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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

MAY 1 2013

ENVELOPE
POSTMARK DATE

Name of foundation

KEMP FOUNDATION INCORPORATED

Number and street (or P O box number if mail is not delivered to street address)
102 NORTH ANDREWS AVENUE

Room/suite

City or town, state, and ZIP code
GOLDSBORO NC 27530

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 foundationSection 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ 307,801 (Part I, column (d) must be on cash basis)

J Accounting method

 Cash Accrual Other (specify)

A Employer identification number

56-0630681

B Telephone number (see instructions)

919-734-2779

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 ► 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)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	360	360	0	
4 Dividends and interest from securities	11,489	11,489	0	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	8,810			
b Gross sales price for all assets on line 6a	79,576			
7 Capital gain net income (from Part IV, line 2)		8,810		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	SEE STMT	-688	0	
12 Total Add lines 1 through 11		19,971	20,659	0
13 Compensation of officers, directors, trustees, etc		0		
14 Other employee salaries and wages				
15 Pension plans employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	SEE STMT	875	875	
c Other professional fees (attach schedule)	STMT	1,895	1,895	
17 Interest				
18 Taxes (attach schedule) (see instructions)	STMT	160	160	
19 Depreciation (attach schedule) and depletion				
20 Occupancy	MAY 20 2013			
21 Travel, conferences, and meetings	RECEIVED IR-OS OGDEN, UT			
22 Printing and publications	SEE STMT	175	175	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses		3,105	3,105	0
Add lines 13 through 23				0
25 Contributions, gifts, grants paid		31,186		31,186
26 Total expenses and disbursements. Add lines 24 and 25		34,291	3,105	0
27 Subtract line 26 from line 12		-14,320		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)			17,554	
c Adjusted net income (if negative, enter -0-)				0

For Paperwork Reduction Act Notice, see instructions.

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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	8,225	9,449	9,449
	2	Savings and temporary cash investments			
	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 (att. schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	SEE STMT 6	262,722	248,423
	c	Investments – corporate bonds (attach schedule)			298,352
Liabilities	11	Investments – land, buildings and equipment basis ►			
		Less accumulated depreciation (attach sch) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach sch) ►			
	15	Other assets (describe ►			
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item l)		270,947	257,872
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►			
	23	Total liabilities (add lines 17 through 22)		0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		►	<input type="checkbox"/>	
	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			
	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)		270,947	257,872
	31	Total liabilities and net assets/fund balances (see instructions)		270,947	257,872

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	270,947
2	Enter amount from Part I, line 27a	2	-14,320
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	1,245
4	Add lines 1, 2, and 3	4	257,872
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	257,872

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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)
a	STERNE AGEE SHORT-TERM COVERED	P	05/01/12	06/04/12
b	STERNE AGEE SHORT-TERM NONCOVERED	P	VARIOUS	VARIOUS
c	STERNE AGEE LONG-TERM NONCOVERED	P	VARIOUS	VARIOUS
d	STERNE AGEE 5547			
e	TRIANGLE CAPITAL FORM 2439			

(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 23,592		23,802	-210
b 7,886		8,041	-155
c 47,075		38,923	8,152
d 762			762
e 261			261

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			-210
b			-155
c			8,152
d			762
e			261

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	8,810
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))
2011	24,985	313,244	0.079762
2010	27,269	315,272	0.086494
2009	24,888	275,214	0.090431
2008	26,340	369,165	0.071350
2007	27,506	470,648	0.058443

2 Total of line 1, column (d)

2 **0.386480**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 years3 **0.077296**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 **305,240**

5 Multiply line 4 by line 3

5 **23,594**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **176**

7 Add lines 5 and 6

7 **23,770**

8 Enter qualifying distributions from Part XII, line 4

8 **31,186**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

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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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations – tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ►

1	176
2	0
3	176
4	0
5	176
6a	
6b	
6c	
6d	
7	
8	
9	176
10	
11	

Part VII-A Statements Regarding Activities

1a During the tax year did the foundation attempt to influence any national state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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.

c Did the foundation file Form 1120-POL for this year?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► **NONE**

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

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	
5	X
6	X
7	X
8b	X
9	X
10	X

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

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13

14 The books are in care of ► **MRS. BETTY KEMP**
102 N ANDREWS AVE.

Telephone no ► **919-734-2779**Located at ► **GOLDSBORO****NC**ZIP+4 ► **27532**

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

16 At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ► 16

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

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

1a During the year did the foundation (either directly or indirectly)

- (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)? Organizations relying on a current notice regarding disaster assistance check here ► 1b

c Did the foundation engage in a prior year in any of the acts described in 1a other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A

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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No

If "Yes," list the years ► **20 20 20 20**

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► **20 20 20 20** 2b

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 2012 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 2012.) N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 3b

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 2012? 4a

4b 4b

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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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	<input type="checkbox"/>	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A
				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
MRS. BETTY KEMP 102 N. ANDREWS AVENUE	GOLDSBORO NC 27530	PRESIDENT 1.00	0	0
ELIZABETH NEESE 701 BEECH STREET	GOLDSBORO NC 27530	VICE-PRESIDE 0.25	0	0
JAMES B NEESE 701 BEECH STREET	GOLDSBORO NC 27530	DIRECTOR 0.25	0	0
SALLIE KEMP	CANTERBURY CT 06331	TREASURER 0.25	0	0

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

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

Total number of other employees paid over \$50,000

 0

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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		
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments. See instructions		-
3		
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	301,051
b	Average of monthly cash balances	1b	8,837
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	309,888
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	309,888
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	4,648
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	305,240
6	Minimum investment return Enter 5% of line 5	6	15,262

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	15,262
2a	Tax on investment income for 2012 from Part VI, line 5	2a	176
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	176
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,086
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	15,086
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	15,086

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	31,186
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	31,186
b	Cash distribution test (attach the required schedule)	5	176
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	31,010
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)		
6	Adjusted qualifying distributions Subtract line 5 from line 4		

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				15,086
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only				
b Total for prior years: 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	11,231			
d From 2010	11,741			
e From 2011	9,643			
f Total of lines 3a through e	32,615			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 31,186				15,086
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	16,100			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	48,715			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	48,715			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	11,231			
c Excess from 2010	11,741			
d Excess from 2011	9,643			
e Excess from 2012	16,100			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►			
1b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	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							(e) Total
2b	(a) 2012	(b) 2011	(c) 2010	(d) 2009				
2c								
2d								
2e								
2f								
2g								
2h								
2i								
2j								
2k								
2l								
2m								
2n								
2o								
2p								
2q								
2r								
2s								
2t								
2u								
2v								
2w								
2x								
2y								
2z								
3	Complete 3a, b, or c for the alternative test relied upon							
3a	"Assets" alternative test – enter							
3a(1)	(1) Value of all assets							
3a(2)	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)							
3b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
3c	"Support" alternative test – enter							
3c(1)	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
3c(2)	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III)							
3c(3)	(3) Largest amount of support from an exempt organization							
3c(4)	(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 or e-mail of the person to whom applications should be addressed

MRS. BETTY KEMP 919-734-2779**102 N ANDREWS AVE. GOLDSBORO NC 27530**

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

NO SPECIFIC FORM REQUIRED

c Any submission deadlines:

NO DEADLINES

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

NO RESTRICTIONS

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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 8				31,186
Total			► 3a	31,186
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Estimated business income		Excluded by Section 334, 335, or 337		(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		14		360	
4 Dividends and interest from securities		14		11,489	
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		8,810	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b BUCKEYE PARTNERS, L.P.					-688
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		20,659	-688
13 Total Add line 12, columns (b), (d), and (e)				13	19,971

(See worksheet in line 13 instructions to verify calculations)

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

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
BUCKEYE PARTNERS, L.P.	\$ <u> </u> -688	\$ <u> </u> 0	\$ <u> </u> -688
TOTAL	\$ <u> </u> -688	\$ <u> </u> 0	\$ <u> </u> -688

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ <u> </u> 875	\$ <u> </u> 875	\$ <u> </u> 0	\$ <u> </u> 0
TOTAL	\$ <u> </u> 875	\$ <u> </u> 875	\$ <u> </u> 0	\$ <u> </u> 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT FEES	\$ <u> </u> 1,895	\$ <u> </u> 1,895	\$ <u> </u> 0	\$ <u> </u> 0
TOTAL	\$ <u> </u> 1,895	\$ <u> </u> 1,895	\$ <u> </u> 0	\$ <u> </u> 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
US TAXES	\$ <u> </u> 160	\$ <u> </u> 160	\$ <u> </u> 0	\$ <u> </u> 0
TOTAL	\$ <u> </u> 160	\$ <u> </u> 160	\$ <u> </u> 0	\$ <u> </u> 0

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Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				\$
BANK CHARGES	175	175	175	\$ 0
TOTAL	175	175	175	\$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation		Fair Market Value
			COST	COST	
1,000 GENERAL ELECTRIC	\$ 10,986	10,986			\$ 20,990
1,000 TRIANGLE CAPITAL CORP	10,573	10,573	COST		25,490
1,000 B B & T CORP	21,036	21,036	COST		
1,000 DUKE ENERGY	14,392	14,392	COST		
125 CHEVRON CORP	9,312	9,312	COST		
150 PROCTOR & GAMBLE COMPANY	9,745	9,745	COST		
1,789.64 JP MORGAN CORE BOND	20,872	20,872	COST		21,583
2,015.347 RIDGEWORTH FUNDS	21,209	21,209	COST		21,907
2139.01 PIMCO TOTAL RETURN	22,927	22,927	COST		24,042
269.69 BLACKROCK EQUITY DIVIDEND	3,541	3,541	COST		5,375
2870.288 DODGE & COX INC FD	33,837	33,837	COST		
297.322 ING GLOBAL REAL ESTATE	3,413	3,413	COST		5,376
299 THORNBURG INV TRUST	6,439	6,439	COST		8,398
300 BB&T PREFERRED B	8,041	8,041	COST		
300 BUCKEYE PARTNERS LP	19,706	19,381	COST		13,623
377.56 TEMPLETON GLBL BD FD	5,180	5,180	COST		5,037
435.364 MFS UNION STANDARD EQUITY	6,583	6,583	COST		
442.635 NORTHERN MULTI MGR MID	4,847	4,847	COST		5,263
500 A T & T INC	11,877	11,877	COST		16,855
781.451PIONEER STRATEGIC INC FD	8,619	8,619	COST		8,815
847.023 MAINSTAY FUNDS LG CAP GRW FD	4,547	4,547	COST		
94.063 VAN ECK GLOBAL HARD ASSETS	5,040	5,089	COST		4,131
500 B B & T CORP	10,518	10,518	COST		14,555
1000 ALTRIA GROUP INC.	32,124	32,124	COST		31,440
333 DUKE ENERGY CORP NEW	14,393	14,393	COST		21,245
1317.228 DODGE & COX INCOME FUND	15,993	15,993	COST		18,257
435.364 MFS BLENDED RESEARCH	6,583	6,583	COST		6,922
693.023 MAINSTAY LARGE CAP GROWTH	4,547	4,547	COST		5,530
TOTAL	\$ 262,722	\$ 248,423			\$ 298,352

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Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
PARTNERSHIP DISTRIBUTION	\$ 1,245
TOTAL	\$ 1,245

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Description

NO SPECIFIC FORM REQUIRED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NO DEADLINES

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

NO RESTRICTIONS

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
BUSHNELL THEATRE OF ARTS					1,000
BOY SCOUTS OF AMERICA					100
DOWN EAST MINISTRY SERVIC					5,000
FIRST PRESBYTERIAN CHURCH					500
GEORGE WHITFIELDS BASEBAL					55
GOODSPEED OPERA HOUSE					1,500
GREATER NEUSE FCA					50
NC MUSEUM OF ART					50
UNC CENTER FOR PUBLIC TELEVISION					150
CITY OF HOPE					25
ST. STEPHENS EPISCOPAL					12,123
RED CROSS					100
THE SALVATION ARMY					1,000
UNITED WAY					1,000
UNIVERSITY OF N.C.					403
WAYNE COUNTRY DAY SCHOOL					5,000
GOLDSBORO NC					
WAYNE COUNTY SOUP KITCHEN					
					1,000

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**Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
ARTS COUNCIL OF WAYNE COUNTY					130
WAYNESBORO HISTORICAL VILLAGE FOUND					2,000
TOTAL					<u>31,186</u>