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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

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

OMB No 1545-0052

2011

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

Name of foundation: KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

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

Room/suite:

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

A Employer identification number: 56-2188912

B Telephone number (see instructions): (919) 716-9045

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 ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,333,754.

J Accounting method: ☒ Cash ☐ Accrual ☐ 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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	165,000.			
	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	30,155.	30,851.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	29,643.			
	b	Gross sales price for all assets on line 6a 697,100.				
	7	Capital gain net income (from Part IV, line 2)		29,643.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	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	224,798.	60,494.		
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 2	15,884.	15,884.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	1,566.	586.		
	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	86.	86.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	17,536.	16,556.	NONE	
	25	Contributions, gifts, grants paid	65,800.			65,800.
	26	**Total expenses and disbursements** Add lines 24 and 25	83,336.	16,556.	NONE	65,800.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	141,462.			
	b	**Net investment income** (if negative, enter -0-)		43,938.		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions. JSA Form **990-PF** (2011)

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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	316.	3,029.	3,029.
	2	Savings and temporary cash investments	18,071.	120,630.	120,630.
	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)			
	b	Investments - corporate stock (attach schedule) STMT 5	517,446.	575,536.	596,397.
	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) STMT 17	655,408.	637,042.	613,698.
	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)	1,191,241.	1,336,237.	1,333,754.
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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,191,241.	1,336,237.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,191,241.	1,336,237.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,191,241.	1,336,237.	

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	1,191,241.
2	Enter amount from Part I, line 27a	2	141,462.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 18	3	3,911.
4	Add lines 1, 2, and 3	4	1,336,614.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 19	5	377.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,336,237.

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	690,972.		667,457.	23,515.
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				23,515.
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 29,643.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	82,600.	1,158,506.	0.071299
2009	62,150.	1,012,013.	0.061412
2008	80,750.	1,113,767.	0.072502
2007	109,500.	1,171,025.	0.093508
2006	91,464.	986,319.	0.092733

2	**Total** of line 1, column (d)	2	0.391454
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	0.078291
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,256,613.
5	Multiply line 4 by line 3	5	98,381.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	439.
7	Add lines 5 and 6	7	98,820.
8	Enter qualifying distributions from Part XII, line 4	8	65,800.

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.

27- 1

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	879.
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	879.
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	879.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	688.		
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	688.
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	191.
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** ▶ **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 instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	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 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 ▶ 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

			Yes	No
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		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 ▶			

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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 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)*	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 2011?	4b		X

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? **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 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 20		-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

56-2188912

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 . . . . ▶	

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	1,253,692.
b	Average of monthly cash balances	1b	22,057.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,275,749.
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	1,275,749.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,136.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,256,613.
6	**Minimum investment return.** Enter 5% of line 5	6	62,831.

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	62,831.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	879.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	879.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	61,952.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	61,952.
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	61,952.

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	65,800.
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	65,800.
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	65,800.

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				61,952.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 ,20_____,20_____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . . . 43,204.				
b From 2007 . . . . . . 54,526.				
c From 2008 . . . . . . 25,717.				
d From 2009 . . . . . . 11,928.				
e From 2010 . . . . . . 25,347.				
f Total of lines 3a through e	160,722.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 65,800.				
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				61,952.
e Remaining amount distributed out of corpus	3,848.			
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	164,570.			
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)	43,204.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	121,366.			
10 Analysis of line 9:				
a Excess from 2007 . . . 54,526.				
b Excess from 2008 . . . 25,717.				
c Excess from 2009 . . . 11,928.				
d Excess from 2010 . . . 25,347.				
e Excess from 2011 . . . 3,848.				

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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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:

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:

56-2188912

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 23				
Total . . . . ▶ **3a**				65,800.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	30,155.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	29,643.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				59,798.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 59,798.

(See worksheet in line 13 instructions 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 instructions.)
	NOT APPLICABLE

36- 1

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

▶ Barry Barber | 5/7/12 | ▶ Secretary

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHELE L DORE	Michele L Dore	04/27/2012		

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ▶

Firm's address ▶ 9711 FARRAR COURT, SUITE 110
RICHMOND, VA 23236

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, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

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, 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).

38- 1

Name of organization	Employer identification number
KIMLEY-HORN FOUNDATION C/O BB&T, AGENT	56-2188912

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	KIMLEY-HORN & ASSOC INC P. O. BOX 33068 RALEIGH, NC 27636-3068	$ 165,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INCOME		30,155.	30,851.
	TOTAL	30,155.	30,851.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	15,884.	15,884.
TOTALS	15,884.	15,884.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	362.	362.
FEDERAL TAX PAYMENT - PRIOR YE	300.	
FEDERAL ESTIMATES - PRINCIPAL	680.	
FOREIGN TAXES ON QUALIFIED FOR	174.	174.
FOREIGN TAXES ON NONQUALIFIED	50.	50.
TOTALS	1,566.	586.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	83.	83.
OTHER NON-ALLOCABLE EXPENSE -	3.	3.
TOTALS	86.	86.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALCOA INC COMMON	1,823.	1,038.
AMERICAN EXPRESS COMP COMMON	3,428.	3,774.
AMERON INC DEL COMMON		
ANN INC COMMON	1,150.	1,239.
EXXON MOBIL CORP	8,259.	9,747.
AMETEK INC COMMON	1,098.	1,263.
CHEVRON CORP COMMON	3,421.	5,320.
COMCAST CORP CLASS A	4,081.	5,928.
GENERAL ELECTRIC COMP	7,266.	8,060.
CONOCOPHILLIPS	1,994.	3,279.
CORNING INC COMMON		
APPLE COMPUTER CORP COMMON	6,609.	10,125.
ATHEROS COMMUNICATIONS COMMON		
INTEL	2,686.	4,244.
CIT GROUP INC COMMON	4,554.	3,836.
BARNES GROUP INC	1,157.	1,447.
AAR CORP COMMON	925.	767.
AMERCO COMMON	1,824.	1,768.
PALL CORPORATION COMMON	1,003.	2,286.
AT&T INC COMMON	5,279.	5,897.
ACTUANT CORP CL A NEW	1,142.	1,136.
AECOM TECHNOLOGY CORP COMMON		
ACME PACKET	419.	309.
AFFILIATED MANAGERS GROUP INC	1,310.	1,439.
CISCO SYSTEMS	5,648.	5,605.
ABBOTT LABORATORIES COMMON		
APACHE CORPORATION COMM		
BERKSHIRE HATHAWAY INC DEL B	4,368.	4,960.
CABOT OIL AND GAS	1,375.	3,036.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CVS CAREMARK CORP COMMON	4,233.	4,486.
W R BERKLEY CORP COMMON		
BE AEROSPACE INC COMMON		
COCA COLA COMPANY COMMON	4,432.	4,548.
CB RICHARD ELLIS GRP INC A COM		
CAPITOL FEDERAL FINANCIAL INC		
J P MORGAN CHASE & CO	6,929.	5,653.
JOHNSON & JOHNSON	4,498.	4,591.
BANK OF AMERICA CORP COMMON		
GOOGLE INC COMMON	3,796.	5,167.
AMERIGROUP CORP		
MEDTRONIC INC	5,250.	4,399.
KRAFT FOODS INC-A COMMON	2,665.	3,736.
MICROSOFT CORP	7,844.	9,216.
MERCK & CO INC COMMON	3,745.	5,467.
METLIFE INC COMMON	6,546.	4,833.
CASEYS GENERAL STORES INC COM	2,389.	3,091.
ORACLE SYS CORP COMMON	3,526.	3,463.
PROCTER & GAMBLE	3,311.	3,669.
ALIGN TECH	717.	949.
CLEAN HARBORS INC COMMON	1,084.	1,912.
DENBURY RESOURCES INC COMMON	4,011.	3,171.
ALEXION PHARMACEUTICALS COMMON		
SCHLUMBERGER LTD COMMON	6,169.	7,856.
PEPSICO INC COMMON	7,064.	7,630.
STAPLES INC COMMON		
STATE STREET CORP COMMON		
WALT DISNEY COMPANY COMMON	4,282.	6,750.
WELLS FARGO & CO	6,410.	5,925.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTERNATIONAL BUSINESS MACHINE	3,103.	5,149.
AVNET INC COMMON	4,012.	4,042.
HEWLETT PACKARD COMPANY COMMON		
TRAVELERS COMPANY INC COMMON	2,909.	3,846.
DARDEN RESTAURANTS INC COMMON		
ASSISTED LIVING CONCEPTS INC	2,572.	2,382.
EMERGENCY MEDICAL SERVICES COR		
FAMILY DOLLAR STORES COMMON	3,870.	4,613.
ABB LTD SPONS ADR	1,487.	1,130.
DANA HOLDINGS CORP COMMON	1,025.	851.
DOLLAR TREE INC COMMON		
ENCORE WIRE CORPORATION COMMON	2,877.	3,367.
DISCOVER FINANCIAL SERVICES	3,352.	4,320.
FEDEX CORPORATION COMMON	5,351.	5,428.
FIFTH THIRD BANCORP COMMON	2,193.	2,162.
FINISAR CORPORATION NEW COMMON	583.	502.
FOOT LOCKER INC COMMON	3,078.	4,530.
GEO GROUP INC COMMON	1,001.	670.
GSI COMMERCE INC		
GAYLORD ENTMT CO NEW COM		
GRAFTECH INTERNATIONAL LTD	936.	683.
GREENHILL & CO INC COMMON		
HAIN CELESTIAL GROUP INC COMM	1,037.	1,466.
HUDSON CITY BANCORP INC		
HUMAN GENOME SCIENCES INC COM	936.	296.
HYATT HOTELS CORP CL A COMMON	3,690.	3,388.
IAC/INTERACTIVE CORP COMMON	1,110.	1,704.
ICF INTERNATIONAL INC COMMON		
IHS INC COMMON	1,088.	1,292.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INFORMATICA CORP COM	398.	369.
INTERNATIONAL PAPER COMPANY		
INVESTORS BANCORP COMMON	2,750.	2,966.
ITC HOLDINGS CORP COMMON	1,211.	1,518.
JDS UNIPHASE CORP COMMON		
JEFFERIES GROUP INC COMMON		
KAISER ALUMINUM CORPORATION	3,207.	3,212.
KEYCORP NEW COMMON	2,332.	2,230.
LKQ CORP COMMON	1,131.	1,504.
LEUCADIA NATIONAL CORP COMMON	4,002.	3,411.
LIFE TIME FITNESS INC COMMON	389.	468.
LOCKHEED MARTIN CORP COMMON		
LOWES COMPANIES INC COMMON	5,272.	5,837.
MEDICIS PHARMACEUTICAL CORP CL	1,104.	1,330.
MENS WEARHOUSE INC COMMON	2,678.	3,241.
MOLEX CLASS A	2,285.	2,571.
MORGAN STANLEY COMMON		
MYLAN LABORATORIES COMMON		
NETLOGIC MICROSYSTEMS INC COMM		
NOVELLUS SYSTEMS COMMON	903.	1,239.
ON SEMICONDUCTOR COMMON	1,048.	1,004.
ONEOK INC NEW	1,817.	3,034.
OPENTABLE INC INC COMMON	651.	391.
PAREXEL INTERNATIONAL COMMON		
PERRIGO COMPANY		
PETROHAWK ENERGY CORP COMMON		
PETSMART COMMON	1,145.	1,539.
PFIZER INC COMMON	3,778.	4,544.
PHILLIPS-VAN HEUSEN COMMON		

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PLAINS EXPLORATION & PRODUCTIO	1,164.	1,469.
PLUM CREEK TIMBER CO COMMON	3,746.	3,656.
QLIK TECHNOLOGIES INC COMMON	1,148.	1,210.
RANGE RESOURCES CORP COMMON	2,105.	3,097.
RAYMOND JAMES FINANCIAL INC CO	2,385.	2,477.
RED HAT INC COMMON		
ROCKWOOD HOLDINGS INC COMMON	727.	787.
ROPER INDS INC COMMON		
SBA COMMUNICATIONS CORP COMMON	1,126.	1,289.
SL GREEN REALTY COMMON	3,221.	3,332.
SCHNITZER STEEL INDS INC CL A	2,610.	2,114.
SIGNATURE BANK COMMON	1,317.	1,800.
SIRIUS XM RADIO INC COMMON		
SKYWORKS SOLUTIONS INC COMMON	928.	649.
SOLERA HOLDINGS INC COMMON	1,491.	1,336.
SOTHEBY'S HOLDINGS-CL A	852.	571.
SOUTHWEST AIRLINES COMMON		
SPIRIT AEROSYSTEMS HOLDINGS IN	3,747.	4,779.
STRYKER CORP COMMON	3,874.	3,977.
SYNIVERSE HOLDINGS INC COMMON		
TALEO CORPORATION	1,238.	1,548.
TARGET CORP COM COMMON	5,186.	5,122.
TECH DATA CORPORATION COMMON	3,286.	3,459.
TELLABS INC COMMON		
TEXAS INSTRUMENTS COMMON	5,186.	5,676.
THORATEC CORP	621.	671.
TRIMBLE NAV LTD	1,084.	1,302.
TRINITY INDUSTRIES COMMON	3,346.	4,208.
TUPPERWARE CORP COMMON	1,436.	1,679.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UMB FINANCIAL CORP COMMON		
ULTRA PETROLEUM CORP COMMON	2,395.	1,482.
UNITED CONTINENTAL HOLDINGS		
UNIVERSAL HEALTH SERVICES INC	818.	777.
VAIL RESORTS COMMON	3,489.	3,389.
VERIZON COMMUNCIATIONS INC		
WALMART STORES COMMON	3,086.	3,586.
WASTE CONNECTIONS COMMON	1,180.	1,491.
WILLIAMS-SONOMA INC	1,072.	1,155.
WINN-DIXIE STORES INC COMMON		
WOODWARD GOVERNOR CO	1,000.	1,228.
WRIGHT EXPRESS CORP COMMON	1,305.	1,628.
WYNDHAM WORLDWIDE CORPORATION	1,124.	1,513.
ACERGY SA SPON ADR		
L'AIR LIQUIDE UNSPONS ADR COM	2,026.	1,985.
ALLIANZ COMMON	1,728.	1,343.
AMERICA MOVIL SAB DE CV A DE	2,847.	2,260.
ARM HOLDINGS PLC SPONS ADR	1,199.	1,937.
ATLAS COPCO AB SPONS	1,059.	1,079.
BG GROUP PLC SPON ADR	1,012.	1,070.
CSL LIMITED ADR	1,032.	984.
CANON INC COMMON	2,384.	2,202.
CENOVUS ENERGY INC.	3,230.	3,320.
CHINA RESOURCES ENTERPRISE LTD	864.	686.
COCHLEAR LIMITED UNSPONS ADR		
DASSAULT SYSTEMS COMMON	1,855.	2,010.
ENCANA CORP COMMON		
ERSTE BK DER OESTER SPAR-ADR	886.	353.
FANUC LTD ADR	3,573.	3,573.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FOCUS MEDIA HOLDING LIMITED	722.	585.
FRESENIUS USA INC ADR	917.	1,020.
GAMMON GOLD INC		
GAZPROM	1,114.	1,067.
HSBC HLDGS PLC SPONSORED ADR	1,094.	762.
HOYA CORP SPONSORED ADR	1,177.	1,077.
ICICI BANK LIMITED SPONS ADR	1,620.	793.
IMPERIAL OIL LTD COMMON	1,136.	1,334.
ITAU UNIBANCO BANCO MULTIPLO	1,232.	928.
JUPITER TELECOMMUNICATIONS CO	1,041.	1,014.
LI & FUNG LIMITED UNSPONS ADR	2,965.	2,518.
L'OREAL SA ADR	2,840.	2,514.
LVMH MOET-HENNESSEY UNSPON ADR	1,594.	1,420.
LONZA GROUP AG ADR	1,020.	712.
MCDERMOTT INTERNATIONAL COMMON	1,043.	691.
MTN GROUP LTD ADR	3,285.	2,848.
NESTLE SA ADR	3,388.	3,465.
NICE SYSTEMS LTD SPONS ADR	1,276.	1,378.
NOVARTIS A G ADR	2,581.	2,744.
NOVO-NORDISK A S ADR		
PERUSAHAAN PERSEROAN PERSERO		
ROCHE HOLDING LTD ADR	2,533.	2,979.
SAP AKTIENGESELLSCHAFT ADR	2,746.	2,648.
SASOL LTD SPONSORED ADR	1,442.	1,422.
SCHNEIDER ELECTRIC SA UNSPON	1,571.	1,162.
SUNCOR ENERGY INC	6,671.	5,478.
TAIWAN SEMICONDUCTOR MANUFACT	2,711.	2,969.
TESCO PLC SPONS ADR	2,626.	2,445.
TEVA PHARMACEUTICAL INDS LTD		

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNILEVER PLC-SPONSORED ADR	1,266.	1,844.
WPP PLC ADR	1,776.	1,567.
WALMART DE MEXICO	1,640.	1,647.
BUNGE LIMITED	604.	572.
COVIDIEN PLC		
WHITE MOUNTAINS INSURANCE GRP	3,205.	4,535.
ALCON INC		
LOGITECH INTERNATIONAL S A		
TYCO INTERNATIONAL LTD		
TYCO ELECTRONICS LTD		
QIAGEN N V	1,108.	829.
AMERICAN CAPITAL AGENCY	278.	281.
AMGEN INC	3,446.	3,853.
ARCH COAL	1,761.	726.
ATMEL CORP	624.	567.
BAKER HUGHES INC	3,812.	3,405.
BALL CORP	348.	357.
WR BERKLEY CORP	2,466.	3,095.
BERRY PETROLEUM	408.	420.
BRUKER BIOSCIENCES	911.	621.
CABOT CORP	2,285.	2,250.
CHILDRENS PLACE RETAIL	387.	531.
CHURCH & DWIGHT	1,904.	2,288.
CIENA CORP	317.	363.
COMMONWEALTH REIT	1,886.	1,165.
CONCUR TECH	378.	508.
COVENTRY HEALTHCARE	1,712.	1,519.
CYPRESS SEMICONDUCTOR	652.	676.
CYTEC IND	421.	447.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIGITAL REALTY TRUST	669.	667.
EI DUPONT DE NEMOURS	4,777.	4,578.
DUNKIN' BRANDS	522.	500.
EMC CORP	4,390.	4,093.
EXPRESS SCRIPTS	4,688.	4,469.
FREEPORT MCMORAN	1,762.	1,471.
HMS HOLDINGS	250.	320.
HEALTHSOUTH CORP	379.	353.
HELMERICH & PAYNE INC	523.	584.
HONEYWELL INTL	4,902.	5,979.
KELLOGG CO	2,965.	3,034.
KOHLS CORP	3,906.	3,455.
MACERICH CO	465.	506.
MOLYCORP	512.	240.
NORTHWEST BANCSHARES	886.	871.
OIL STATES INTL	296.	382.
OPTIMER PHARMACEUTICALS	412.	612.
PVH CORP	1,190.	1,410.
JC PENNEY	3,058.	3,164.
PHARMASSET	247.	513.
T ROWE PRICE GROUP	2,095.	2,278.
QUALCOMM	3,317.	3,829.
RALCORP HOLDINGS	409.	428.
RIVERBED TECH	422.	470.
ROBERT HALF INTL	449.	569.
SM ENERGY	349.	366.
ST JUDE MEDICAL	6,763.	5,145.
SIRONA DENTAL SYSTEMS	511.	440.
SYSCO CORP	2,769.	2,933.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TENET HEALTHCARE	405.	410.
TETRA TECH	767.	864.
THOMAS & BETTS CORP	395.	546.
TOWERS WATSON AND CO	1,218.	1,199.
UNION PACIFIC	2,010.	2,119.
UNITED RENTALS	597.	1,182.
UNITED HEALTH GROUP	3,590.	3,548.
VERIFONE HOLDINGS	326.	355.
WEYERHAEUSER	5,280.	5,041.
XYLEM INC	4,834.	5,138.
ADIDAS AG	1,488.	1,305.
ATLAS AIR WORLDWIDE	1,607.	1,537.
ARCELORMITTAL	1,115.	546.
ASAHI GLASS	954.	588.
AURICO GOLD	513.	641.
BP PLC SPONS	864.	855.
BNP PARIBAS	1,527.	788.
BANCO BRADESCO	1,587.	1,334.
THE BANK OF YOKOHAMA	751.	757.
BARCLAYS PLC SPONS	3,138.	1,868.
BARRICK GOLD CORP	3,343.	3,168.
BAYER AG	1,604.	1,283.
BHP BILLITON	2,399.	1,766.
CANADIAN NATL RY	2,945.	3,142.
CARNIVAL CORP	774.	653.
COMPANHIA ENERGETICA	1,574.	1,601.
CREDIT SUISSE GROUP	1,363.	704.
DBS GROUP HLDGS LTD	1,805.	1,422.
GLAXOSMITHKLINE	1,677.	1,825.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GAFISA	1,389.	506.
INDUSTRIAL AND COMMERICAL BANK	1,243.	1,187.
JGC CORP	1,623.	1,441.
MINING AND METALLURGICAL	2,019.	1,235.
KB FINANCIAL GROUP	1,010.	627.
KINGFISHER PLC	1,831.	1,792.
MITSUI AND CO LTD	1,483.	1,245.
NIDEC CORP	1,620.	1,511.
NINTENDO LTD	1,421.	689.
LUKOIL COMMON	1,457.	1,060.
PETROCHINA CO LTD	842.	746.
PETROLEO BRASILEIRO	1,631.	994.
PRUDENTIAL PLC	589.	592.
SANDVIK AB	1,705.	1,109.
SBERBANK OF RUSSIA	928.	884.
SIEMENS AG	2,159.	1,530.
SONOVA HOLDING	1,654.	1,681.
SUBSEA 7 SA	1,031.	744.
SUMITOMO CORP	1,662.	1,490.
SUMITOMO MITSUI TRUST	1,250.	1,049.
SWATCH GROUP	1,497.	1,504.
TECK CORP	1,591.	1,056.
TOTAL SA	1,610.	1,533.
TURKIYE GARANTI	1,560.	937.
UNICHARM CORP	1,949.	1,973.
UNILEVER N V NY	1,526.	1,719.
VALE SA SP	2,121.	1,442.
VODAFONE GROUP	1,552.	1,682.
WESTPAC BANKING	1,788.	1,536.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ENDURANCE SPECIALTY HOLDINGS	390.	383.
TE CONNECTIVITY	5,699.	5,854.
MELLANOX TECH	1,556.	1,949.
VISTAPRINT NV	926.	612.
GARTNER INC	1,942.	1,739.
TOTALS	575,546.	596,417.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
BB&T SPECIAL OPP CL I FUND 321	C		
AMERICAN CENTURY DIVERS BD FD	C	45,458.	45,667.
METRO WEST TOT RET BD FD 512	C	69,303.	68,462.
FORWARD INTER SM COMP CL 111	C	31,924.	26,991.
HARBOR INTERN'L FD INST CL #11	C		
LAZARD EMER MKT PORT CL FD 638	C	51,867.	41,886.
OPPENHEIMR DEV MKT FD CL Y 788	C	51,110.	44,543.
PIMCO FOREIGN BD FB CL I #103	C		
DOUBLELINE TOTAL RETURN	C	90,984.	90,184.
UTILITIES SELECT SECTOR SPDR	C		
FEDERATED INTERMEDIATE #303	C		
DODGE & COX INCOME FUND #147	C		
BB&T TOTAL RET BD CL I FD 342	C		
BB&T INTER US GOVT CL I FD 341	C		
STERLING CAPITAL SPECIAL OPP	C	38,792.	37,877.
STERLING CAPITAL CORP	C	68,188.	69,018.
STERLING CAPITAL TOTAL RETURN	C	92,876.	91,502.
PIMCO TOTAL RETURN	C	45,680.	45,344.
STERLING CAPITAL INTER US GOVT	C	44,651.	45,630.
ISHARES FTSE/XINHUA	C	1,296.	1,046.
FINANCIAL SELECT SECTOR	C	1,914.	1,950.
UTILITIES SELECT SECTOR	C	2,999.	3,598.
TOTALS		637,042.	613,698.

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

DESCRIPTION	AMOUNT
PRIOR YEAR END SALES ADJUSTMENT	3,911.
TOTAL	3,911.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

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

DESCRIPTION		AMOUNT
WASH SALES		377.
	TOTAL	377.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

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

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OFFICER NAME:
MARK C 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:
LISA K NOON
ADDRESS:
7740 N 16TH STREET, SUITE 300
PHOENIX, AZ 85020
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

STATEMENT 20

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

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:
JAMES E WEST
ADDRESS:
6130 STONEBRIDGE MALL RD STE 370
PLEASANTON, CA 94588-3287
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JONATHAN D THIGPEN
ADDRESS:
1823 SE FORT KING ST STE 200
OCALA, FL 34471-2517
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
LISA S STEWART
ADDRESS:
1920 WEKIVA WAY, SUITE 200
WEST PALM BEACH, FL 33411
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912

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

OFFICER NAME:
THOMAS M FOWLER
ADDRESS:
209 10TH AVE S STE 501
NASHVILLE, TN 37203-2301
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912
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	65,800.
TOTAL GRANTS PAID:	65,800.

STATEMENT 23

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
BEECH GROVE BAPTIST CHURCH	NONE	PUBLIC CHARITY	COMMUNITY PROGRAMS	1,000
CALVARY COMMUNITY CHURCH	NONE	PUBLIC CHARITY	ANGEL TREE	600
CHRISTIAN SENIOR SERVICES - MEALS ON WHEELS	NONE	PUBLIC CHARITY	FOOD FOR ELDERLY	800
CLARE HOUSING	NONE	PUBLIC CHARITY	ASSIST VICTIMS OF HIV/AIDS	2,800
DEVOS-BLUM FAMILY YMCA	NONE	PUBLIC CHARITY	KYLE'S KIDS AT THE Y	800
ENRICHMENT CENTER OF LEE COUNTY	NONE	PUBLIC CHARITY	WHEELCHAIR RAMP PROJECT	750
FAITH NETWORK OF THE EAST BAY	NONE	PUBLIC CHARITY	SCIENCE HORIZONS PROGRAM	400
FEED THE HUNGRY AT VILLAGE BAPTIST CHURCH	NONE	PUBLIC CHARITY	FOOD FOR UNDERPRIVILEGED	2,800
FIRST STREET METHODIST MISSION	NONE	PUBLIC CHARITY	INFANT FORMULA PROGRAM	750
FOOD BANK OF CENTRAL AND EASTERN NC	NONE	PUBLIC CHARITY	TORNADO RELIEF	2,500
FOOD BANK OF CONTRA COSTA AND SOLANO COUNTIES	NONE	PUBLIC CHARITY	FOOD FOR UNDERPRIVILEGED	600
FUMC FORT WORTH	NONE	PUBLIC CHARITY	YOUTH SERVICES	1,000
GRACE FOUNDATION OF NORTHERN CALIFORNIA	NONE	PUBLIC CHARITY	RIDE AND SHINE PROGRAM	6,500
GREATER CHICAGO FOOD DEPOSITORY	NONE	PUBLIC CHARITY	FOOD FOR UNDERPRIVILEGED	1,200
GREATER PHOENIX YOUTH AT RISK	NONE	PUBLIC CHARITY	P A L S PROGRAM	6,000
HABITAT FOR HUMANITY OF CENTRAL ARIZONA	NONE	PUBLIC CHARITY	HOUSING FOR UNDERPRIVILEGED	1,600

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
HABITAT FOR HUMANITY OF PALM BEACH COUNTY	NONE	PUBLIC CHARITY	HOUSING FOR UNDERPRIVILEGED	2,000
HOMEWARD BOUND	NONE	PUBLIC CHARITY	REHABILITATION AND DEVELOPMENT PROGRAMS	1,000
IMAGINARIUM	NONE	PUBLIC CHARITY	FIELD TRIP GRANT	400
INDIAN RIVER COUNTY HABITAT FOR HUMANITY	NONE	PUBLIC CHARITY	HOUSING FOR UNDERPRIVILEGED	1,200
KEEP INDIAN RIVER BEAUTIFUL	NONE	PUBLIC CHARITY	ENVIRONMENTAL CONSERVATION	1,200
LAZARUS MINISTRIES	NONE	PUBLIC CHARITY	FLU VACCINES FOR HOMELESS	600
LORD'S HANDS & HEARTS MINISTRIES	NONE	PUBLIC CHARITY	RELIGIOUS SERVICES	600
LYNNHAVEN RIVER NOW	NONE	PUBLIC CHARITY	PRESERVATION PROGRAMS	600
NCSITE	NONE	PROFESSIONAL SOCIETY	SCHOLARSHIP	4,000
OLIVE CREST	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	750
PIN MINISTRY	NONE	PUBLIC CHARITY	ASSISTANCE TO HOMELESS PEOPLE	750
REFUGE RANCH	NONE	PUBLIC CHARITY	FAMILY SERVICES	750
REFUGEE RESOURCES	NONE	PUBLIC CHARITY	ENGLISH LESSONS	400
RONALD MCDONALD HOUSE CHARITIES OF PHOENIX	NONE	PUBLIC CHARITY	FAMILY SERVICES	2,000
RONALD MCDONALD HOUSE DURHAM	NONE	PUBLIC CHARITY	FAMILY SERVICES	2,000
SACRAMENTO HABITAT FOR HUMANITY	NONE	PUBLIC CHARITY	HOUSING FOR UNDERPRIVILEGED	1,600
SALVATION ARMY	NONE	PUBLIC CHARITY	TORNADO RELIEF	2,500

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
SAMMY'S HOUSE	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	2,000
SAN DIEGO COASTKEEPERS	NONE	PUBLIC CHARITY	PRESERVATION PROGRAMS	400
SARASOTA FAMILY YMCA	NONE	PUBLIC CHARITY	SAFE CHILDREN COALITION	2,000
SPEAK UP! FOR KIDS OF PALM BEACH COUNTY	NONE	PUBLIC CHARITY	YOUTH SERVICES	750
SPECIAL EQUESTRIANS OF THE TREASURE COAST (SETC)	NONE	PUBLIC CHARITY	CHILDREN WITH SPECIAL NEEDS	2,800
SPECIAL OLYMPICS GASTON COUNTY	NONE	PUBLIC CHARITY	PROGRAMS FOR INDIVIDUALS WITH DISABILITIES	400
WESTERN WAKE CRISIS MINISTRY	NONE	PUBLIC CHARITY	FOOD FOR UNDERPRIVILEGED	1,000
YOUTH GUIDANCE OF INDIAN RIVER COUNTY	NONE	PUBLIC CHARITY	YOUTH SERVICES	4,000
			TOTAL AWARDS PAID	65,800

62- 1

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: KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

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 instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					1,459.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-3,989.
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	-2,530.

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					4,661.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	27,504.
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	8.
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	32,173.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

JSA
1F1210 2 000

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-2,530.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			32,173.
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			29,643.

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?

☐ **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 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-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: KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a .185 CAPITOL FEDERAL FINAN COMMON	11/15/2010	01/25/2011	2.00	2.00	
30. ATHEROS COMMUNICATIONS	11/12/2010	03/03/2011	1,343.00	995.00	348.00
50. CVS CORP	11/12/2010	03/03/2011	1,670.00	1,511.00	159.00
50. COCA-COLA CO COM STK*	06/01/2010	03/03/2011	3,283.00	2,601.00	682.00
680.345 DODGE & COX INCOME	12/29/2010	03/03/2011	9,076.00	9,036.00	40.00
542.993 HARBOR INTL FD	11/15/2010	03/03/2011	34,409.00	32,471.00	1,938.00
240. HUDSON CITY BANCORP I	11/12/2010	03/03/2011	2,425.00	2,777.00	-352.00
15. ROPER INDS INC COMMON	11/12/2010	03/03/2011	1,310.00	1,064.00	246.00
100. VERIZON COMMUNICATION	08/12/2010	03/03/2011	3,622.00	2,965.00	657.00
150. WINN-DIXIE STORES INC	11/12/2010	03/03/2011	1,038.00	1,080.00	-42.00
40. COVIDIEN PLC	08/12/2010	03/03/2011	2,118.00	1,508.00	610.00
240. THE SUMITO TRUST AND	03/03/2011	04/01/2011	1,252.00	1,553.00	-301.00
.6 SUMITOMO MITSUI TRUST H	04/05/2011	04/20/2011	2.00	2.00	
30. AMERICAN EXPRESS CO CO	11/12/2010	05/03/2011	1,489.00	1,283.00	206.00
30. BE AEROSPACE INC COMMO	11/12/2010	05/03/2011	1,124.00	1,024.00	100.00
130. DANONE SPONS ADR	03/03/2011	05/03/2011	1,882.00	1,643.00	239.00
30. DARDEN RESTAURANTS INC	11/12/2010	05/03/2011	1,400.00	1,460.00	-60.00
20. EMERGENCY MEDICAL SERV COMMON	11/12/2010	05/03/2011	1,276.00	1,021.00	255.00
84.087 HARBOR INTL FD	12/29/2010	05/03/2011	5,613.00	5,094.00	519.00
40. ICF INTERNATIONAL INC	11/12/2010	05/03/2011	953.00	1,061.00	-108.00
120. JANUS CAPITAL GROUP I	12/29/2010	05/03/2011	1,404.00	1,592.00	-188.00
40. LEUCADIA NATIONAL CORP	11/12/2010	05/03/2011	1,503.00	1,067.00	436.00
80. LOWES COS INC	11/12/2010	05/03/2011	2,076.00	1,738.00	338.00
60. MYLAN LAB INC*	11/12/2010	05/03/2011	1,450.00	1,155.00	295.00

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**

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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
KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 60. STRYKER CORP COMMON	08/12/2010	05/03/2011	3,554.00	2,786.00	768.00
350. TELLABS INCORPORATED	11/12/2010	05/03/2011	1,631.00	2,373.00	-742.00
70. COVIDIEN PLC	08/12/2010	05/03/2011	3,886.00	2,640.00	1,246.00
1063.607 AMERICAN CENTURY BOND FUND #	09/10/2010	06/16/2011	11,615.00	11,700.00	-85.00
212.392 PIMCO PIMS FOREIGN	05/03/2011	06/16/2011	2,228.00	2,211.00	17.00
143.75 STERLING CAPITAL IN U.S. GOVERNMENT FUND INST C	05/03/2011	06/16/2011	1,531.00	1,518.00	13.00
30. TARGET CORP COM	08/12/2010	06/16/2011	1,391.00	1,544.00	-153.00
40. GSI COMMERCE INC	11/12/2010	06/21/2011	1,183.00	1,028.00	155.00
40. AGCO CORPORATION COMMO	06/16/2011	08/25/2011	1,512.00	1,851.00	-339.00
30. ALEXION PHARMACEUTICAL	11/12/2010	08/25/2011	1,597.00	1,089.00	508.00
136.116 AMERICAN CENTURY D BOND FUND #	09/10/2010	08/25/2011	1,504.00	1,497.00	7.00
35. AMERON INC DEL COMMON	11/12/2010	08/25/2011	2,950.00	2,395.00	555.00
30. AMERIGROUP CORP	11/12/2010	08/25/2011	1,362.00	1,294.00	68.00
40. AON CORP	12/29/2010	08/25/2011	1,788.00	1,840.00	-52.00
50. CB RICHARD ELLIS GROUP COMMON	11/12/2010	08/25/2011	707.00	994.00	-287.00
70. CARNIVAL CORP COMMON	05/03/2011	08/25/2011	2,133.00	2,709.00	-576.00
50. CENOVUS ENERGY INC.	11/12/2010	08/25/2011	1,688.00	1,470.00	218.00
20. DOLLAR TREE INC COMMON	11/12/2010	08/25/2011	1,372.00	1,072.00	300.00
1050.966 FEDERATED INTERME BOND CLASS I	12/29/2010	08/25/2011	10,541.00	10,631.00	-90.00
514.229 FEDERATED SHORT TE FUND CL Y FU	03/03/2011	08/25/2011	4,433.00	4,422.00	11.00
15. GREENHILL & CO INC COM	11/12/2010	08/25/2011	524.00	1,186.00	-662.00
70. GRUPO FIN BANORTE SPON	03/03/2011	08/25/2011	1,203.00	1,595.00	-392.00
40. HEWLETT-PACKARD CO COM	05/03/2011	08/25/2011	995.00	1,610.00	-615.00
30. HEWLETT-PACKARD CO COM	11/12/2010	08/25/2011	746.00	1,267.00	-521.00

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)

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: KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	90. INTERNATIONAL PAPER CO	11/12/2010	08/25/2011	2,271.00	2,311.00	-40.00
	90. JDS UNIPHASE CORP COMM	11/12/2010	08/25/2011	968.00	1,051.00	-83.00
	550.778 METROPOLITAN WEST BOND FUND	09/10/2010	08/25/2011	5,767.00	5,822.00	-55.00
	15. PERRIGO COMPANY	11/12/2010	08/25/2011	1,366.00	889.00	477.00
	110. PETROHAWK ENERGY CORP	11/12/2010	08/25/2011	4,257.00	2,037.00	2,220.00
	700. SIRIUS XM RADIO INC C	11/12/2010	08/25/2011	1,183.00	1,015.00	168.00
	40. UNITED CONTINENTAL HOL COMMON	11/12/2010	08/25/2011	687.00	1,114.00	-427.00
	50. LOGITECH INTERNATIONAL	11/12/2010	08/25/2011	528.00	1,026.00	-498.00
	.25 LONE PINE RESOURCES IN	08/25/2011	10/21/2011	2.00	2.00	
	30. ADMIRAL GROUP PLC	08/25/2011	11/10/2011	385.00	636.00	-251.00
	40. AECOM TECHNOLOGY CORP	11/12/2010	11/10/2011	802.00	1,102.00	-300.00
	390. ALCOA, INC.	11/12/2010	11/10/2011	4,030.00	5,269.00	-1,239.00
	30. AON CORP	12/29/2010	11/10/2011	1,426.00	1,380.00	46.00
	50. AON CORP	03/03/2011	11/10/2011	2,377.00	2,602.00	-225.00
	30. AUXILIUM PHARMACEUTICA COMMON	08/25/2011	11/10/2011	449.00	516.00	-67.00
	50. CABOT OIL AND GAS	11/12/2010	11/10/2011	4,348.00	1,719.00	2,629.00
	20. CARMAX INC. COMMON	08/25/2011	11/10/2011	571.00	524.00	47.00
	90. CENOVUS ENERGY INC.	11/12/2010	11/10/2011	2,941.00	2,647.00	294.00
	150. DOW CHEMICAL CO COM S	08/25/2011	11/10/2011	4,148.00	3,987.00	161.00
	10. DRIL-QUIP INC COMMON	08/25/2011	11/10/2011	676.00	584.00	92.00
	90. ENSCO INTERNATIONAL PL	08/25/2011	11/10/2011	4,634.00	3,961.00	673.00
	5941.469 FEDERATED SHORT T FUND CL Y FU	03/03/2011	11/10/2011	51,156.00	51,097.00	59.00
	20. FOREST OIL CORP	08/25/2011	11/10/2011	305.00	253.00	52.00
	40. GAYLORD ENTMT CO NEW C	11/12/2010	11/10/2011	870.00	1,289.00	-419.00

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**

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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: KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	20. INTERMUNE INC COMMON	08/25/2011	11/10/2011	406.00	463.00	-57.00
	50. INTERPUBLIC GROUP COS	08/25/2011	11/10/2011	468.00	406.00	62.00
	130. JEFFERIES GROUP INC C	11/12/2010	11/10/2011	1,466.00	3,254.00	-1,788.00
	408.852 LAZARD EMERGING MK INST CLAS	11/15/2010	11/10/2011	7,617.00	8,721.00	-1,104.00
	12. LONE PINE RESOURCES IN	08/25/2011	11/10/2011	92.00	95.00	-3.00
	50. MECHEL OAO	03/03/2011	11/10/2011	609.00	1,519.00	-910.00
	40. METROPCS COMMUNICATION	08/25/2011	11/10/2011	342.00	421.00	-79.00
	10. NOVO-NORDISK A S ADR	11/12/2010	11/10/2011	1,099.00	1,048.00	51.00
	25. ONEOK INC NEW	11/12/2010	11/10/2011	1,930.00	1,298.00	632.00
	50. PAREXEL INTERNATIONAL	11/12/2010	11/10/2011	972.00	1,069.00	-97.00
	40. PATRIOT COAL CORP COMM	08/25/2011	11/10/2011	437.00	540.00	-103.00
	25. REGAL BELOIT CORP COMM	06/16/2011	11/10/2011	1,271.00	1,602.00	-331.00
	10. SILGAN HOLDINGS INC.	08/25/2011	11/10/2011	382.00	372.00	10.00
	480. SOUTHWEST AIRLINES CO	12/29/2010	11/10/2011	3,891.00	6,468.00	-2,577.00
	130. SOUTHWEST AIRLINES CO	03/03/2011	11/10/2011	1,054.00	1,540.00	-486.00
	90. STAPLES INC	05/03/2011	11/10/2011	1,328.00	1,917.00	-589.00
	230. STAPLES INC	11/12/2010	11/10/2011	3,393.00	4,669.00	-1,276.00
	114.895 STERLING CAPITAL S OPPORTUNITIES FUND INST CL	11/15/2010	11/10/2011	1,992.00	1,974.00	18.00
	160. FORMERLY SGS-THOMSON NICS SH	06/16/2011	11/10/2011	1,137.00	1,547.00	-410.00
	40. TECH DATA CORPORATION	11/12/2010	11/10/2011	1,908.00	1,745.00	163.00
	100. THERMO ELECTRON CORP ATTACHED EXP 01/29/2006	03/03/2011	11/10/2011	4,797.00	5,728.00	-931.00
	60. UMB FINANCIAL CORP COM	11/12/2010	11/10/2011	2,168.00	2,298.00	-130.00
	70. US AIRWAYS GROUP INC C	08/25/2011	11/10/2011	336.00	358.00	-22.00
	40. TYCO INTERNATIONAL LTD	08/25/2011	11/10/2011	1,799.00	1,612.00	187.00

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)

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: KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	100. ALCOA, INC.	12/29/2010	12/07/2011	982.00	1,519.00	-537.00
	10. AMERICAN CAPITAL AGENC COMMON	08/25/2011	12/07/2011	288.00	278.00	10.00
	20. ARCELORMITTAL	03/03/2011	12/07/2011	379.00	743.00	-364.00
	50. ASAHI GLASS COMPANY LI	03/03/2011	12/07/2011	429.00	682.00	-253.00
	40. BRUKER BIOSCIENCES COR	06/16/2011	12/07/2011	499.00	729.00	-230.00
	50. CARNIVAL CORP COMMON	05/03/2011	12/07/2011	1,708.00	1,935.00	-227.00
	10. CREDIT SUISSE GRP SPON	03/03/2011	12/07/2011	250.00	454.00	-204.00
	20. GAFISA S.A.	03/03/2011	12/07/2011	121.00	252.00	-131.00
	5. ITT EDUCATIONAL SVCS	08/25/2011	12/07/2011	284.00	351.00	-67.00
	20. KB FINANCIAL GROUP INC	03/03/2011	12/07/2011	679.00	1,010.00	-331.00
	300. LLOYDS TSB GRP PLC SP	08/25/2011	12/07/2011	486.00	600.00	-114.00
	40. MARUI LTD ADR	03/03/2011	12/07/2011	589.00	705.00	-116.00
	1322.626 PIMCO PIMS FOREIG	11/10/2011	12/07/2011	13,940.00	13,822.00	118.00
	6. PETROCHINA COMPANY LTD	03/03/2011	12/07/2011	766.00	842.00	-76.00
	4. PHARMASSET, INC. COMMON	08/25/2011	12/07/2011	515.00	247.00	268.00
	30. PUBLICIS GROUPE ADR	03/03/2011	12/07/2011	705.00	852.00	-147.00
	5. SM ENERGY COMPANY COMMO	08/25/2011	12/07/2011	386.00	349.00	37.00
	20. SIRONA DENTAL SYSTEMS	06/16/2011	12/07/2011	881.00	1,023.00	-142.00
	180. STAPLES INC	08/25/2011	12/07/2011	2,642.00	2,713.00	-71.00
	20. SUBSEA 7 SA	03/03/2011	12/07/2011	388.00	516.00	-128.00
	20. TARGET CORP COM	03/03/2011	12/07/2011	1,073.00	1,037.00	36.00
	20. TENET HEALTHCARE CORP ATTACHED EXPIRING	08/25/2011	12/07/2011	91.00	101.00	-10.00
	20. VISTAPRINT NV	06/16/2011	12/07/2011	663.00	926.00	-263.00
	30. AMGEN INC	05/03/2011	12/27/2011	1,926.00	1,723.00	203.00

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)

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: KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 40. FORTINET INC. COMMON	08/25/2011	12/27/2011	845.00	712.00	133.00
50. MARUI LTD ADR	03/03/2011	12/27/2011	756.00	882.00	-126.00
30. PUBLICIS GROUPE ADR	03/03/2011	12/27/2011	682.00	852.00	-170.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -3,989.00

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

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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 BB&T, AGENT	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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1505.32 AMERICAN CENTURY D BOND FUND #	07/07/2009	03/03/2011	16,077.00	15,655.00	422.00
45. CVS CORP	05/13/2009	03/03/2011	1,503.00	1,439.00	64.00
2018.92 DODGE & COX INCOME	11/24/2009	03/03/2011	26,932.00	25,096.00	1,836.00
844.191 HARBOR INTL FD	12/30/2009	03/03/2011	53,496.00	39,885.00	13,611.00
25. LOCKHEED MARTIN CORP	12/30/2009	03/03/2011	2,016.00	1,901.00	115.00
50. METLIFE COMMON	12/16/2009	03/03/2011	2,248.00	1,848.00	400.00
65. STATE STR CORP	12/16/2009	03/03/2011	2,870.00	2,595.00	275.00
150. UNILEVER PLC-SPONSORE	05/13/2009	03/03/2011	4,457.00	3,452.00	1,005.00
50. ABB LTD SPONSORED ADR	05/13/2009	05/03/2011	1,317.00	740.00	577.00
25. CONOCOPHILLIPS COM	05/13/2009	05/03/2011	1,838.00	1,135.00	703.00
50. EXXON MOBIL CORP	12/30/2009	05/03/2011	4,252.00	3,438.00	814.00
50. INTEL CORP	11/01/2007	05/03/2011	1,154.00	1,351.00	-197.00
12. INTERNATIONAL BUSINESS COM	05/13/2009	05/03/2011	2,068.00	1,229.00	839.00
250. PFIZER INC COM STK	04/01/2010	05/03/2011	5,017.00	4,303.00	714.00
70. TYCO INTERNATIONAL LTD	04/01/2010	05/03/2011	3,387.00	2,711.00	676.00
.38 NOVARTIS AG SPONSORED	04/22/2010	05/10/2011	23.00	20.00	3.00
40. ABBOTT LABORATORIES	05/13/2009	06/16/2011	2,043.00	1,826.00	217.00
2534.778 AMERICAN CENTURY BOND FUND #	07/10/2009	06/16/2011	27,680.00	26,452.00	1,228.00
40. INTEL CORP	11/01/2007	06/16/2011	855.00	1,080.00	-225.00
45. LOCKHEED MARTIN CORP	12/30/2009	06/16/2011	3,598.00	3,422.00	176.00
50. WAL-MART STORES INC	12/30/2009	06/16/2011	2,634.00	2,714.00	-80.00
110. ABB LTD SPONSORED ADR	05/13/2009	08/25/2011	2,199.00	1,627.00	572.00
245. BANK OF AMERICA CORP	06/01/2010	08/25/2011	1,882.00	3,845.00	-1,963.00
2631.783 FEDERATED INTERME BOND CLASS I	11/24/2009	08/25/2011	26,397.00	25,976.00	421.00
65. HEWLETT-PACKARD CO COM	08/06/2009	08/25/2011	1,617.00	2,749.00	-1,132.00

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 BB&T, AGENT	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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 110. INTERNATIONAL PAPER C	08/12/2010	08/25/2011	2,776.00	2,362.00	414.00
50. KRAFT FOODS INC-A COMM	05/13/2009	08/25/2011	1,684.00	1,243.00	441.00
30. NOVARTIS AG SPONSORED	04/22/2010	08/25/2011	1,693.00	1,560.00	133.00
642.885 PIMCO PIMS FOREIGN	07/07/2009	08/25/2011	6,827.00	6,210.00	617.00
554.539 STERLING CAPITAL T BOND FUND	04/08/2010	08/25/2011	6,100.00	6,033.00	67.00
1879.699 STERLING CAPITAL U.S. GOVERNMENT FUND INST C	07/07/2009	08/25/2011	20,244.00	19,680.00	564.00
30. TARGET CORP COM	08/12/2010	08/25/2011	1,512.00	1,544.00	-32.00
25. TEVA PHARMACEUTICAL IN	12/30/2009	08/25/2011	967.00	1,396.00	-429.00
90. ABB LTD SPONSORED ADR	06/01/2010	11/10/2011	1,636.00	1,491.00	145.00
80. ABBOTT LABORATORIES	11/19/2009	11/10/2011	4,304.00	4,011.00	293.00
200. CISCO SYS INC	05/13/2009	11/10/2011	3,771.00	6,130.00	-2,359.00
55. MEDTRONIC INC	11/07/2007	11/10/2011	1,910.00	2,589.00	-679.00
50. METLIFE COMMON	12/16/2009	11/10/2011	1,626.00	1,848.00	-222.00
907.7625 METROPOLITAN WEST RETURN BOND FUND	09/10/2010	11/10/2011	9,486.00	9,595.00	-109.00 *
665.5925 METROPOLITAN WEST RETURN BOND FUND	09/10/2010	11/10/2011	6,955.00	7,035.00	-80.00
85. MICROSOFT CORP	05/13/2009	11/10/2011	2,240.00	1,931.00	309.00
155. MORGAN STANLEY DEAN W	04/30/2010	11/10/2011	2,472.00	4,627.00	-2,155.00
25. PEPSICO INC	05/13/2009	11/10/2011	1,579.00	1,241.00	338.00
135.013 STERLING CAPITAL T BOND FUND	04/08/2010	11/10/2011	1,495.00	1,469.00	26.00
138.76 STERLING CAPITAL IN U.S. GOVERNMENT FUND INST C	07/07/2009	11/10/2011	1,496.00	1,453.00	43.00
50. SUNCOR ENERGY, INC	04/01/2010	11/10/2011	1,560.00	1,694.00	-134.00
120. TE CONNECTIVITY LTD	04/01/2010	11/10/2011	4,092.00	3,378.00	714.00
100. TYCO INTERNATIONAL LT	04/01/2010	11/10/2011	4,497.00	3,873.00	624.00
10. AAR CORP COMMON	11/12/2010	12/07/2011	176.00	231.00	-55.00
80. ALCOA, INC.	11/12/2010	12/07/2011	786.00	1,081.00	-295.00

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 BB&T, AGENT	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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. APPLE COMPUTER COM	06/01/2010	12/07/2011	1,551.00	1,058.00	493.00
80. AURICO GOLD, INC.	11/15/2010	12/07/2011	748.00	513.00	235.00
20. CABOT OIL AND GAS	11/12/2010	12/07/2011	1,634.00	687.00	947.00
20. CHINA RESOURCES ENTERP ADR	11/12/2010	12/07/2011	142.00	173.00	-31.00
180. CORNING INC	05/13/2009	12/07/2011	2,474.00	2,453.00	21.00
30. ENCANA CORP COMMON	11/12/2010	12/07/2011	584.00	877.00	-293.00
30. FINISAR CORPORATION NE	11/12/2010	12/07/2011	493.00	583.00	-90.00
20. FOCUS MEDIA HOLDING LI	11/12/2010	12/07/2011	415.00	482.00	-67.00
90. FOOT LOCKER INC. COMMO	11/12/2010	12/07/2011	2,229.00	1,458.00	771.00
110. GENERAL ELECTRIC CO C	05/13/2009	12/07/2011	1,826.00	3,548.00	-1,722.00
10. GRAFTECH INTERNATIONAL	11/12/2010	12/07/2011	147.00	187.00	-40.00
10. INFORMATICA CORP COM	11/12/2010	12/07/2011	434.00	398.00	36.00
97.645 LAZARD EMERGING MKT INST CLAS	11/15/2010	12/07/2011	1,814.00	2,083.00	-269.00 *
20. LIFE TIME FITNESS INC	11/12/2010	12/07/2011	795.00	777.00	18.00
40. NETLOGIC MICROSYSTEMS	11/12/2010	12/07/2011	1,973.00	1,191.00	782.00
10. OPENTABLE INC COMMON	11/15/2010	12/07/2011	378.00	651.00	-273.00
65. ORACLE SYS CORP	04/30/2010	12/07/2011	2,039.00	1,417.00	622.00
6408.356 PIMCO PIMS FOREIG	07/07/2009	12/07/2011	67,544.00	61,905.00	5,639.00
10. ROCKWOOD HOLDINGS INC	11/12/2010	12/07/2011	410.00	363.00	47.00
10. SOTHEBY'S HOLDINGS -CL	11/12/2010	12/07/2011	313.00	426.00	-113.00
90. SPIRIT AEROSYSTEMS HOL COMMON	11/12/2010	12/07/2011	1,771.00	1,633.00	138.00
113.915 STERLING CAPITAL S OPPORTUNITIES FUND INST CL	11/15/2010	12/07/2011	1,973.00	1,957.00	16.00
50. SUBSEA 7 SA	11/12/2010	12/07/2011	971.00	1,080.00	-109.00
10. TARGET CORP COM	08/12/2010	12/07/2011	536.00	515.00	21.00
20. THORATEC CORP.	11/12/2010	12/07/2011	623.00	621.00	2.00

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

Schedule D-1 (Form 1041) 2011 Page **2**

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 BB&T, AGENT	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	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a	10. UNIVERSAL HEALTH SERVI	11/12/2010	12/07/2011	398.00	409.00	-11.00
	10. BUNGE LIMITED	11/12/2010	12/07/2011	628.00	604.00	24.00
	30. COCHLEAR LIMITED UNSPO	11/15/2010	12/27/2011	952.00	1,083.00	-131.00
	40. KRAFT FOODS INC-A COMM	05/13/2009	12/27/2011	1,507.00	994.00	513.00
	20. ONEOK INC NEW	11/12/2010	12/27/2011	1,738.00	1,038.00	700.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 27,504.00

* INDICATES WASH SALE