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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation BB&T WEST VIRGINIA FOUNDATION INC		A Employer identification number 55-6017269
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (919) 716-9045
434 FAYETTEVILLE ST. 14TH FL City or town, state, and ZIP code RALEIGH, NC 27601		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 9,947,548.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		100,250.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		196,788.	198,500.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,383,197.			
b Gross sales price for all assets on line 6a 11,752,209.					
7 Capital gain net income (from Part IV, line 2)			1,383,197.		
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)					
12 Total. Add lines 1 through 11		1,680,235.	1,581,697.		
13 Compensation of officers, directors, trustees, etc.					
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) STMT 2		1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 3		16,869.	3,846.		
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 4		447.			
24 Total operating and administrative expenses. Add lines 13 through 23		18,316.	3,846.	NONE	1,000.
25 Contributions, gifts, grants paid		553,421.			553,421.
26 Total expenses and disbursements. Add lines 24 and 25		571,737.	3,846.	NONE	554,421.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,108,498.			
b Net investment income (if negative, enter -0-)			1,577,851.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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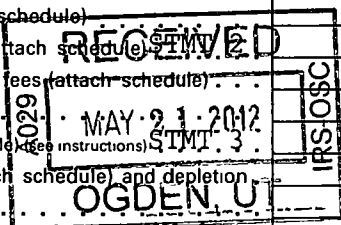
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	10,153.	32,213.	32,213.
	2	Savings and temporary cash investments	182,346.	325,849.	325,849.
	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 ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)	1,352,976.	622,028.	629,108.
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)	1,848,135.	1,881,539.	1,879,437.
	11	Investments - land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	9,560.	9,560.	10,272.
	14	Land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	5,884,671.	7,514,985.	7,070,669.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,287,841.	10,386,174.	9,947,548.	
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 ▶ <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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	11,258,781.	10,386,174.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-1,970,940.		
	30	Total net assets or fund balances (see instructions)	9,287,841.	10,386,174.	
31	Total liabilities and net assets/fund balances (see instructions)	9,287,841.	10,386,174.		

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	9,287,841.
2	Enter amount from Part I, line 27a	2	1,108,498.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,396,339.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	10,165.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,386,174.

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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 PUBLICLY TRADED SECURITIES					
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 11,670,814.		10,369,012.	1,301,802.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			1,301,802.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,383,197.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	550,938.	9,814,749.	0.056134
2009	512,888.	8,771,457.	0.058472
2008	696,802.	10,249,670.	0.067983
2007	651,153.	11,689,678.	0.055703
2006	623,084.	10,960,367.	0.056849
2 Total of line 1, column (d)			2 0.295141
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 0.059028
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 10,315,333.
5 Multiply line 4 by line 3			5 608,893.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 15,779.
7 Add lines 5 and 6			7 624,672.
8 Enter qualifying distributions from Part XII, line 4			8 554,421.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	31,557.
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	31,557.
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	31,557.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,216.	
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	8,216.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	23,341.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WV		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input checked="" type="checkbox"/> N/A				
14	The books are in care of <input checked="" type="checkbox"/> BRANCH BANKING & TRUST COMPANY Telephone no. <input checked="" type="checkbox"/> (304) 348-7271 Located at <input checked="" type="checkbox"/> BB&T SQUARE, CHARLESTON, WV ZIP + 4 <input checked="" type="checkbox"/> 25301			
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 <input checked="" type="checkbox"/> 15			
16	At any time during calendar year 2011, 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/>	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. <input type="checkbox"/>		
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 2011 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 2011.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2011? <input type="checkbox"/>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**6b**

X

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? ☐ Yes ☒ No**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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 11		-0-	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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		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 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 instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,188,811.
b	Average of monthly cash balances	1b	283,608.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,472,419.
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	10,472,419.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	157,086.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,315,333.
6	Minimum investment return. Enter 5% of line 5	6	515,767.

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	515,767.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	31,557.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31,557.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	484,210.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	484,210.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	484,210.

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	554,421.
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	554,421.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	554,421.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				484,210.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years. 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	91,010.			
b From 2007	87,871.			
c From 2008	190,170.			
d From 2009	78,558.			
e From 2010	68,417.			
f Total of lines 3a through e	516,026.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>554,421.</u>				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				484,210.
e Remaining amount distributed out of corpus	70,211.			
5 Excess distributions carryover applied to 2011 (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	586,237.			
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 instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	91,010.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	495,227.			
10 Analysis of line 9:				
a Excess from 2007	87,871.			
b Excess from 2008	190,170.			
c Excess from 2009	78,558.			
d Excess from 2010	68,417.			
e Excess from 2011	70,211.			

Part XIV Private Operating Foundations (see 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 2011, 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)

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) 2011	(b) 2010	(c) 2009	(d) 2008		
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).)

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 ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 15				
Total				3a 553,421.
b Approved for future payment				
Total				3b

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

Employer identification number

BB&T WEST VIRGINIA FOUNDATION INC

55-6017269

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, total 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 total 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 Part I, 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

BB&T WEST VIRGINIA FOUNDATION INC

Employer identification number

55-6017269

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BB&T BB&T SQUARE CHARLESTON, WV 25301	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT INCOME	196,788.	198,500.
	-----	-----
TOTAL	196,788.	198,500.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
REAL ESTATE TAX ON NON-RENTAL	835.	
FEDERAL TAX PAYMENT - PRIOR YE	3,972.	
FEDERAL ESTIMATES - PRINCIPAL	8,216.	
FOREIGN TAXES ON QUALIFIED FOR	3,533.	3,533.
FOREIGN TAXES ON NONQUALIFIED	313.	313.
	-----	-----
TOTALS	16,869.	3,846.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
REAL ESTATE EXPENSE ON NON-REN	447.

TOTALS	447.
	=====

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
US TREASURY BND 4.375% 8/15/12		
BB&T INTER US GOVT CL FD #341	99,063.	102,633.
FEDERTD TOTL RTN GVT BD FD 647		
PIMCO TOTAL RTN FD CL I #35	212,265.	209,637.
METROPOLITAN WEST TOTAL	310,700.	316,838.
STERLING CAPITAL INTER US GOVT		
	622,028.	629,108.
TOTALS	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
CISCO SYSTEM INC 5.25% 2/22/11		
GOLDMAN SACHS GRP 5.7% 9/1/12		
BB&T TOTL RET BD CL I FD #0342	306,369.	305,283.
FIDLTy ADV STRAT INC FD CL 648		
DODGE & COX INCOME FUND #147		
AMERICAN CENTURY DIVERSIFIED	420,891.	423,510.
DOUBLELINE TOTAL RETURN	521,122.	517,836.
STERLING CAPITAL CORP	311,040.	314,795.
STERLING CAPITAL TOTAL RETURN	322,117.	318,013.
	-----	-----
TOTALS	1,881,539.	1,879,437.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
		-----	----
2 ACRES EAST BANK KAN CO	C	120.	60.
37 ACRES COOPERS CRK KAN CO	C	618.	570.
123 ACRES GRANT DIS CABELL CO	C	2,400.	1,050.
2/3 IN 76 A BUFFALO DIS CLAY C	C	2,400.	1,062.
130 A GRAPEVINE CK KAN CO POCA	C	1,368.	2,030.
51.25 A NORTH CHAS KAN CO MIN	C	254.	220.
LOTS 1-7 CHARLESTON WV	C	2,400.	5,280.
		-----	-----
TOTALS		9,560.	10,272.
		=====	=====

BB&T WEST VIRGINIA FOUNDATION INC
FORM 990PF, PART II - OTHER ASSETS
=====

55-6017269

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
GOLDMAN SAC GRWTH OPP FD #1132	528,201.	565,608.
NEUBERGE & BERMAN LRG CAP 1810		
BB&T EQUITY INC CL I FD #322	387,122.	369,766.
COHEN & STEERS REALTY SHS INST		
FIDELITY ADV SML CAP FD CL 298		
GOLDMAN SAC MID CAP VAL FD 864		
NORTHERN SMALL CAP VAL FD #603	1,083,938.	1,009,666.
DWS CAPITAL GROWTH		
T ROW PRICE MID CAP VAL FD 115		
ARTISAN INTERNATL SML CAP 1465	297,569.	290,724.
LAZARD EMERGING MKTS PORT #638	533,163.	518,455.
HARBOR INTL FD INST CL #11		
ALLIANZ OCC OPPORTUNITY #4624		
BB&T MID CAP VAL CL I FD #0312		
INVESCO INTL GROWTH FD CL I FD		
ISHARES RUSSL 1000 VAL IND FD		
ISHARES RUSSL 1000 GRWTH		
SPDR DJ WILSHIRE INTNL R/E ETF		
BB&T SPECIAL OPP CL I FD #321	107,547.	111,777.
THE MERGER FUND		
ISHARES S&P GSCI COMM INDX TR	559,971.	517,755.
EATON VANCE LARGE CAP	191,646.	175,657.
FEDERATED MDT SMALL CAP	492,966.	521,478.
STERLING CAPITAL EQUITY INCOME	252,102.	264,423.
STERLING CAPITAL SPECIAL OPP	629,082.	561,603.
STERLING CAPITAL MID VALUE	183,546.	176,424.
VIRTUS QUALITY SMALL CAP	235,413.	187,588.
FORWARD INTL SMALL CO	616,158.	524,323.
HARDING LOEVNER INTL EQUITY		

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
OPPENHEIMER DEV MARKETS	358,024.	312,730.
AQR MANAGED FUTURES STRAT	73,498.	69,230.
ABERDEEN EQUITY LONG SHORT	49,280.	47,616.
CREDIT SUISSE COMMODITY RETURN	412,120.	352,677.
DRIEHAUS ACTIVE INCOME	123,508.	110,189.
HIGHLAND LONG/SHORT EQUITY	82,768.	80,926.
MANAGERS AMG FQ GLOBAL	114,468.	105,209.
MARKETFIELD FD INST	66,291.	68,209.
TURNER SPECTRUM FUND INST	83,232.	77,224.
WASATCH 1ST SOURCE LONG/SHORT	53,372.	51,412.
	-----	-----
TOTALS	7,514,985.	7,070,669.
	=====	=====

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

DISALLOWED WASH SALES
2009 ROC ADJUSTMENT IN 2011
ROUNDING

9,625.
539.
1.

TOTAL

10,165.
=====

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

OFFICER NAME:

MRS PHYLLIS H. ARNOLD

ADDRESS:

P. O. BOX 1793

CHARLESTON, WV 25326

TITLE:

MEMBER & TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MRS NELLE RATRIE CHILTON

ADDRESS:

P. O. BOX 311

CHARLESTON, WV 25321

TITLE:

MEMBER & TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MR. C. EDWARD GAUNCH

ADDRESS:

524 WOODBRIDGE DRIVE

CHARLESTON, WV 25301

TITLE:

MEMBER & TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MR J. HOLMES MORRISON

ADDRESS:

P. O. BOX 1793

CHARLESTON, WV 25326

TITLE:

MEMBER & TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

MR. CALVIN E. BARKER

ADDRESS:

466 HIGH STREET

MORGANTOWN, WV 25605

TITLE:

MEMBER & TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MR. STEVEN M. RUBIN

ADDRESS:

1700 PENNSYLVANIA AVENUE

CHARLESTON, WV 25302

TITLE:

MEMBER & TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MR. K. RICHARD C. SINCLAIR

ADDRESS:

P. O. BOX 757

ST ALBANS, WV 25177

TITLE:

MEMBER & TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DR. EDWIN H. WELCH

ADDRESS:

2300 MACCORKLE AVENUE, SE

CHARLESTON, WV 25304

TITLE:

MEMBER & TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

MR. JOHN M. BARRY

ADDRESS:

P. O. BOX 1793

CHARLESTON, WV 25326

TITLE:

EXECUTIVE DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

JOHN M BARRY, BRANCH BANKING & TRUST CO
ADDRESS:

P. O. BOX 1793

CHARLESTON, WV 25326

RECIPIENT'S PHONE NUMBER: 304-348-7271

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED APPLICATION

SUBMISSION DEADLINES:

NOVEMBER 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

WEST VIRGINIA ORGANIZATIONS ONLY

Application Date: ____/____/____

2013 BB&T West Virginia Foundation Grant Application

Deadline for Application: 11/01/2012

Name of Organization: _____

Contact Person: _____

Address: _____

Ph: () _____ - _____ Fax: () _____ - _____ E-mail: _____

Is the organization an existing BB&T client? Yes ___ No ___

Is this a National Organization Yes ___ No ___

If yes, what percentage of the contribution will stay local?

If yes, are you soliciting funds from BB&T in other areas? Yes ___ No ___

Please list location(s): _____

Amount of funding being requested: \$ _____

Has this organization received funding from United Way? Yes ___ No ___

Has this organization received funding from BB&T this year? Yes ___ No ___

If yes, please list date, dollar amount, and purpose of previous contributions.

Does this organization plan to request additional funding from BB&T this year? Yes ___ No ___

If yes, please attach a schedule of anticipated requests for this year.

What percentage of your budget does this request represent? _____

Timeframe for Activity/Event: _____

Date requested funds are needed: ____/____/____

Geographic Area Served: _____

Documents to Include:

1. Copy of 501 c3 designation (if submitted previously it is not necessary to resubmit) ☐
2. Mission Statement of organization, if applicable ☐
3. Supporting documentation, such as letter of support, community strategic/master plan, etc. ☐

Add Narrative to Grant Application:

Needs to include the following information:

Purpose of Request

Proposed Impact/Outcome

Financial Statements (recurring grant applicants, every three years)

For Internal BB&T Use Only

Name of Reviewer: _____

Date Reviewed: ____/____/____

Recommendation of local Donations Committee/City Executive:

Approved: _____ **Date:** ____/____/____

Declined: _____ **Date:** ____/____/____

**If CRA eligible, forward copy of request, approval letter,
and thank you letter to Community Development Specialist.**

Date forwarded: ____/____/____

**If request is to be forwarded to another department for
consideration, check appropriate department**

BB&T WV Foundation _____

Date forwarded: ____/____/____

CRA Dept. _____

Date forwarded: ____/____/____

RP _____

Date forwarded: ____/____/____

Other, please list _____

Date forwarded: ____/____/____

Comments: _____

RECIPIENT NAME:

SEE ATTACHED LIST OF DONATIONS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE DONATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 553,421.

TOTAL GRANTS PAID:

553,421.

=====

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
APPALACHIAN EDUCATION INITIATIVE	NONE	PUBLIC CHARITY	SUPPORT OF THE ARTS	2,500
ARTSBRIDGE	NONE	PUBLIC CHARITY	SUPPORT OF THE ARTS	2,500
BELIEVE IN WEST VIRGINIA, INC	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
BLANCHETTE ROCKEFELLER NEUROSCIENCES INSTITUTE AT WVU	NONE	PUBLIC CHARITY	HEALTH CARE	5,000
BOY SCOUTS OF AMERICA ALLOHAK COUNCIL	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
BOY SCOUTS OF AMERICA BUCKSKIN COUNCIL	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500
CABELL HUNTINGTON HOSPITAL FOUNDATION	NONE	PUBLIC CHARITY	HEALTH CARE	15,000
CAPITAL AREA DEVELOPMENT CORPORATION OF WEST VIRGINIA (CADCO)	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	23,900
CARNEGIE HALL, INC	NONE	PUBLIC CHARITY	SUPPORT OF THE ARTS	2,000
CENTER FOR RURAL HEALTH DEVELOPMENT	NONE	PUBLIC CHARITY	HEALTH CARE	5,000
CHARLES MATHENA CENTER	NONE	PUBLIC CHARITY	SUPPORT OF THE ARTS	2,500
CHARLESTON AREA MEDICAL CENTER (CAMC) FOUNDATION, INC	NONE	PUBLIC CHARITY	HEALTH CARE	25,588
CHARLESTON BALLET	NONE	PUBLIC CHARITY	SUPPORT OF THE ARTS	2,000
CHARLESTON COMMUNITY & FAMILY DEVELOPMENT CORP	NONE	PUBLIC CHARITY	HEALTH CARE	2,500
CHARLESTON WEST SIDE MAIN STREET	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	2,500
CHESTNUT MOUNTAIN RANCH	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
CHILDHOOD LANGUAGE CENTER	NONE	PUBLIC CHARITY	YOUTH DEVELOPMENT	3,500
CITY OF RAVENSWOOD	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	1,000
CLARKSBURG HARRISON CULTURAL FOUNDATION	NONE	PUBLIC CHARITY	SUPPORT OF THE ARTS	2,500
COMMUNITY FOUNDATION OF THE VIRGINIAS	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,500
CONCORD UNIVERSITY FOUNDATION, INC	NONE	PUBLIC CHARITY	REDEVELOPMENT OF TOWERS	5,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
CONSUMER CREDIT COUNSELING SERVICE - SOUTHERN WV	NONE	PUBLIC CHARITY	FINANCIAL LITERACY		5,000
COVENANT HOUSE OF WEST VIRGINIA	NONE	PUBLIC CHARITY	GENERAL SUPPORT		4,000
DISCOVER THE REAL WEST VIRGINIA FOUNDATION	NONE	PUBLIC CHARITY	GENERAL SUPPORT		7,500
EASTERN WEST VIRGINIA COMMUNITY FOUNDATION	NONE	PUBLIC CHARITY	GENERAL SUPPORT		2,500
FAIRMONT/MORGANTOWN HOUSING AUTHORITY	NONE	PUBLIC CHARITY	SOCIAL SERVICES		5,000
FAIRMONT STATE FOUNDATION	NONE	PUBLIC CHARITY	EDUCATION		10,000
FELLOWSHIP OF CHRISTIAN ATHLETES	NONE	PUBLIC CHARITY	SPORTS		3,000
GIRL SCOUTS OF THE BLACK DIAMOND COUNCIL	NONE	PUBLIC CHARITY	YOUTH DEVELOPMENT		2,500
GLENWOOD PARK FOUNDATION, INC	NONE	PUBLIC CHARITY	SOCIAL SERVICES		2,000
GOLDEN GIRL GROUP HOME	NONE	PUBLIC CHARITY	EDUCATION		2,500
GREENBIER COUNTY SCHOOLS FOUNDATION	NONE	PUBLIC CHARITY	EDUCATION		2,000
GREENBIER VALLEY THEATRE	NONE	PUBLIC CHARITY	YOUTH DEVELOPMENT		2,000
HOUSE OF HOPE	NONE	PUBLIC CHARITY	FOOD PANTRY		3,000
HUNTINGTON AREA DEVELOPMENT COUNCIL, INC (HADCO)	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT		8,000
HUNTINGTON MUSEUM OF ART, INC	NONE	PUBLIC CHARITY	SUPPORT OF THE ARTS		1,900
HUNTINGTON YMCA	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENTS		3,333
HURRICANE DEVELOPMENT CORPORATION	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT		5,000
JACKSON COUNTY COMMUNITY FOUNDATION	NONE	PUBLIC CHARITY	SOCIAL SERVICES		1,000
JACKSON COUNTY DEVELOPMENT AUTHORITY	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT		1,000
KANAWHA PASTORAL COUNSELING CENTER	NONE	PUBLIC CHARITY	SOCIAL SERVICES		1,750
KANAWHA VALLEY FELLOWSHIP HOME	NONE	PUBLIC CHARITY	SOCIAL SERVICES		2,500
KANAWHA VALLEY SOAP BOX DERBY ASSOCIATION	NONE	PUBLIC CHARITY	AMATEUR SPORTS		2,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEADERSHIP WEST VIRGINIA, INC	NONE	PUBLIC CHARITY	EDUCATION	2,000
LIBRARY FOUNDATION OF KANAWHA COUNTY	NONE	PUBLIC CHARITY	EDUCATION	13,000
LOGAN COUNTY CHILD ADVOCACY CENTER	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
LOGAN COUNTY COMMUNITY FUND	NONE	PUBLIC CHARITY	SOCIAL SERVICES	400
MAIN STREET MORGANTOWN	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	5,000
MAKE A WISH FOUNDATION	NONE	PUBLIC CHARITY	SOCIAL SERVICES	3,400
MARSHALL UNIVERSITY FOUNDATION	NONE	PUBLIC CHARITY	EDUCATION	6,000
MID OHIO VALLEY SYMPHONY SOCIETY	NONE	PUBLIC CHARITY	SUPPORT OF THE ARTS	2,500
MILAN PUSKAR HEALTH RIGHT, INC	NONE	PUBLIC CHARITY	HEALTH CARE	5,000
MINGO CENTRAL HIGH SCHOOL ATHLETIC FOUNDATION	NONE	PUBLIC CHARITY	ATHLETIC DEVELOPMENT	2,500
MONONGALIA GENERAL HOSPITAL FOUNDATION	NONE	PUBLIC CHARITY	HEALTH CARE	5,000
MONONGALIA HOME CORP/SUNDALE NURSING	NONE	PUBLIC CHARITY	HEALTH CARE	5,000
NATURAL CAPITAL INVESTMENT FUND	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	5,000
NICHOLAS COUNTY BOARD OF EDUCATION	NONE	PUBLIC CHARITY	SPORTS	5,000
NICHOLAS COUNTY COMMUNITY FOUNDATION	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	10,000
PARKERSBURG AREA COMMUNITY FOUNDATION	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	2,000
PUTNAM REGIONAL ORGANIZATION FOR TECHNICAL & ECONOMIC	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	3,000
REA OF HOPE FELLOWSHIP HOME	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000
READ ALOUD WEST VIRGINIA	NONE	PUBLIC CHARITY	BOOK DISTRIBUTION PROGRAM	2,500
REBUILDING TOGETHER - CHARLESTON, INC	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,000
RIPLEY MAIN STREET	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	1,000
SHEPHERD UNIVERSITY FOUNDATION	NONE	PUBLIC CHARITY	EDUCATION	10,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SHEPHERD'S CENTER OF CHARLESTON	NONE	PUBLIC CHARITY	NEWSLETTER SUPPLIES	5,500
SO WV COMMUNITY & TECHNICAL COLLEGE	NONE	PUBLIC CHARITY	EDUCATION	5,000
TAMARACK FOUNDATION	NONE	PUBLIC CHARITY	TRAINING PROGRAMS	5,000
THOMAS MEMORIAL HOSPITAL FOUNDATION	NONE	PUBLIC CHARITY	HEALTH CARE	5,000
UNITED FUND OF MONONGALIA COUNTY	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,250
UNITED WAY OF BOONE COUNTY	NONE	PUBLIC CHARITY	SOCIAL SERVICES	550
UNITED WAY OF CENTRAL WEST VIRGINIA, INC	NONE	PUBLIC CHARITY	SOCIAL SERVICES	37,450
UNITED WAY OF GREENBRIER VALLEY	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,050
UNITED WAY OF HARRISON COUNTY	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500
UNITED WAY OF MARION COUNTY	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,650
UNITED WAY OF SOUTHERN WEST VIRGINIA (RALEIGH COUNTY)	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,350
UNITED WAY OF THE EASTERN PANHANDLE	NONE	PUBLIC CHARITY	SOCIAL SERVICES	6,050
UNITED WAY ALLANCE OF THE MID-OHIO VALLEY	NONE	PUBLIC CHARITY	SOCIAL SERVICES	3,200
UNITED WAY OF THE RIVER CITIES	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500
UNITED WAY OF THE VIRGINIAS	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,300
UNIVERSITY OF CHARLESTON	NONE	PUBLIC CHARITY	EDUCATION	250
UPPER OHIO VALLEY UNITED FUND, INC	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,550
WEST VIRGINIA FINANCIAL EDUCATION FOUNDATION	NONE	PUBLIC CHARITY	FINANCIAL LITERACY	10,000
WEST VIRGINIA HEALTH RIGHT	NONE	PUBLIC CHARITY	HEALTH CARE	5,000
WEST VIRGINIA HUMANITIES COUNCIL	NONE	PUBLIC CHARITY	EDUCATION	2,500
WEST VIRGINIA INDEPENDENT COLLEGES & UNIVERSITIES	NONE	PUBLIC CHARITY	EDUCATION	53,000
WEST VIRGINIA LIBRARY COMMISSION (PUTNAM COUNTY LIBRARY)	NONE	PUBLIC CHARITY	EDUCATION	1,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT *
WEST VIRGINIA ROUNDTABLE FOUNDATION, INC	NONE	PUBLIC CHARITY	ECONOMIC DEVELOPMENT	5,000
WEST VIRGINIA SECONDARY SCHOOLS COMMISSION	NONE	PUBLIC CHARITY	EDUCATION	5,000
WEST VIRGINIA SENIOR SPORTS CLASSIC, INC	NONE	PUBLIC CHARITY	AMATEUR SPORTS	2,500
WEST VIRGINIA SYMPHONY ORCHESTRA	NONE	PUBLIC CHARITY	SUPPORT OF THE ARTS	5,000
WEST VIRGINIA UNIVERSITY FOUNDATION	NONE	PUBLIC CHARITY	LOCKER ROOM RENOVATIONS	20,000
WEST VIRGINIA UNIVERSITY FOUNDATION FOR SCHOOL OF B&E	NONE	PUBLIC CHARITY	EDUCATION	8,500
WEST VIRGINIA UNIVERSITY FOUNDATION (MOUNTAINEER ATHLETIC CLUB)	NONE	PUBLIC CHARITY	AMATEUR SPORTS	8,000
WEST VIRGINIA WOMEN WORK	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500
WOOD COUNTY SOCIETY FOR CAMP ECHO	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500
WVU ALUMNI ASSOCIATION	NONE	PUBLIC CHARITY	EDUCATION	20,000
WVU HOSPITAL - EAST (CITY HOSPITAL OF MARTINSBURG)	NONE	PUBLIC CHARITY	HEALTH CARE	10,000
YOUTH SERVICES, INC	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
YWCA OF CHARLESTON SOJOURNERS PROGRAM	NONE	PUBLIC CHARITY	SOJOURNERS PROGRAM	17,000
			TOTAL AWARDS PAID	553,421

**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

2011

Name of estate or trust

BB&T WEST VIRGINIA FOUNDATION INC

Employer identification number

55-6017269

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					12,394.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -7,943.
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 2010 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 4,451.

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					69,001.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 1,309,745.
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 2010 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 1,378,746.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		4,451.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,378,746.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		1,383,197.

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	()

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** in 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 Schedule D Tax Worksheet in 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 Schedule D Tax Worksheet in 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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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 2011 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 2011 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 (Form 1041) 2011

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

2011

Name of estate or trust

BB&T WEST VIRGINIA FOUNDATION INC

Employer identification number

55-6017269

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 6637.278 COHEN & STEERS RE INSTITUTION	03/24/2011	06/01/2011	279,164.00	260,845.00	18,319.00
2835. ISHARES RUSSELL 1000	12/02/2010	06/01/2011	174,888.00	158,939.00	15,949.00
96610.786 NEUBERGER & BERM DISCIPLINED GROWTH FUND #	12/02/2010	06/01/2011	762,259.00	725,547.00	36,712.00
230.764 AQR MANAGED FUTURE FUND INST C	06/01/2011	06/06/2011	2,331.00	2,345.00	-14.00
731.903 ABERDEEN EQUITY LO FUND INST CL	06/01/2011	06/06/2011	8,373.00	8,453.00	-80.00
190. AVALONBAY CMNTYS INC	06/01/2011	06/06/2011	24,719.00	25,040.00	-321.00
240. BOSTON PROPERTIES INC	06/01/2011	06/06/2011	24,741.00	25,692.00	-951.00
1960. CAMPUS CREST COMMUNI COMMON	06/01/2011	06/06/2011	23,788.00	24,659.00	-871.00
420. EQUITY RESIDENTIAL PR TRUST	06/01/2011	06/06/2011	25,103.00	25,674.00	-571.00
1490. FIRST POTOMAC REALTY COMMON	06/01/2011	06/06/2011	23,172.00	24,666.00	-1,494.00
660. HCP, INC COMMON	06/01/2011	06/06/2011	23,977.00	24,776.00	-799.00
1430. HOST MARRIOTT CORP N	06/01/2011	06/06/2011	23,623.00	24,746.00	-1,123.00
610. KILROY REALTY CORP	06/01/2011	06/06/2011	24,393.00	25,045.00	-652.00
460. MACERICH COMPANY COMM	06/01/2011	06/06/2011	23,984.00	24,763.00	-779.00
580. NATIONWIDE HEALTH PPT	06/01/2011	06/06/2011	24,197.00	25,131.00	-934.00
343.652 OPPENHEIMER DEVELO FUND CL Y	06/01/2011	06/06/2011	12,196.00	12,265.00	-69.00
220. PUBLIC STORAGE INC	06/01/2011	06/06/2011	25,187.00	25,760.00	-573.00
1370. RLJ LODGING TRUST CO	06/01/2011	06/06/2011	24,922.00	24,815.00	107.00
320. SIMON PPTY GROUP INC	06/01/2011	06/06/2011	36,479.00	37,472.00	-993.00
260. VORNADO REALTY LP TRU	06/01/2011	06/06/2011	24,245.00	25,238.00	-993.00
5678.257 DWS CAPITAL GROWT CL FUND # 5	06/01/2011	06/21/2011	311,793.00	319,572.00	-7,779.00
12673.305 EATON VANCE LARG FUND CL I FU	06/01/2011	06/21/2011	232,175.00	235,343.00	-3,168.00
4948.607 FEDERATED MDT SM GROWTH FUND CL	06/01/2011	06/21/2011	60,818.00	61,363.00	-545.00
5934.253 FORWARD INTERNATI COMPANIES FD	06/01/2011	06/21/2011	87,055.00	90,379.00	-3,324.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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

2011

Name of estate or trust

BB&T WEST VIRGINIA FOUNDATION INC

Employer identification number

55-6017269

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3290.606 OPPENHEIMER DEVEL MARKETS FUND CL Y	06/01/2011	06/21/2011	114,349.00	117,442.00	-3,093.00
680. PROLOGIS INC. COMMON	06/01/2011	06/21/2011	23,469.00	24,962.00	-1,493.00
4482.849 STERLING CAPITAL FUND INST CL	06/01/2011	06/21/2011	63,925.00	64,777.00	-852.00
7115.533 VIRTUS QUALITY SM CL I FUND	06/01/2011	06/21/2011	88,731.00	88,019.00	712.00
517.294 ABERDEEN EQUITY LO FUND INST CL	06/01/2011	12/12/2011	5,835.00	5,975.00	-140.00
161.081 COHEN & STEERS REA INSTITUTION	06/06/2011	12/12/2011	6,052.00	6,654.00	-602.00
1420. CORSITE REALTY CORP	06/01/2011	12/12/2011	24,280.00	24,914.00	-634.00
4974.822 EATON VANCE LARGE FUND CL I FU	06/01/2011	12/12/2011	83,925.00	92,382.00	-8,457.00
2522.704 FEDERATED HIGH YI INST CL FUND #	06/21/2011	12/12/2011	23,915.00	25,000.00	-1,085.00
7527.495 FEDERATED INTERME BOND CLASS I	06/21/2011	12/12/2011	73,694.00	76,931.00	-3,237.00
1903.692 HARDING LOEVNER I EQUITY INS	06/01/2011	12/12/2011	25,643.00	29,888.00	-4,245.00
28810.747 METROPOLITAN WES RETURN BOND FUND	06/21/2011	12/12/2011	297,615.00	302,513.00	-4,898.00
17767.029 PIMCO TOTAL RETU	06/21/2011	12/12/2011	192,950.00	195,615.00	-2,665.00
11522.517 PRINCIPAL PREFER SECURITIES FUND INST	06/21/2011	12/12/2011	108,657.00	117,184.00	-8,527.00
4289.372 STERLING CAPITAL BOND FUND	06/21/2011	12/12/2011	46,239.00	47,140.00	-901.00
6539.063 STERLING CAPITAL U.S. GOVERNMENT FUND INST C	06/21/2011	12/12/2011	70,687.00	69,510.00	1,177.00
8122.247 STERLING CAPITAL FUND INST CL	06/01/2011	12/12/2011	104,371.00	117,366.00	-12,995.00
908.866 GLOBAL ABSOLUTE RE	06/06/2011	12/12/2011	16,869.00	16,505.00	364.00
3034.092 VIRTUS QUALITY SM CL I FUND	06/01/2011	12/12/2011	36,106.00	37,532.00	-1,426.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -7,943.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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

BB&T WEST VIRGINIA FOUNDATION INC

55-6017269

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 300000. CISCO SYSTEMS INC 5.25% 02/	02/15/2007	02/22/2011	300,000.00	301,125.00	-1,125.00
20517.144 INVESCO INTERNAT FUND CL I F	02/12/2009	06/01/2011	608,333.00	365,000.00	243,333.00
16094.451 ALLIANZ AGIC OPP FUND # 4624	06/19/2009	06/01/2011	407,029.00	258,155.00	148,874.00
16787.975 ARTISAN INTERNAT CAP FUND # 1	12/01/2009	06/01/2011	354,058.00	291,775.00	62,283.00
1613.597 COHEN & STEERS RE INSTITUTION	11/20/2007	06/01/2011	67,868.00	74,461.00	-6,593.00 *
37064.787 DODGE & COX INCO	12/01/2009	06/01/2011	504,081.00	486,290.00	17,791.00
43602.231 FEDERATED TOTAL BOND FUND #647	12/20/2004	06/01/2011	500,554.00	476,136.00	24,418.00
11881.82 FIDELITY ADV SMAL	04/01/2002	06/01/2011	334,592.00	219,932.00	114,660.00
29049.001 FIDELITY ADVISOR INC FD CLASS I	02/12/2009	06/01/2011	373,570.00	325,000.00	48,570.00
6802.592 GOLDMAN SACHS MID CL I FUND #	04/18/2007	06/01/2011	259,995.00	255,000.00	4,995.00
3980. ISHARES RUSSELL 1000 FUND	04/17/2006	06/01/2011	276,221.00	288,886.00	-12,665.00
6240. ISHARES RUSSELL 1000	10/26/2005	06/01/2011	384,938.00	305,561.00	79,377.00
1100. ISHARES S&P GSCI COM INDEXED TRUST	01/30/2009	06/01/2011	39,797.00	29,040.00	10,757.00
20437.371 THE MERGER FUND	06/19/2009	06/01/2011	332,312.00	306,561.00	25,751.00
17842.981 NORTHERN SMALL C FUND # 603	10/03/2008	06/01/2011	281,027.00	225,000.00	56,027.00
13884.381 PIMCO TOTAL RETU	10/27/2005	06/01/2011	153,561.00	146,203.00	7,358.00
17543.779 T ROWE PRICE MID FD INC	06/07/2004	06/01/2011	439,296.00	379,472.00	59,824.00
1033. SPDR DJ WILSHIRE INT REAL ESTA	09/12/2008	06/01/2011	42,404.00	45,201.00	-2,797.00
41646.51 STERLING CAPITAL BOND FUND	06/01/2001	06/01/2011	461,860.00	429,351.00	32,509.00
60298.829 STERLING CAPITAL E U.S. GOVERNMENT FUND INST	06/01/2001	06/01/2011	642,786.00	607,710.00	35,076.00
2185.315 FEDERATED TOTAL R BOND FUND #647	12/20/2004	06/06/2011	25,044.00	23,864.00	1,180.00
362. ISHARES RUSSELL 1000 FUND	04/17/2006	06/06/2011	24,076.00	26,276.00	-2,200.00
407. ISHARES RUSSELL 1000	10/26/2005	06/06/2011	24,100.00	19,930.00	4,170.00
6232.461 GOLDMAN SACHS GRO OPPORTUNITY FUND CL	01/08/2009	06/21/2011	155,126.00	85,509.00	69,617.00
3778.961 HARBOR INTL FD	12/20/2004	06/21/2011	238,793.00	160,530.00	78,263.00

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

Schedule D-1 (Form 1041) 2011

Employer identification number

55-6017269

[illegible]

* INDICATES WASH SALE

JSA