	893.00
45. ISHARES LEHMAN INTERMEDIATE	07/07/2009	11/19/2009	4,667.00	4,463.00	204.00
40. KRAFT FOODS INC-A COMMON	05/13/2009	11/19/2009	1,078.00	994.00	84.00
45. ORACLE SYS CORP	05/13/2009	11/19/2009	1,006.00	824.00	182.00
70. PALL CORP	05/13/2009	11/19/2009	2,256.00	1,755.00	501.00
20. SCHLUMBERGER LTD COMMON	05/13/2009	11/19/2009	1,286.00	1,073.00	213.00
160. SMITH INTL INC COMMON	05/13/2009	11/19/2009	4,290.00	4,581.00	-291.00
20. THE TRAVELERS COMPANIES INC COMMON	05/13/2009	11/19/2009	1,053.00	785.00	268.00
100. UNILEVER PLC-SPONSORED ADR	05/13/2009	11/19/2009	2,971.00	2,301.00	670.00
15. TRANSOCEAN LTD	05/13/2009	11/19/2009	1,278.00	1,075.00	203.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: KIMLEY-HORN FOUNDATION C/O

Employer identification number: 56-2188912

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 186.741 AMERICAN CENTURY DIVERSIFIED BOND FUND #	07/10/2009	11/24/2009	2,006.00	1,953.00	53.00
1367.925 BB&T INTER US GOVT BD FUND TR SHS	07/07/2009	11/24/2009	14,527.00	14,322.00	205.00
1127.393 FEDERATED US GOVT SEC FD 2-5 YRS #47	11/24/2009	12/16/2009	13,450.00	13,540.00	-90.00
65. MERCK & CO INC COMMON	08/06/2009	12/16/2009	2,467.00	1,915.00	552.00
430. AMEX FINANCIAL SELECT SPDR	08/06/2009	12/16/2009	6,149.00	5,999.00	150.00
20. THE TRAVELERS COMPANIES INC COMMON	05/13/2009	12/16/2009	1,011.00	785.00	226.00
35. US BANCORP	11/19/2009	12/16/2009	789.00	811.00	-22.00
50. APACHE CORPORATION COMMON	05/13/2009	12/30/2009	5,213.00	3,954.00	1,259.00
45. CVS CORP	05/13/2009	12/30/2009	1,470.00	1,439.00	31.00
200. CORNING INC	05/13/2009	12/30/2009	3,842.00	2,726.00	1,116.00
65. WALT DISNEY COMPANY THE	05/13/2009	12/30/2009	2,088.00	1,546.00	542.00
35. EMERSON ELECTRIC CO	05/13/2009	12/30/2009	1,516.00	1,190.00	326.00
25. HEWLETT-PACKARD CO COMM STK	08/06/2009	12/30/2009	1,320.00	1,058.00	262.00
30. MERCK & CO INC COMMON	08/06/2009	12/30/2009	1,107.00	884.00	223.00
105. STAPLES INC	05/13/2009	12/30/2009	2,617.00	2,046.00	571.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 14,253.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: KIMLEY-HORN FOUNDATION C/O

Employer identification number: 56-2188912

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a .9 BANK OF AMERICA CORP	11/01/2007	01/21/2009	10.00	66.00	-56.00
80. AMGEN INC	11/07/2007	05/13/2009	3,872.00	4,585.00	-713.00
40. ANADARKO PETE CORP	11/07/2007	05/13/2009	1,788.00	2,385.00	-597.00
125. BP AMOCO PLC ADS L C	11/07/2007	05/13/2009	5,820.00	9,704.00	-3,884.00
100. BAKER HUGHES INC COMMON	11/07/2007	05/13/2009	3,671.00	8,602.00	-4,931.00
225. BANK OF NEW YORK MELLON CORPORATION COM	11/07/2007	05/13/2009	6,372.00	10,604.00	-4,232.00
250. BEST BUY INC.	11/07/2007	05/13/2009	8,782.00	11,769.00	-2,987.00
325. CITIGROUP INC	11/07/2007	05/13/2009	1,131.00	11,766.00	-10,635.00
225. DOW CHEMICAL CO COM STK*	11/07/2007	05/13/2009	3,483.00	9,948.00	-6,465.00
525. DUKE ENERGY CORPORATION COMMON	11/07/2007	05/13/2009	7,381.00	10,095.00	-2,714.00
125. EXXON MOBIL CORP	11/07/2007	05/13/2009	8,777.00	11,116.00	-2,339.00
4. FAIRPOINT COMMUNICATIONS INC COMMON	11/07/2007	05/13/2009	5.00	43.00	-38.00
150. FISERV INC	11/07/2007	05/13/2009	5,920.00	8,147.00	-2,227.00
250. FOREST LABORATORIES INC CL A	11/07/2007	05/13/2009	5,815.00	9,700.00	-3,885.00
275. GANNETT INC	11/07/2007	05/13/2009	1,224.00	11,251.00	-10,027.00
225. HARLEY-DAVIDSON INC.	11/07/2007	05/13/2009	3,955.00	11,046.00	-7,091.00
225. HERSHEY FOODS	11/07/2007	05/13/2009	7,963.00	9,423.00	-1,460.00
375. HOME DEPOT	11/07/2007	05/13/2009	9,360.00	11,374.00	-2,014.00
200. HONDA MTR LTD ADR 10 ORD	01/29/2008	05/13/2009	5,712.00	6,112.00	-400.00
150. ILLINOIS TOOL WORKS INC	11/07/2007	05/13/2009	5,031.00	8,498.00	-3,467.00
250. J P MORGAN CHASE & CO	11/07/2007	05/13/2009	8,682.00	10,947.00	-2,265.00
40. JOHNSON + JOHNSON COM STK	11/01/2007	05/13/2009	2,208.00	2,602.00	-394.00
125. KIMBERLY CLARK CORP	11/07/2007	05/13/2009	6,454.00	8,649.00	-2,195.00
200. KOHLS CORP	11/07/2007	05/13/2009	8,473.00	10,473.00	-2,000.00
100. LEGG MASON INC COMMON	01/29/2008	05/13/2009	1,844.00	7,225.00	-5,381.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: KIMLEY-HORN FOUNDATION C/O

Employer identification number: 56-2188912

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200. ELI LILLY & COMPANY	11/07/2007	05/13/2009	7,130.00	10,517.00	-3,387.00
20. MEDTRONIC INC	11/01/2007	05/13/2009	669.00	948.00	-279.00
200. MORGAN STANLEY DEAN WITTER DIS CO	11/07/2007	05/13/2009	5,118.00	11,260.00	-6,142.00
650. MYLAN LAB INC*	11/07/2007	05/13/2009	8,764.00	9,923.00	-1,159.00
225. PAYCHEK INC COMMON	11/07/2007	05/13/2009	6,030.00	9,135.00	-3,105.00
170. PFIZER INC COM STK	11/01/2007	05/13/2009	2,591.00	4,107.00	-1,516.00
55. PROCTER & GAMBLE CO COM STK*	11/07/2007	05/13/2009	2,788.00	3,858.00	-1,070.00
575. PROGRESSIVE CORP COMMON	11/07/2007	05/13/2009	9,091.00	10,513.00	-1,422.00
115. QUALCOMM INC COMMON	11/07/2007	05/13/2009	4,604.00	4,838.00	-234.00
200. ROBERT HALF INTL COMMON	01/29/2008	05/13/2009	4,490.00	4,932.00	-442.00
45. SYSCO	01/29/2008	05/13/2009	1,044.00	1,275.00	-231.00
829. TAIWAN SEMICONDUCTOR MANUFACTURING CO LT	11/07/2007	05/13/2009	8,273.00	8,660.00	-387.00
125. 3M COMPANY COMMON	11/07/2007	05/13/2009	7,147.00	10,555.00	-3,408.00
150. UNITED PARCEL SERVICE INC	11/07/2007	05/13/2009	7,833.00	10,969.00	-3,136.00
150. VALERO ENERGY CORP	11/07/2007	05/13/2009	3,172.00	10,580.00	-7,408.00
225. VERIZON COMMUNICATION S	11/07/2007	05/13/2009	6,795.00	9,903.00	-3,108.00
225. WAL-MART STORES INC	11/07/2007	05/13/2009	11,189.00	9,968.00	1,221.00
80. WELLS FARGO & CO. (NEW)	11/01/2007	05/13/2009	1,960.00	2,599.00	-639.00
100. ZIMMER HOLDINGS INC	01/29/2008	05/13/2009	4,303.00	7,505.00	-3,202.00
250. ACCENTURE LTD, CLASS A COMMON	01/29/2008	05/13/2009	7,225.00	8,500.00	-1,275.00
200. INGERSOLL RAND COMPANY LIMITED CL A	11/07/2007	05/13/2009	4,048.00	10,092.00	-6,044.00
25000. FED HOME LOAN MTG CORP DTD 01/30/04 CALLABLE	12/19/2007	07/07/2009	27,326.00	25,926.00	1,400.00
25000. FED HOME LOAN BANK DTD 5/27/04 5.25% 06/	12/19/2007	07/07/2009	27,797.00	26,446.00	1,351.00
25000. FED NATL MTG ASSN DTD 4/16/2007 5% 05/11	12/19/2007	07/07/2009	27,397.00	25,756.00	1,641.00
25000. FED NATL MTG ASSN DTD 11/6/03 5.125% 01/	01/16/2008	07/07/2009	25,473.00	26,535.00	-1,062.00
6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b					

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
KIMLEY-HORN FOUNDATION C/O	56-2188912

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 500. ISHARES LEHMAN MBS FIXED-RATE BOND FUND	12/27/2007	07/07/2009	52,626.00	50,584.00	2,042.00
110. ISHARES LEHMAN 1-3 YEAR CREDIT BOND FD	12/27/2007	07/07/2009	11,374.00	11,100.00	274.00
25000. US TREASURY BOND DTD 8/15/2003 4.25% 08/	12/19/2007	07/07/2009	27,238.00	25,815.00	1,423.00
25000. US TREASURY BOND DTD 11/15/04 4.25% 11/1	12/19/2007	07/07/2009	27,193.00	25,738.00	1,455.00
8559.92 LEGG MASON WESTERN ASSET NON-US OPP BD	11/02/2007	07/07/2009	74,814.00	85,000.00	-10,186.00
45. AMGEN INC	11/07/2007	08/06/2009	2,731.00	2,555.00	176.00
300. DELL INC COMMON	11/07/2007	08/06/2009	3,939.00	8,960.00	-5,021.00
120. EBAY INC COMMON	11/01/2007	08/06/2009	2,652.00	4,247.00	-1,595.00
255. PFIZER INC COM STK	11/07/2007	08/06/2009	4,011.00	6,035.00	-2,024.00
35. QUALCOMM INC COMMON	11/07/2007	08/06/2009	1,589.00	1,469.00	120.00
25. UNITEDHEALTH GROUP	11/07/2007	08/06/2009	643.00	1,256.00	-613.00
80. WELLS FARGO & CO. (NEW)	11/07/2007	08/06/2009	2,214.00	2,584.00	-370.00
40. ANADARKO PETE CORP	11/07/2007	11/19/2009	2,460.00	2,378.00	82.00
421. BANK OF AMERICA CORP	11/07/2007	11/19/2009	6,782.00	22,685.00	-15,903.00
45. CISCO SYS INC	11/07/2007	11/19/2009	1,064.00	1,497.00	-433.00
155. EBAY INC COMMON	11/07/2007	11/19/2009	3,587.00	5,331.00	-1,744.00
65. GENERAL ELECTRIC CO COM STK	11/01/2007	11/19/2009	1,019.00	2,633.00	-1,614.00
75. INTEL CORP	11/07/2007	11/19/2009	1,446.00	2,042.00	-596.00
105. ISHARES S&P SMALLCAP 600/VAL COMMON	11/01/2007	11/19/2009	5,737.00	7,790.00	-2,053.00
500. ISHARES LEHMAN INTERMEDIATE	12/27/2007	11/19/2009	51,859.00	50,141.00	1,718.00
390. ISHARES LEHMAN 1-3 YEAR CREDIT BOND FD	12/27/2007	11/19/2009	40,723.00	39,351.00	1,372.00
20. JOHNSON + JOHNSON COM STK	11/01/2007	11/19/2009	1,245.00	1,301.00	-56.00
35. MEDTRONIC INC	11/01/2007	11/19/2009	1,380.00	1,658.00	-278.00
80. MICROSOFT CORP	11/01/2007	11/19/2009	2,384.00	2,977.00	-593.00
40. SYSCO	01/29/2008	11/19/2009	1,076.00	1,133.00	-57.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
KIMLEY-HORN FOUNDATION C/O

Employer identification number
56-2188912

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 175. UNITEDHEALTH GROUP	11/07/2007	11/19/2009	4,989.00	8,680.00	-3,691.00
50. AMGEN INC	11/07/2007	12/30/2009	2,864.00	2,839.00	25.00
70. MICROSOFT CORP	11/07/2007	12/30/2009	2,163.00	2,572.00	-409.00
25. PROCTER & GAMBLE CO COM STK*	11/07/2007	12/30/2009	1,531.00	1,750.00	-219.00
70. SYSCO	01/29/2008	12/30/2009	1,973.00	1,983.00	-10.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -164,218.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

AMERICAN CENTURY DIVERSIFIED BOND FUND #	133.00	
PIMCO FOREIGN BOND (US DOLLAR HEDGED) FU	2.00	
PIMCO FOREIGN BOND (US DOLLAR HEDGED) FU	3,194.00	
VANGUARD GNMA FUND #36 CL INV	187.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		3,516.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO FOREIGN BOND (US DOLLAR HEDGED) FU	683.00	
VANGUARD GNMA FUND #36 CL INV	72.00	
LEGG MASON WESTERN ASSET NON-US OPP BD	467.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,222.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,222.00

STATEMENT 1