



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, 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)

PO BOX 2907 - TRUST TAX DEPT

City or town, state, and ZIP code

WILSON, NC 27894-2907

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) ▶ \$ 1,461,742.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

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 ☐**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)	40,000.			
	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	39,384.	39,384.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	62,823.			
	b	Gross sales price for all assets on line 6a 887,352.				
	7	Capital gain net income (from Part IV, line 2)		62,823.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	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	142,207.	102,207.		
	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	17,307.	17,307.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,982.	911.		
	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)	165.	159.		
	24	Total operating and administrative expenses. Add lines 13 through 23	19,454.	18,377.	NONE	
	25	Contributions, gifts, grants paid	65,000.			65,000.
	26	Total expenses and disbursements Add lines 24 and 25	84,454.	18,377.	NONE	65,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	57,753.			
	b	Net investment income (if negative, enter -0-)		83,830.		
	c	Adjusted net income (if negative, enter -0-)				

RECEIVED

MAY 09 2013

OGDEN, UT

IRS-1040

23

ENVELOPE
POSTMARK DATE
MAY 06 2013

SCANNED MAY 13 2013

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	3,029.	1,553.	1,553.
	2	Savings and temporary cash investments	120,630.	42,346.	42,346.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)	575,536.	813,698.	874,440.
	c	Investments - corporate bonds (attach schedule)	637,043.	536,294.	543,403.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,336,238.	1,393,891.	1,461,742.	
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)		NONE		
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	1,336,238.	1,393,891.	
	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)	1,336,238.	1,393,891.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,336,238.	1,393,891.	

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	1,336,238.
2	Enter amount from Part I, line 27a	2	57,753.
3	Other increases not included in line 2 (itemize) ▶ DIFF IN MUTUAL FDS RECEIIVE/REPORTED	3	277.
4	Add lines 1, 2, and 3	4	1,394,268.
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR END WASH SALE ADJUSTMENT	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	1,393,891.

Form 990-PF (2012)

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 887,352.		824,529.	62,823.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			62,823.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	62,823.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	65,800.	1,256,613.	0.052363
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
2 Total of line 1, column (d)			2 0.351084
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 0.070217
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,404,053.
5 Multiply line 4 by line 3			5 98,588.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 838.
7 Add lines 5 and 6			7 99,426.
8 Enter qualifying distributions from Part XII, line 4			8 65,000.

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

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	1,677.
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	1,677.
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	1,677.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	880.	
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	880.	
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	797.	
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 2013 estimated tax ☐ Refunded ☐	11		

Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ 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			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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)? ☐ Yes ☒ No	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 2012?	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 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 ▶		
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 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.)	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 2012?	4b	X

Form 990-PF (2012)

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 <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	
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 <i>If "Yes" to 6b, file Form 8870</i>	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b	

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 1		- 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

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

Form **990-PF** (2012)

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

Total number of others receiving over \$50,000 for professional services		NONE

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 ----- -----	

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	

Form 990-PF (2012)

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	1,381,893.
b	Average of monthly cash balances	1b	43,542.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,425,435.
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	1,425,435.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,382.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,404,053.
6	Minimum investment return. Enter 5% of line 5	6	70,203.

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	70,203.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,677.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,677.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	68,526.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	68,526.
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	68,526.

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	65,000.
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	65,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	65,000.

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.

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				68,526.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	54,526.			
b From 2008	25,717.			
c From 2009	11,928.			
d From 2010	25,347.			
e From 2011	3,848.			
f Total of lines 3a through e	121,366.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>65,000.</u>				
a Applied to 2011, 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 2012 distributable amount				65,000.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	3,526.			3,526.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	117,840.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)	51,000.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	66,840.			
10 Analysis of line 9.				
a Excess from 2008	25,717.			
b Excess from 2009	11,928.			
c Excess from 2010	25,347.			
d Excess from 2011	3,848.			
e Excess from 2012				

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 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
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					

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:

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:

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 19				65,000.
Total			▶ 3a	65,000.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2012)

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	39,384.	
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	62,823.	
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)				102,207.	
13 Total. Add line 12, columns (b), (d), and (e)				102,207.	102,207.

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | | | | |
|----------|--|--------------|----|
| 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? | Yes | No |
| | | | |
| 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. | | |

[illegible]

- 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.

Bary Barber
Signature of officer or trustee

04/24/2013
Date

► Chairman
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

CAROLYN L BRACEY

Preparer's signature _____

Isidoro & Blanca

Date _____

04/24/2013

3	Check ☐ if self-employed
---	---

PTIN

P01220124

Firm's name ▶ **BRANCH BANKING AND TRUST CO., AGENT**

Firm's EIN ▶ 56-0149200

Firm's address ► PO BOX 2907
WILSON, NC

27894

Phone no 252-246-4394

Form **990-PF** (2012)

Schedule of Contributors

OMB No. 1545-0047

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

2012

Name of the organization

Employer identification number

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

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).

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

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	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

**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.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No. 1545-0092

2012

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.

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					4,852.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	5,681.
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 2011 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	10,533.

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					6,157.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	46,130.
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	3.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 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	52,290.

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

Schedule D (Form 1041) 2012

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		10,533.
14	Net long-term gain or (loss):			
a	Total for year	14a		52,290.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		3.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		62,823.

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.

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.

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 \$2,400	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 2012 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 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D**
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

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

Employer identification number

56-2188912

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 4. PHARMASSET, INC. COMMON	08/25/2011	01/13/2012	548.00	247.00	301.00
40. ADIDAS AG	05/03/2011	01/18/2012	1,432.00	1,488.00	-56.00
80. BANCO BRADESCO S A	03/03/2011	01/18/2012	1,450.00	1,587.00	-137.00
10. BERRY PETROLEUM CO.	12/27/2011	01/18/2012	460.00	408.00	52.00
70. CVS CORP	11/10/2011	01/18/2012	3,006.00	2,694.00	312.00
50. CHURCH & DWIGHT CO., IN	03/03/2011	01/18/2012	2,310.00	1,904.00	406.00
50. COVENTRY HEALTHCARE IN	06/16/2011	01/18/2012	1,513.00	1,712.00	-199.00
40. CYPRESS SEMICONDUCTOR	08/25/2011	01/18/2012	747.00	648.00	99.00
30. ISHARES FTSE/XINHUA CH FUND	03/03/2011	01/18/2012	1,143.00	1,296.00	-153.00
30. JGC CORPORATION	06/16/2011	01/18/2012	1,582.00	1,623.00	-41.00
80. MINING AND METALLURGIC NORILSK NICK	03/03/2011	01/18/2012	1,394.00	2,019.00	-625.00
230. KINGFISHER PLC-SPONS	03/03/2011	01/18/2012	1,787.00	1,831.00	-44.00
357. SUMITOMO MITSUI TRUST INC	04/05/2011	01/18/2012	1,017.00	1,250.00	-233.00
80. SWATCH GROUP AG	12/27/2011	01/18/2012	1,646.00	1,497.00	149.00
30. TOTAL FINA ELF S A SPO	06/16/2011	01/18/2012	1,548.00	1,610.00	-62.00
30. AAR CORP COMMON	01/18/2012	02/28/2012	667.00	623.00	44.00
40. ALIGN TECHNOLOGY INC C	08/25/2011	02/28/2012	1,059.00	717.00	342.00
10. AMETEK INC COMMON	01/18/2012	02/28/2012	475.00	455.00	20.00
60. AMGEN INC	05/03/2011	02/28/2012	4,097.00	3,446.00	651.00
130. ASAHI GLASS COMPANY L	VAR	02/28/2012	1,186.00	1,458.00	-272.00
75. BG GROUP PLC SPON ADR	01/18/2012	02/28/2012	1,813.00	1,720.00	93.00
30. BP AMOCO PLC ADS L C	VAR	02/28/2012	1,434.00	1,310.00	124.00
70. BNP PARIBAS ADR COM	VAR	02/28/2012	1,715.00	2,149.00	-434.00
70. THE BANK OF YOKOHAMA L	VAR	02/28/2012	1,352.00	1,315.00	37.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

41 -

SCHEDULE D-1
(Form 1041)Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D**
(Form 1041)▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

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

Employer identification number

56-2188912

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 70. BARCLAYS PLC PLC ADR	03/03/2011	02/28/2012	1,083.00	1,454.00	-371.00
100. BRUKER BIOSCIENCES CO	VAR	02/28/2012	1,609.00	1,581.00	28.00
20. CSL LIMITED ADR	01/18/2012	02/28/2012	356.00	326.00	30.00
40. CHILDRENS PLACE RETAIL	VAR	02/28/2012	2,037.00	1,903.00	134.00
70. CHINA RESOURCES ENTERP ADR	01/18/2012	02/28/2012	517.00	503.00	14.00
20. CONCUR TECHNOLOGIES	VAR	02/28/2012	1,193.00	894.00	299.00
40. CUBIST PHARMACEUTICALS	01/18/2012	02/28/2012	1,719.00	1,646.00	73.00
40. DANA HOLDINGS CORPORAT	01/18/2012	02/28/2012	648.00	582.00	66.00
10. DIGITAL REALTY TRUST I	12/27/2011	02/28/2012	708.00	669.00	39.00
5. FEDEX CORP COM	06/16/2011	02/28/2012	453.00	433.00	20.00
40. FINISAR CORPORATION NE	01/18/2012	02/28/2012	875.00	775.00	100.00
60. HOLLYFRONTIER CORP COM	01/18/2012	02/28/2012	1,874.00	1,682.00	192.00
20. ITAU UNIBANCO BANCO MU	01/18/2012	02/28/2012	427.00	415.00	12.00
10. JUPITER TELECOMMUNICAT ADR	01/18/2012	02/28/2012	665.00	661.00	4.00
20. MICRO SYSTEMS, INC. CO	01/18/2012	02/28/2012	1,052.00	991.00	61.00
6. MITSUI & CO LTD	VAR	02/28/2012	2,090.00	2,131.00	-41.00
10. MOLYCORP, INC. COMMON	08/25/2011	02/28/2012	259.00	512.00	-253.00
70. NORTHWEST BANCSHARES,	12/27/2011	02/28/2012	895.00	886.00	9.00
90. OPTIMER PHARMACEUTICAL COMMO	VAR	02/28/2012	1,172.00	921.00	251.00
12. POST HOLDINGS INC. COM	VAR	02/28/2012	377.00	315.00	62.00
25. RALCORP HOLDINGS INC C	VAR	02/28/2012	1,872.00	1,825.00	47.00
40. RIVERBED TECHNOLOGY IN	VAR	02/28/2012	1,118.00	978.00	140.00
40. ROBERT HALF INTL COMMO	VAR	02/28/2012	1,140.00	1,033.00	107.00
10. SBA COMMUNICATIONS COR	01/18/2012	02/28/2012	471.00	451.00	20.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

42 -

SCHEDULE D-1
(Form 1041)Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D**
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

Employer identification number

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

56-2188912

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. SANDVIK AB	03/03/2011	02/28/2012	1,411.00	1,705.00	-294.00
160. SBERBANK OF RUSSIA	VAR	02/28/2012	2,187.00	1,696.00	491.00
50. SKYWORKS SOLUTIONS, INC.	01/18/2012	02/28/2012	1,335.00	954.00	381.00
50. SOLUTIA INC COMMON	01/18/2012	02/28/2012	1,403.00	922.00	481.00
30. STRYKER CORP COMMON	11/10/2011	02/28/2012	1,637.00	1,453.00	184.00
100. SUMITOMO CORPORATION	03/03/2011	02/28/2012	1,490.00	1,511.00	-21.00
80. TENET HEALTHCARE CORP ATTACHED EXPIRING	08/25/2011	02/28/2012	451.00	405.00	46.00
70. TETRA TECH INC	VAR	02/28/2012	1,770.00	1,418.00	352.00
25. THOMAS & BETTS CORPORA	VAR	02/28/2012	1,800.00	1,265.00	535.00
30. TOWERS WATSON & COMPAN	VAR	02/28/2012	1,907.00	1,816.00	91.00
60. UNITED RENTALS INC	VAR	02/28/2012	2,542.00	1,296.00	1,246.00
60. WEYERHAEUSER COMMON ST	05/03/2011	02/28/2012	1,252.00	1,346.00	-94.00
20. QIAGEN N.V.	01/18/2012	02/28/2012	310.00	308.00	2.00
.5 POST HOLDINGS INC. COMM	08/25/2011	03/06/2012	15.00	12.00	3.00
30. TALEO CORPORATION	02/28/2012	04/09/2012	1,380.00	1,376.00	4.00
50. AAR CORP COMMON	01/18/2012	04/17/2012	846.00	1,039.00	-193.00
70. AT&T INC	12/27/2011	04/17/2012	2,158.00	2,103.00	55.00
50. AMERICAN CAPITAL AGENC COMMON	VAR	04/17/2012	1,513.00	1,510.00	3.00
30. AMERICAN PUBLIC EDUCAT COMMON	02/28/2012	04/17/2012	1,076.00	1,277.00	-201.00
65. ANADARKO PETE CORP	02/28/2012	04/17/2012	4,803.00	5,612.00	-809.00
110. BAKER HUGHES INCORPOR	VAR	04/17/2012	4,560.00	5,729.00	-1,169.00
60. BALL CORPORATION COMMO	VAR	04/17/2012	2,590.00	2,232.00	358.00
120. BARRICK GOLD CORP COM SECURITY)	VAR	04/17/2012	4,952.00	5,800.00	-848.00
35. BERKSHIRE HATHAWAY INC COMMON	11/10/2011	04/17/2012	2,826.00	2,648.00	178.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

43 -

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

Employer identification number

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

56-2188912

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 70. BRUKER BIOSCIENCES CORP	01/18/2012	04/17/2012	1,037.00	937.00	100.00
40. CVS CORP	11/10/2011	04/17/2012	1,764.00	1,539.00	225.00
160. CADENCE DESIGN SYS IN EXP 02/09/2006	01/18/2012	04/17/2012	1,877.00	1,652.00	225.00
140. CHINA RESOURCES ENTER ADR	01/18/2012	04/17/2012	990.00	1,006.00	-16.00
100. CISCO SYS INC	05/03/2011	04/17/2012	2,005.00	1,743.00	262.00
65. COCA-COLA CO COM STK*	08/25/2011	04/17/2012	4,819.00	4,432.00	387.00
30. COVANCE INC COMMON	02/28/2012	04/17/2012	1,381.00	1,464.00	-83.00
40. COVENTRY HEALTHCARE IN	02/28/2012	04/17/2012	1,326.00	1,293.00	33.00
15. DECKERS OUTDOOR CORP C	02/28/2012	04/17/2012	976.00	1,123.00	-147.00
100. DU PONT E I DE NEMOUR	11/10/2011	04/17/2012	5,342.00	4,777.00	565.00
190. EMC CORP	VAR	04/17/2012	5,563.00	4,390.00	1,173.00
100. EXPRESS SCRIPTS HOLDI	11/10/2011	04/17/2012	5,816.00	4,688.00	1,128.00
45. EXXON MOBIL CORP	11/10/2011	04/17/2012	3,841.00	3,536.00	305.00
40. FEDEX CORP COM	VAR	04/17/2012	3,619.00	3,171.00	448.00
50. FINISAR CORPORATION NE	01/18/2012	04/17/2012	911.00	969.00	-58.00
80. FREEPORT MCMORAN CPR & B	VAR	04/17/2012	3,026.00	3,542.00	-516.00
40. GDF SUEZ SPONS ADR	02/28/2012	04/17/2012	999.00	1,062.00	-63.00
100. GENERAL ELECTRIC CO C	08/25/2011	04/17/2012	1,927.00	1,552.00	375.00
110. HONEYWELL INTL INC	08/25/2011	04/17/2012	6,492.00	4,902.00	1,590.00
60. INCYTE PHARMACEUTICALS	02/28/2012	04/17/2012	1,082.00	1,025.00	57.00
30. ISHARES FTSE/XINHUA CH FUND	02/28/2012	04/17/2012	1,126.00	1,206.00	-80.00
40. JGC CORPORATION	02/28/2012	04/17/2012	2,313.00	2,331.00	-18.00
15. JONES LANG LA SALLE IN	02/28/2012	04/17/2012	1,215.00	1,215.00	
90. KELLOGG COMPANY	VAR	04/17/2012	4,845.00	4,533.00	312.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

44

-

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

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

Employer identification number

56-2188912

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 30. KRAFT FOODS INC-A COMM	02/28/2012	04/17/2012	1,153.00	1,141.00	12.00
40. LAMAR ADVERTISING CO C	02/28/2012	04/17/2012	1,201.00	1,320.00	-119.00
70. LOWES COS INC	12/27/2011	04/17/2012	2,246.00	1,797.00	449.00
30. MACERICH COMPANY COMMO	VAR	04/17/2012	1,767.00	1,537.00	230.00
40. MERCK & CO INC COMMON	01/18/2012	04/17/2012	1,539.00	1,555.00	-16.00
50. METLIFE COMMON	05/03/2011	04/17/2012	1,809.00	2,322.00	-513.00
15. PVH CORP COMMON	02/28/2012	04/17/2012	1,347.00	1,242.00	105.00
30. PLAINS EXPLORATION & P INC C	02/28/2012	04/17/2012	1,233.00	1,330.00	-97.00
30. PROCTER & GAMBLE CO CO	01/18/2012	04/17/2012	2,010.00	1,981.00	29.00
40. RIVERBED TECHNOLOGY IN	01/18/2012	04/17/2012	1,100.00	1,113.00	-13.00
20. SXC HEALTH SOLUTIONS C	02/28/2012	04/17/2012	1,606.00	1,432.00	174.00
150. ST. JUDE MED INC	VAR	04/17/2012	5,866.00	6,763.00	-897.00
150. AMEX FINANCIAL SELECT	08/25/2011	04/17/2012	2,313.00	1,914.00	399.00
30. UTILITIES SELECT SECTO	02/28/2012	04/17/2012	1,044.00	1,047.00	-3.00
40. SOLUTIA INC COMMON	01/18/2012	04/17/2012	1,123.00	738.00	385.00
80. STRYKER CORP COMMON	VAR	04/17/2012	4,399.00	3,979.00	420.00
120. SUMITOMO CORPORATION	01/18/2012	04/17/2012	1,718.00	1,676.00	42.00
40. SUPERIOR ENERGY SERVIC COMMON	02/28/2012	04/17/2012	1,009.00	1,179.00	-170.00
100. SYSCO	11/10/2011	04/17/2012	3,010.00	2,769.00	241.00
15. THOMAS & BETTS CORPORA	01/18/2012	04/17/2012	1,077.00	870.00	207.00
20. TUPPERWARE BRANDS CORP	02/28/2012	04/17/2012	1,219.00	1,244.00	-25.00
110. UNITEDHEALTH GROUP	VAR	04/17/2012	6,397.00	5,819.00	578.00
20. VERIFONE HOLDINGS INC	VAR	04/17/2012	1,088.00	815.00	273.00
20. WABCO HOLDINGS INC COM	02/28/2012	04/17/2012	1,177.00	1,213.00	-36.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

45 -

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

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

Employer identification number

56-2188912

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 80. WELLS FARGO & CO. (NE	12/27/2011	04/17/2012	2,686.00	2,224.00	462.00
210. WEYERHAEUSER COMMON S	VAR	04/17/2012	4,425.00	3,934.00	491.00
260. XYLEM INC COMMON	VAR	04/17/2012	7,069.00	6,431.00	638.00
40. ENDURANCE SPECIALTY HO	VAR	04/17/2012	1,563.00	1,546.00	17.00
70. TE CONNECTIVITY LTD	12/27/2011	04/17/2012	2,490.00	2,193.00	297.00
.123 KINDER MORGAN MANAGEM	04/17/2012	05/24/2012	9.00	9.00	
60. ABB LTD SPONSORED ADR	04/17/2012	07/06/2012	962.00	1,217.00	-255.00
60. ALLSCRIPTS HEALTHCARE	02/28/2012	07/06/2012	622.00	1,154.00	-532.00
30. ARCHER DANIELS MIDLAND	04/17/2012	07/06/2012	847.00	940.00	-93.00
130. ASAHI GLASS COMPANY L	01/18/2012	07/06/2012	851.00	1,092.00	-241.00
70. ATMEL CORP COMMON	08/25/2011	07/06/2012	444.00	624.00	-180.00
130. BANCO BRADESCO S A	VAR	07/06/2012	1,935.00	2,249.00	-314.00
20. BANK OF NOVA SCOTIA	02/28/2012	07/06/2012	1,036.00	1,078.00	-42.00
60. THE BANK OF YOKOHAMA L	01/18/2012	07/06/2012	1,105.00	1,128.00	-23.00
30. BELLE INTERNATIONAL HO LIMITED	VAR	07/06/2012	2,623.00	2,693.00	-70.00
40. CARNIVAL CORP COMMON	04/17/2012	07/06/2012	1,338.00	1,278.00	60.00
30. CENTENE CORP	04/17/2012	07/06/2012	867.00	1,328.00	-461.00
20. CERNER CORP COMMON	04/17/2012	07/06/2012	1,633.00	1,484.00	149.00
30. CHURCH & DWIGHT CO., IN	02/28/2012	07/06/2012	1,707.00	1,433.00	274.00
30. CIENA CORP COMMON	08/25/2011	07/06/2012	471.00	317.00	154.00
340. COMPAGNIE FINANCIERE	VAR	07/06/2012	1,809.00	2,101.00	-292.00
40. CREDIT SUISSE GRP SPON	04/17/2012	07/06/2012	710.00	1,076.00	-366.00
40. DIAGEO PLC SPONSORED A	04/17/2012	07/06/2012	4,119.00	3,993.00	126.00
30. ENI S P A ADR	04/17/2012	07/06/2012	1,244.00	1,323.00	-79.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

46 -

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

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

Employer identification number

56-2188912

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. EXPEDITORS INTL WASH I	04/17/2012	07/06/2012	761.00	935.00	-174.00
40. FANUC LTD ADR	01/18/2012	07/06/2012	1,095.00	1,089.00	6.00
240. GAFISA S.A.	04/17/2012	07/06/2012	562.00	1,051.00	-489.00
50. GAZPROM	01/18/2012	07/06/2012	468.00	585.00	-117.00
40. GLAXO PLC SPONSORED AD	08/25/2011	07/06/2012	1,843.00	1,677.00	166.00
30. GREEN MOUNTAIN COFFEE COMMO	04/17/2012	07/06/2012	726.00	1,365.00	-639.00
30. HMS HOLDINGS CORP COMM	VAR	07/06/2012	1,011.00	930.00	81.00
10. HAIN CELESTIAL GROUP I	02/28/2012	07/06/2012	560.00	402.00	158.00
70. HEALTHSOUTH CORP COMMO	VAR	07/06/2012	1,606.00	1,416.00	190.00
30. HELMERICH & PAYNE INC	VAR	07/06/2012	1,307.00	1,573.00	-266.00
30. HENKEL KGAA	01/18/2012	07/06/2012	2,006.00	1,794.00	212.00
30. IAC/INTERACTIVE CORP C	04/17/2012	07/06/2012	1,400.00	1,475.00	-75.00
160. ICAP PLC	01/18/2012	07/06/2012	1,547.00	1,600.00	-53.00
10. ICICI BANK LIMITED SPO	01/18/2012	07/06/2012	335.00	310.00	25.00
5. IHS INC COMMON	02/28/2012	07/06/2012	533.00	467.00	66.00
180. INDUSTRIAL AND COMMER CHINA	VAR	07/06/2012	1,939.00	2,320.00	-381.00
60. INFOSYS TECHNOLOGIES S	VAR	07/06/2012	2,593.00	2,979.00	-386.00
80. MINING AND METALLURGIC NORILSK NICK	02/28/2012	07/06/2012	1,301.00	1,598.00	-297.00
20. JUPITER TELECOMMUNICAT ADR	01/18/2012	07/06/2012	1,382.00	1,323.00	59.00
30. KB FINANCIAL GROUP INC	04/17/2012	07/06/2012	967.00	1,132.00	-165.00
190. KINGFISHER PLC-SPONS	02/28/2012	07/06/2012	1,575.00	1,718.00	-143.00
10. LIFE TIME FITNESS INC	04/17/2012	07/06/2012	468.00	498.00	-30.00
30. MAKO SURGICAL CORP COM	02/28/2012	07/06/2012	707.00	1,185.00	-478.00
8. MITSUI & CO LTD	VAR	07/06/2012	2,436.00	2,583.00	-147.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

47 -

SCHEDULE D-1
(Form 1041)Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D**
(Form 1041)

OMB No 1545-0092

2012▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

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

Employer identification number

56-2188912

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 50. NATIONAL OILWELL VARCO	04/17/2012	07/06/2012	3,312.00	3,983.00	-671.00
110. ORACLE SYS CORP	08/25/2011	07/06/2012	3,186.00	2,879.00	307.00
10. PETROCHINA COMPANY LTD	04/17/2012	07/06/2012	1,258.00	1,434.00	-176.00
50. PETROLEO BRASILEIRO SA COMMON	04/17/2012	07/06/2012	970.00	1,214.00	-244.00
35. PHILLIPS 66 COMMON	04/17/2012	07/06/2012	1,162.00	1,192.00	-30.00
110. PING AN INSURANCE GRO OF CHINA	01/18/2012	07/06/2012	1,757.00	1,605.00	152.00
30. POTASH CORP OF SASKATC	02/28/2012	07/06/2012	1,342.00	1,406.00	-64.00
30. PRUDENTIAL PLC	12/27/2011	07/06/2012	679.00	589.00	90.00
15. RALCORP HOLDINGS INC C	04/17/2012	07/06/2012	1,011.00	1,114.00	-103.00
10. REGENERON PHARMACUETIC COMMON	04/17/2012	07/06/2012	1,196.00	1,247.00	-51.00
6. SALESFORCE.COM INC COMM	04/17/2012	07/06/2012	804.00	938.00	-134.00
110. SANDVIK AB	01/18/2012	07/06/2012	1,364.00	1,571.00	-207.00
170. SBERBANK OF RUSSIA	VAR	07/06/2012	1,851.00	2,029.00	-178.00
30. SIRONA DENTAL SYSTEMS	04/17/2012	07/06/2012	1,294.00	1,499.00	-205.00
30. STONE ENERGY CORP COMM	02/28/2012	07/06/2012	754.00	1,019.00	-265.00
300. SUMITOMO MITSUI TRUST INC	02/28/2012	07/06/2012	891.00	1,059.00	-168.00
100. THOMSON REUTERS CORP	04/17/2012	07/06/2012	2,841.00	2,893.00	-52.00
40. TWO HARBORS INVESTMENT COMMO	04/17/2012	07/06/2012	431.00	416.00	15.00
50. UNILEVER N V NY SHS NE	01/18/2012	07/06/2012	1,656.00	1,637.00	19.00
10. UNITED NATURAL FOODS I	02/28/2012	07/06/2012	546.00	457.00	89.00
50. VALE SA SP PREF ADR	04/17/2012	07/06/2012	974.00	1,138.00	-164.00
10. VMWARE INC CLASS A COM	04/17/2012	07/06/2012	832.00	1,105.00	-273.00
30. VOLKSWAGAN AG	02/28/2012	07/06/2012	920.00	1,020.00	-100.00
40. WAL-MART DE MEXICO	04/17/2012	07/06/2012	1,026.00	1,319.00	-293.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

48 -

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

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

Employer identification number

56-2188912

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 15. WESTPAC BANKING	01/18/2012	07/06/2012	1,647.00	1,626.00	21.00
.818 CATAMARAN CORP	01/18/2012	07/26/2012	70.00	70.00	
.103 KINDER MORGAN MANAGEM	04/17/2012	08/29/2012	8.00	7.00	1.00
80. ACME PACKET INC COMMON	04/17/2012	08/30/2012	1,537.00	2,290.00	-753.00
45. AMETEK INC COMMON	01/18/2012	08/30/2012	1,537.00	1,364.00	173.00
30. BP AMOCO PLC ADS L C	01/18/2012	08/30/2012	1,257.00	1,336.00	-79.00
40. CANON INC ADR REPSTG 5	04/17/2012	08/30/2012	1,340.00	1,863.00	-523.00
40. COVENTRY HEALTHCARE IN	07/06/2012	08/30/2012	1,670.00	1,219.00	451.00
50. EAST WEST BANCORP INC	02/28/2012	08/30/2012	1,096.00	1,113.00	-17.00
70. ERSTE BK DER OESTER SP	07/06/2012	08/30/2012	668.00	627.00	41.00
20. EXPEDIA INC COMMON	07/06/2012	08/30/2012	1,032.00	951.00	81.00
40. HOLLYFRONTIER CORP COM	04/17/2012	08/30/2012	1,595.00	1,155.00	440.00
30. LAMAR ADVERTISING CO C	07/06/2012	08/30/2012	976.00	838.00	138.00
30. MATSON INC-W/I ALEXAND HOLDI	04/17/2012	08/30/2012	680.00	739.00	-59.00
30. OASIS PETROLEUM, INC.	02/28/2012	08/30/2012	857.00	1,020.00	-163.00
6. PRICELINE.COM INC COMMO	04/17/2012	08/30/2012	3,628.00	4,303.00	-675.00
16. SALESFORCE.COM INC COM	04/17/2012	08/30/2012	2,282.00	2,502.00	-220.00
20. SIGNATURE BANK COMMON	07/06/2012	08/30/2012	1,286.00	1,219.00	67.00
30. TENNECO AUTOMOTIVE INC	07/06/2012	08/30/2012	899.00	806.00	93.00
30. THERAVANCE INC COMMON	07/06/2012	08/30/2012	801.00	833.00	-32.00
15. TRACTOR SUPPLY COMPANY	04/17/2012	08/30/2012	1,435.00	1,490.00	-55.00
10. VMWARE INC CLASS A COM	04/17/2012	08/30/2012	881.00	1,105.00	-224.00
.75 POSTNL NV ADR	07/06/2012	08/31/2012	3.00	3.00	
120. BANCO SANTANDER CENT ADR	07/06/2012	09/13/2012	935.00	728.00	207.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

49

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

Employer identification number

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

56-2188912

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 35. BORGWARNER AUTOMOTIVE	04/17/2012	09/13/2012	2,577.00	2,942.00	-365.00
50. MERCADOLIBRE INC COMMO	04/17/2012	09/13/2012	4,148.00	4,678.00	-530.00
20. RIO TINTO PLC ADR	07/06/2012	09/13/2012	976.00	954.00	22.00
5. SL GREEN REALTY COMMON	04/17/2012	09/13/2012	411.00	377.00	34.00
30. SOTHEBY'S HOLDINGS -CL	04/17/2012	09/13/2012	1,038.00	1,132.00	-94.00
30. THORATEC CORP.	08/30/2012	09/13/2012	1,015.00	1,007.00	8.00
40. VIROPHARMA INC COMMON	07/06/2012	09/13/2012	1,107.00	905.00	202.00
20. BUNGE LIMITED	04/17/2012	09/13/2012	1,313.00	1,351.00	-38.00
30. VISTAPRINT NV	04/17/2012	09/13/2012	1,064.00	1,161.00	-97.00
.334 KINDER MORGAN MANAGEM	09/13/2012	12/04/2012	25.00	24.00	1.00
30. ABBOTT LABORATORIES	04/17/2012	12/05/2012	1,937.00	1,818.00	119.00
10. L'AIR LIQUIDE-UNSPONS	01/18/2012	12/05/2012	245.00	232.00	13.00
20. ALBEMARLE CORP COMMON	07/06/2012	12/05/2012	1,183.00	1,198.00	-15.00
10. ALIGN TECHNOLOGY INC C	04/17/2012	12/05/2012	264.00	277.00	-13.00
10. AMAZON.COM INC COMMON	04/17/2012	12/05/2012	2,547.00	1,893.00	654.00
40. ARCHER DANIELS MIDLAND	04/17/2012	12/05/2012	1,073.00	1,253.00	-180.00
60. ADR AXA-UAP F/K/A AXA ADR	07/06/2012	12/05/2012	1,009.00	736.00	273.00
20. BNP PARIBAS ADR COM	01/18/2012	12/05/2012	572.00	415.00	157.00
20. BAXTER INT'L INC COM	04/17/2012	12/05/2012	1,293.00	1,096.00	197.00
20. BORGWARNER AUTOMOTIVE	04/17/2012	12/05/2012	1,331.00	1,681.00	-350.00
10. BROADCOM CORPORATION C	04/17/2012	12/05/2012	323.00	373.00	-50.00 *
20. BROADCOM CORPORATION C	04/17/2012	12/05/2012	645.00	747.00	-102.00
130. CARMAX INC. COMMON	04/17/2012	12/05/2012	4,612.00	4,205.00	407.00
20. CATAMARAN CORP	01/18/2012	12/05/2012	965.00	856.00	109.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

50 -

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

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

Employer identification number

56-2188912

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. CIENA CORP COMMON	04/17/2012	12/05/2012	301.00	335.00	-34.00
30. COGNIZANT TECHNOLOGY S COMMON	04/17/2012	12/05/2012	2,086.00	2,232.00	-146.00
20. COLFAX CORP COMMON	04/17/2012	12/05/2012	770.00	647.00	123.00
10. COMERICA INC COM RT EX 07/01/2006	04/17/2012	12/05/2012	289.00	320.00	-31.00
80. CONOCOPHILLIPS COM	VAR	12/05/2012	4,585.00	4,556.00	29.00
70. CYPRESS SEMICONDUCTOR	04/17/2012	12/05/2012	699.00	1,026.00	-327.00
10. DUNKIN' BRANDS GROUP I	04/17/2012	12/05/2012	310.00	312.00	-2.00
20. EMERSON ELECTRIC CO	04/17/2012	12/05/2012	1,015.00	1,023.00	-8.00
30. EXPEDITORS INTL WASH I	04/17/2012	12/05/2012	1,129.00	1,402.00	-273.00
110. FIRST NIAGARA FINANCI COMMON	04/17/2012	12/05/2012	833.00	1,026.00	-193.00
30. GEMALTO NV ADR	07/06/2012	12/05/2012	1,419.00	1,051.00	368.00
70. GENERAL ELECTRIC CO CO	07/06/2012	12/05/2012	1,486.00	1,403.00	83.00
35. GILEAD SCIENCES, INC.	04/17/2012	12/05/2012	2,613.00	1,633.00	980.00
70. HONDA MTR LTD AMERN SH	07/06/2012	12/05/2012	2,306.00	2,356.00	-50.00
80. HOYA CORP SPONSORED AD	01/18/2012	12/05/2012	1,551.00	1,717.00	-166.00
10. IHS INC COMMON	02/28/2012	12/05/2012	917.00	934.00	-17.00
80. ILLINOIS TOOL WORKS IN	04/17/2012	12/05/2012	4,939.00	4,475.00	464.00
60. JUNIPER NETWORKS INC C	04/17/2012	12/05/2012	1,102.00	1,294.00	-192.00
20. KINDER MORGAN MANAGEME	04/17/2012	12/05/2012	1,459.00	1,410.00	49.00
30. LASALLE HOTEL PPTYS CO	07/06/2012	12/05/2012	722.00	885.00	-163.00
20. LONZA GROUP AG ADR	01/18/2012	12/05/2012	99.00	130.00	-31.00
30. MEDICIS PHARMACEUTICAL NEW	02/28/2012	12/05/2012	1,317.00	1,071.00	246.00
30. MONSANTO CO	04/17/2012	12/05/2012	2,692.00	2,330.00	362.00
30. OMNICOM GROUP INCORPOR	04/17/2012	12/05/2012	1,489.00	1,456.00	33.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

51 -

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust
KIMLEY-HORN FOUNDATION C/O BB&T, AGENT

Employer identification number
56-2188912

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. PAYCHEK INC COMMON	04/17/2012	12/05/2012	660.00	625.00	35.00
50. PEARSON PLC SPONSORED	04/17/2012	12/05/2012	971.00	910.00	61.00
70. PETROLEO BRASILEIRO SA SPONSORED ADR	01/18/2012	12/05/2012	1,267.00	1,938.00	-671.00
20. PETSMART COMMON	02/28/2012	12/05/2012	1,407.00	1,111.00	296.00
5. PHILLIP MORRIS INTL INC	04/17/2012	12/05/2012	444.00	437.00	7.00
5. PIONEER NAT RES CO COMM	02/28/2012	12/05/2012	522.00	559.00	-37.00
20. PLAINS EXPLORATION & P INC C	07/06/2012	12/05/2012	895.00	733.00	162.00
20. RALCORP HOLDINGS INC C	09/13/2012	12/05/2012	1,786.00	1,444.00	342.00
30. ROGERS COMMUNICATIONS	04/17/2012	12/05/2012	1,357.00	1,211.00	146.00
10. SBA COMMUNICATIONS COR	01/18/2012	12/05/2012	678.00	451.00	227.00
20. SVB FINANCIAL GROUP CO	07/06/2012	12/05/2012	1,090.00	1,150.00	-60.00
15. SEACOR SMIT INC COMMON	VAR	12/05/2012	1,336.00	1,375.00	-39.00
30. SOLERA HOLDINGS INC CO	02/28/2012	12/05/2012	1,568.00	1,459.00	109.00
60. SONY FINANCIAL HOLDING	07/06/2012	12/05/2012	1,053.00	968.00	85.00
120. TAIWAN SEMICONDUCTOR G CO LT	04/17/2012	12/05/2012	2,035.00	1,826.00	209.00
120. TWO HARBORS INVESTMEN CORPORATION COMMO	04/17/2012	12/05/2012	1,387.00	1,248.00	139.00
10. UNILEVER PLC-SPONSORED	02/28/2012	12/05/2012	387.00	326.00	61.00
90. UNIVERSAL AMERICAN FIN COMMON	02/28/2012	12/05/2012	733.00	1,040.00	-307.00 *
120. UNIVERSAL AMERICAN FI COMMON	VAR	12/05/2012	978.00	1,304.00	-326.00
20. VERIFONE HOLDINGS INC	02/28/2012	12/05/2012	644.00	977.00	-333.00
10. VOLCANO CORP COMMON	02/28/2012	12/05/2012	253.00	290.00	-37.00
150. WASTE MGMT INC DEL CO	04/17/2012	12/05/2012	5,034.00	5,352.00	-318.00
40. ROWAN COMPANIES PLC	04/17/2012	12/05/2012	1,295.00	1,319.00	-24.00
20. TE CONNECTIVITY LTD	08/30/2012	12/05/2012	713.00	697.00	16.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

52 -

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

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

Employer identification number

56-2188912

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 10. L'AIR LIQUIDE-UNSPONS	01/18/2012	12/24/2012	247.00	232.00	15.00
60. AKZO N V SPONSORED ADR	07/06/2012	12/24/2012	1,297.00	944.00	353.00
4. ALLIANCE DATA SYSTEMS C	12/05/2012	12/24/2012	586.00	574.00	12.00
10. ATLAS AIR WORLDWIDE HO COMMON	02/28/2012	12/24/2012	443.00	429.00	14.00
210. BALFOUR BEATTY PLC	VAR	12/24/2012	1,827.00	1,820.00	7.00
40. BARNES GROUP INC	04/17/2012	12/24/2012	887.00	1,094.00	-207.00
8. BLACKROCK INC COMMON	04/17/2012	12/24/2012	1,651.00	1,619.00	32.00
10. CERNER CORP COMMON	04/17/2012	12/24/2012	779.00	742.00	37.00
20. COLFAX CORP COMMON	04/17/2012	12/24/2012	790.00	647.00	143.00
20. COMERICA INC COM RT EX 07/01/2006	VAR	12/24/2012	600.00	625.00	-25.00
20. CONCUR TECHNOLOGIES	01/18/2012	12/24/2012	1,385.00	1,033.00	352.00
10. CUBIST PHARMACEUTICALS	04/17/2012	12/24/2012	423.00	406.00	17.00
20. DANA HOLDINGS CORPORAT	01/18/2012	12/24/2012	303.00	291.00	12.00
10. FANUC LTD ADR	01/18/2012	12/24/2012	296.00	272.00	24.00
20. FINISAR CORPORATION NE	07/06/2012	12/24/2012	312.00	275.00	37.00
20. IPG PHOTONICS CORP COM	12/05/2012	12/24/2012	1,295.00	1,194.00	101.00
30. INCYTE PHARMACEUTICALS	07/06/2012	12/24/2012	483.00	761.00	-278.00
30. LONZA GROUP AG ADR	01/18/2012	12/24/2012	158.00	195.00	-37.00
30. MUENCHER RUECK-GESELL	07/06/2012	12/24/2012	539.00	413.00	126.00
20. PALL CORP	02/28/2012	12/24/2012	1,223.00	1,269.00	-46.00
20. PLEXUS CORP COMMON	07/06/2012	12/24/2012	507.00	567.00	-60.00
30. ROGERS COMMUNICATIONS	04/17/2012	12/24/2012	1,361.00	1,211.00	150.00
20. ROSETTA RESOURCES INC	12/05/2012	12/24/2012	891.00	917.00	-26.00
10. SHIN-ETSU CHEMICAL CO	04/17/2012	12/24/2012	150.00	141.00	9.00

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) 2012

JSA
2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

53 -

Department of the Treasury
Internal Revenue Service

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

OMB No 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Employer identification number

56-2188912

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	5,681.00
---	----------

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

Schedule D-1 (Form 1041) 2012

JSA

* INDICATES WASH SALE

2F1221 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

54 -

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

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 15. AFFILIATED MANAGERS GR	11/12/2010	01/18/2012	1,486.00	1,310.00	176.00
50. AMERICAN EXPRESS CO CO	VAR	01/18/2012	2,533.00	2,140.00	393.00
60. BARNES GROUP INC	11/12/2010	01/18/2012	1,473.00	1,157.00	316.00
30. CLEAN HARBORS INC COMM	11/12/2010	01/18/2012	1,824.00	1,084.00	740.00
40. THE GEO GROUP INC COMM	11/12/2010	01/18/2012	688.00	1,001.00	-313.00
40. HAIN CELESTIAL GROUP I	11/12/2010	01/18/2012	1,460.00	1,037.00	423.00
15. IHS INC COMMON	11/12/2010	01/18/2012	1,372.00	1,088.00	284.00
120. INTEL CORP	05/13/2009	01/18/2012	3,032.00	1,842.00	1,190.00
60. KRAFT FOODS INC-A COMM	05/13/2009	01/18/2012	2,320.00	1,492.00	828.00
50. LVMH MOET-HENNESSEY UN	11/12/2010	01/18/2012	1,517.00	1,594.00	-77.00
40. MEDICIS PHARMACEUTICAL NEW	11/12/2010	01/18/2012	1,319.00	1,104.00	215.00
130. ON SEMICONDUCTOR COMM	11/12/2010	01/18/2012	1,152.00	1,048.00	104.00
20. PVH CORP COMMON	11/12/2010	01/18/2012	1,523.00	1,191.00	332.00
40. PALL CORP	05/13/2009	01/18/2012	2,375.00	1,003.00	1,372.00
30. PETSMART COMMON	11/12/2010	01/18/2012	1,622.00	1,145.00	477.00
40. PLAINS EXPLORATION & P INC C	11/12/2010	01/18/2012	1,477.00	1,164.00	313.00
50. QLIK TECHNOLOGIES INC	11/12/2010	01/18/2012	1,311.00	1,148.00	163.00
30. SASOL LTD SPONSORED AD	11/12/2010	01/18/2012	1,516.00	1,442.00	74.00
50. UTILITIES SELECT SECTO	04/01/2010	01/18/2012	1,738.00	1,500.00	238.00
30. SIGNATURE BANK COMMON	11/15/2010	01/18/2012	1,858.00	1,317.00	541.00
30. SOLERA HOLDINGS INC CO	11/12/2010	01/18/2012	1,315.00	1,491.00	-176.00
40. TALEO CORPORATION	11/12/2010	01/18/2012	1,465.00	1,238.00	227.00
30. TUPPERWARE BRANDS CORP	11/15/2010	01/18/2012	1,763.00	1,436.00	327.00
50. ULTRA PETROLEUM CORP C	11/12/2010	01/18/2012	1,248.00	2,395.00	-1,147.00
55. UNILEVER PLC-SPONSORED	05/13/2009	01/18/2012	1,754.00	1,266.00	488.00

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

Schedule D-1 (Form 1041) 2012

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

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 40. AAR CORP COMMON	11/12/2010	02/28/2012	890.00	925.00	-35.00
30. AMETEK INC COMMON	11/12/2010	02/28/2012	1,426.00	1,098.00	328.00
7. APPLE COMPUTER COM	06/01/2010	02/28/2012	3,733.00	1,851.00	1,882.00
50. ATLAS COPCO AB SPONS	11/12/2010	02/28/2012	1,311.00	1,059.00	252.00
30. AVNET INCORPORATED	11/12/2010	02/28/2012	1,060.00	926.00	134.00
50. BG GROUP PLC SPON ADR	11/12/2010	02/28/2012	1,208.00	1,012.00	196.00
30. W.R. BERKLEY CORP COMM	11/12/2010	02/28/2012	1,073.00	822.00	251.00
60. CSL LIMITED ADR	11/12/2010	02/28/2012	1,069.00	1,032.00	37.00
80. CABOT OIL AND GAS	11/12/2010	02/28/2012	2,801.00	1,375.00	1,426.00
20. CASEY'S GENERAL STORES COMMON	11/12/2010	02/28/2012	1,037.00	796.00	241.00
100. CHINA RESOURCES ENTER ADR	11/12/2010	02/28/2012	738.00	864.00	-126.00
45. CONOCOPHILLIPS COM	VAR	02/28/2012	3,467.00	1,994.00	1,473.00
70. DANA HOLDINGS CORPORAT	11/12/2010	02/28/2012	1,133.00	1,025.00	108.00
60. DENBURY RESOURCES INC	11/12/2010	02/28/2012	1,224.00	1,146.00	78.00
40. WALT DISNEY COMPANY TH	05/13/2009	02/28/2012	1,672.00	952.00	720.00
40. DISCOVER FINANCIAL SER	11/12/2010	02/28/2012	1,206.00	745.00	461.00
40. ENCORE WIRE CORPORATIO	11/12/2010	02/28/2012	1,182.00	885.00	297.00
20. FAMILY DOLLAR STORES I	11/12/2010	02/28/2012	1,077.00	967.00	110.00
20. FEDEX CORP COM	11/12/2010	02/28/2012	1,810.00	1,747.00	63.00
30. FINISAR CORPORATION NE	11/12/2010	02/28/2012	656.00	583.00	73.00
70. GAZPROM	11/12/2010	02/28/2012	926.00	779.00	147.00
50. GRAFTECH INTERNATIONAL	11/12/2010	02/28/2012	639.00	936.00	-297.00
50. HOYA CORP SPONSORED AD	11/12/2010	02/28/2012	1,176.00	1,177.00	-1.00
40. HUMAN GENOME SCIENCES	11/12/2010	02/28/2012	321.00	936.00	-615.00
40. IAC/INTERACTIVE CORP C	11/12/2010	02/28/2012	1,824.00	1,110.00	714.00

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

Schedule D-1 (Form 1041) 2012

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

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 30. IMPERIAL OIL LTD COMMO	11/15/2010	02/28/2012	1,448.00	1,136.00	312.00
8. INTERNATIONAL BUSINESS	05/13/2009	02/28/2012	1,582.00	819.00	763.00
90. INVESTORS BANCORP COMM	11/12/2010	02/28/2012	1,325.00	1,125.00	200.00
50. ITAU UNIBANCO BANCO MU	11/12/2010	02/28/2012	1,067.00	1,232.00	-165.00
15. JUPITER TELECOMMUNICAT ADR	11/12/2010	02/28/2012	997.00	1,041.00	-44.00
60. LEUCADIA NATIONAL CORP	11/12/2010	02/28/2012	1,733.00	1,601.00	132.00
80. LOWES COS INC	11/12/2010	02/28/2012	2,197.00	1,738.00	459.00
70. MEDTRONIC INC	11/07/2007	02/28/2012	2,695.00	3,196.00	-501.00
30. THE MEN'S WEARHOUSE IN	11/12/2010	02/28/2012	1,172.00	803.00	369.00
55. METLIFE COMMON	12/16/2009	02/28/2012	2,110.00	2,032.00	78.00
35. ONEOK INC NEW	11/12/2010	02/28/2012	2,866.00	1,817.00	1,049.00
30. PROCTER & GAMBLE CO CO	08/12/2010	02/28/2012	2,017.00	1,806.00	211.00
20. RANGE RESOURCES CORP C	11/12/2010	02/28/2012	1,268.00	842.00	426.00
30. SBA COMMUNICATIONS COR	11/12/2010	02/28/2012	1,414.00	1,126.00	288.00
25. SL GREEN REALTY COMMON	11/12/2010	02/28/2012	1,888.00	1,611.00	277.00
70. SCHNEIDER ELECTRIC SA	11/12/2010	02/28/2012	942.00	1,000.00	-58.00
40. SKYWORKS SOLUTIONS, IN	11/12/2010	02/28/2012	1,068.00	928.00	140.00
20. SOTHEBY'S HOLDINGS -CL	11/12/2010	02/28/2012	788.00	852.00	-64.00
30. THE TRAVELERS COMPANIE	05/13/2009	02/28/2012	1,752.00	1,178.00	574.00
40. TRINITY INDUSTRIES COM	11/12/2010	02/28/2012	1,414.00	956.00	458.00
30. VAIL RESORTS COMMON	11/12/2010	02/28/2012	1,226.00	1,308.00	-82.00
20. WAL-MART STORES INC	06/01/2010	02/28/2012	1,174.00	1,029.00	145.00
3. WHITE MOUNTAINS INSURAN COMM	11/12/2010	02/28/2012	1,488.00	961.00	527.00
30. MELLANOX TECHNOLOGIES	12/29/2010	02/28/2012	1,141.00	778.00	363.00
60. QIAGEN N.V.	11/12/2010	02/28/2012	931.00	1,108.00	-177.00

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

Schedule D-1 (Form 1041) 2012

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

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 125. AT&T INC	05/13/2009	04/17/2012	3,854.00	3,176.00	678.00
120. ALCOA, INC.	12/29/2010	04/17/2012	1,196.00	1,823.00	-627.00
134.15 AMERICAN CENTURY DI BOND FUND #	09/10/2010	04/17/2012	1,486.00	1,476.00	10.00
30. AMERICAN EXPRESS CO CO	12/29/2010	04/17/2012	1,747.00	1,289.00	458.00
50. ARCH COAL INC COMMON	03/03/2011	04/17/2012	505.00	1,761.00	-1,256.00
30. BERKSHIRE HATHAWAY INC COMMON	05/13/2009	04/17/2012	2,422.00	1,720.00	702.00
40. CIT GROUP INC COMMON	11/12/2010	04/17/2012	1,610.00	1,656.00	-46.00
100. CENOVUS ENERGY INC.	VAR	04/17/2012	3,403.00	3,230.00	173.00
10. CISCO SYS INC	05/13/2009	04/17/2012	201.00	184.00	17.00
200. CISCO SYS INC	03/03/2011	04/17/2012	4,010.00	3,721.00	289.00
250. COMCAST CORP NEW CL A	VAR	04/17/2012	7,511.00	4,081.00	3,430.00
15. DASSAULT SYSTEMS COMMO	11/12/2010	04/17/2012	1,372.00	1,113.00	259.00
140. WALT DISNEY COMPANY T	05/13/2009	04/17/2012	5,969.00	3,331.00	2,638.00
70. EXXON MOBIL CORP	VAR	04/17/2012	5,974.00	4,723.00	1,251.00
50. FOOT LOCKER INC. COMMO	11/12/2010	04/17/2012	1,564.00	810.00	754.00
50. GARTNER, INC COMMON	03/03/2011	04/17/2012	2,159.00	1,942.00	217.00
350. GENERAL ELECTRIC CO C	VAR	04/17/2012	6,746.00	5,714.00	1,032.00
5. GOOGLE INC CL A	05/13/2009	04/17/2012	3,059.00	1,965.00	1,094.00
3. GOOGLE INC CL A	03/03/2011	04/17/2012	1,835.00	1,831.00	4.00
20. INTERNATIONAL BUSINESS COM	VAR	04/17/2012	4,134.00	2,283.00	1,851.00
170. J P MORGAN CHASE & CO	VAR	04/17/2012	7,430.00	6,929.00	501.00
70. JOHNSON + JOHNSON COM	11/07/2007	04/17/2012	4,487.00	4,498.00	-11.00
40. KRAFT FOODS INC-A COMM	VAR	04/17/2012	1,538.00	1,173.00	365.00
80. LOWES COS INC	11/12/2010	04/17/2012	2,566.00	1,738.00	828.00
60. MCDERMOTT INTERNATIONAL	11/12/2010	04/17/2012	679.00	1,043.00	-364.00

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

Schedule D-1 (Form 1041) 2012

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

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 45. MEDTRONIC INC	11/07/2007	04/17/2012	1,709.00	2,054.00	-345.00
145. MERCK & CO INC COMMON	05/13/2009	04/17/2012	5,579.00	3,745.00	1,834.00
50. METLIFE COMMON	04/01/2010	04/17/2012	1,809.00	2,193.00	-384.00
170. MICROSOFT CORP	05/13/2009	04/17/2012	5,354.00	3,381.00	1,973.00
35. PEPSICO INC	05/13/2009	04/17/2012	2,327.00	1,737.00	590.00
25. PROCTER & GAMBLE CO CO	08/12/2010	04/17/2012	1,675.00	1,505.00	170.00
30. RAYMOND JAMES FINANCIAL	11/12/2010	04/17/2012	1,077.00	894.00	183.00
50. UTILITIES SELECT SECTOR	04/01/2010	04/17/2012	1,740.00	1,500.00	240.00
10. SUMITOMO CORPORATION	03/03/2011	04/17/2012	143.00	151.00	-8.00
95. TEXAS INSTRUMENTS INC	VAR	04/17/2012	3,112.00	2,464.00	648.00
20. THORATEC CORP.	11/12/2010	04/17/2012	672.00	621.00	51.00
40. WAL-MART STORES INC	06/01/2010	04/17/2012	2,473.00	2,058.00	415.00
135. WELLS FARGO & CO. (N	11/07/2007	04/17/2012	4,532.00	4,186.00	346.00
10. WESTPAC BANKING	03/03/2011	04/17/2012	1,157.00	1,192.00	-35.00
30. WILLIAMS-SONOMA INC	11/12/2010	04/17/2012	1,118.00	1,072.00	46.00
120. TE CONNECTIVITY LTD	VAR	04/17/2012	4,269.00	3,506.00	763.00
.5 COMPANHIA ENERGETICA DE GERAIS SPONSORED ADR PAR \$.	03/03/2011	06/11/2012	9.00	7.00	2.00
.75 LAM RESH CORP COMMON	11/12/2010	06/15/2012	28.00	20.00	8.00
60. ABB LTD SPONSORED ADR	06/16/2011	07/06/2012	962.00	1,487.00	-525.00
638.639 AMERICAN CENTURY D BOND FUND #	09/10/2010	07/06/2012	7,159.00	7,025.00	134.00
30. ARCELORMITTAL	03/03/2011	07/06/2012	447.00	1,115.00	-668.00
25. BHP BILLITON LIMITED	03/03/2011	07/06/2012	1,612.00	2,399.00	-787.00
20. CANON INC ADR REPSTG 5	11/12/2010	07/06/2012	775.00	955.00	-180.00
20. CARNIVAL CORP COMMON	05/03/2011	07/06/2012	669.00	774.00	-105.00
112. COMPANHIA ENERGETICA GERAIS SPONSORED ADR PAR \$.	03/03/2011	07/06/2012	2,080.00	1,567.00	513.00

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

Schedule D-1 (Form 1041) 2012

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

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 30. CREDIT SUISSE GRP SPON	03/03/2011	07/06/2012	532.00	1,363.00	-831.00
20. DBS GROUP HLDGS LTD SP	03/03/2011	07/06/2012	876.00	903.00	-27.00
F/K/A DEVELOPMENT BK SINGAP	11/12/2010	07/06/2012	1,409.00	745.00	664.00
40. DISCOVER FINANCIAL SER	11/12/2010	07/06/2012	4,156.00	2,902.00	1,254.00
60. FAMILY DOLLAR STORES I	03/03/2011	07/06/2012	274.00	265.00	9.00
10. FANUC LTD ADR	11/12/2010	07/06/2012	1,642.00	1,453.00	189.00
60. FANUC LTD ADR	11/12/2010	07/06/2012	665.00	722.00	-57.00
30. FOCUS MEDIA HOLDING LI	11/12/2010	07/06/2012	625.00	324.00	301.00
20. FOOT LOCKER INC. COMMO	03/03/2011	07/06/2012	257.00	1,389.00	-1,132.00
110. GAFISA S.A.	11/12/2010	07/06/2012	281.00	334.00	-53.00
30. GAZPROM	11/12/2010	07/06/2012	670.00	1,080.00	-410.00
20. ICICI BANK LIMITED SPO	03/03/2011	07/06/2012	645.00	1,010.00	-365.00
20. KB FINANCIAL GROUP INC	11/12/2010	07/06/2012	468.00	389.00	79.00
10. LIFE TIME FITNESS INC	11/12/2010	07/06/2012	701.00	871.00	-170.00
40. MTN GROUP LTD ADR	05/03/2011	07/06/2012	351.00	379.00	-28.00
20. MTN GROUP LTD ADR	11/12/2010	07/06/2012	1,195.00	1,121.00	74.00
20. NESTLE SA ADR	03/03/2011	07/06/2012	1,368.00	1,620.00	-252.00
70. NIDEC CORPORATION	03/03/2011	07/06/2012	591.00	1,421.00	-830.00
40. NINTENDO LTD ADR	03/03/2011	07/06/2012	1,107.00	1,457.00	-350.00
20. OIL CO LUKOIL SPONSORE	04/30/2010	07/06/2012	724.00	647.00	77.00
25. ORACLE SYS CORP	03/03/2011	07/06/2012	1,990.00	3,058.00	-1,068.00
90. J C PENNEY CO INC WARR	03/03/2011	07/06/2012	755.00	842.00	-87.00
6. PETROCHINA COMPANY LTD	03/03/2011	07/06/2012	776.00	1,631.00	-855.00
40. PETROLEO BRASILEIRO SA	11/12/2010	07/06/2012	1,809.00	1,263.00	546.00
COMMON	06/16/2011	07/06/2012	431.00	511.00	-80.00
30. RANGE RESOURCES CORP C					
10. SIRONA DENTAL SYSTEMS					

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

Schedule D-1 (Form 1041) 2012

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

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 40. SUBSEA 7 SA	03/03/2011	07/06/2012	767.00	1,031.00	-264.00
20. TECH DATA CORPORATION	11/12/2010	07/06/2012	959.00	873.00	86.00
30. TECK RESOURCES LTD COM	05/03/2011	07/06/2012	936.00	1,591.00	-655.00
50. UNILEVER N V NY SHS NE	03/03/2011	07/06/2012	1,656.00	1,526.00	130.00
70. VALE SA SP PREF ADR	03/03/2011	07/06/2012	1,364.00	2,121.00	-757.00
60. WAL-MART DE MEXICO	11/12/2010	07/06/2012	1,538.00	1,640.00	-102.00
5. WESTPAC BANKING	03/03/2011	07/06/2012	549.00	596.00	-47.00
10. WRIGHT EXPRESS CORP CO	11/12/2010	07/06/2012	619.00	435.00	184.00
40. WYNDHAM WORLDWIDE COMM	11/12/2010	07/06/2012	2,102.00	1,124.00	978.00
10. MELLANOX TECHNOLOGIES	12/29/2010	07/06/2012	733.00	259.00	474.00
20. VISTAPRINT NV	06/16/2011	07/06/2012	637.00	926.00	-289.00
10. ACME PACKET INC COMMON	08/25/2011	08/30/2012	192.00	419.00	-227.00
30. CANON INC ADR REPSTG 5	03/03/2011	08/30/2012	1,005.00	1,429.00	-424.00
40. ERSTE BK DER OESTER SP	11/15/2010	08/30/2012	382.00	886.00	-504.00
10. BUNGE LIMITED	11/12/2010	08/30/2012	633.00	604.00	29.00
10. MELLANOX TECHNOLOGIES	12/29/2010	08/30/2012	1,132.00	259.00	873.00
30. CANADIAN NATL RY CO CO	03/03/2011	09/13/2012	2,791.00	2,208.00	583.00
70. COMMONWEALTH REIT COMM	03/03/2011	09/13/2012	1,074.00	1,886.00	-812.00
15. SL GREEN REALTY COMMON	11/12/2010	09/13/2012	1,234.00	966.00	268.00
551.143 STERLING CAPITAL S OPPORTUNITIES FUND INST CL	11/15/2010	09/13/2012	10,637.00	9,469.00	1,168.00
30. TRIMBLE NAV LTD	11/12/2010	09/13/2012	1,542.00	1,084.00	458.00
20. ACTUANT CORP CL A NEW	11/12/2010	12/05/2012	580.00	456.00	124.00
20. L'AIR LIQUIDE-UNSPONS	11/12/2010	12/05/2012	489.00	461.00	28.00
20. ANN INC. COMMON	11/12/2010	12/05/2012	648.00	460.00	188.00
160. ASSISTED LIVING CONCE COMMON	11/12/2010	12/05/2012	1,430.00	2,572.00	-1,142.00

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

Schedule D-1 (Form 1041) 2012

JSA

2F1222 2 000

CHC364 T699 04/24/2013 13:26:32

1152012709

61 -

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

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 80. AURICO GOLD, INC.	11/15/2010	12/05/2012	585.00	513.00	72.00
20. AVNET INCORPORATED	11/12/2010	12/05/2012	594.00	617.00	-23.00
40. BARCLAYS PLC PLC ADR	VAR	12/05/2012	639.00	700.00	-61.00
10. CHEVRON TEXACO CORP CO	05/13/2009	12/05/2012	1,053.00	684.00	369.00
20. DBS GROUP HLDGS LTD SP F/K/A DEVELOPMENT BK SINGAP	03/03/2011	12/05/2012	957.00	903.00	54.00
150. DENBURY RESOURCES INC	11/12/2010	12/05/2012	2,342.00	2,865.00	-523.00
20. DISCOVER FINANCIAL SER	11/12/2010	12/05/2012	821.00	372.00	449.00
20. DUNKIN' BRANDS GROUP I	08/25/2011	12/05/2012	620.00	522.00	98.00
110. FIFTH THIRD BANCORP	11/12/2010	12/05/2012	1,577.00	1,419.00	158.00
30. FOOT LOCKER INC. COMMO	11/12/2010	12/05/2012	1,048.00	486.00	562.00
20. HYATT HOTELS CORP CL A	11/12/2010	12/05/2012	736.00	820.00	-84.00
40. INVESTORS BANCORP COMM	11/12/2010	12/05/2012	680.00	500.00	180.00
5. ITC HOLDINGS CORP COMMO	11/12/2010	12/05/2012	391.00	303.00	88.00
20. KAISER ALUMINUM CORPOR	11/12/2010	12/05/2012	1,227.00	916.00	311.00
60. KEYCORP NEW COM	11/12/2010	12/05/2012	475.00	482.00	-7.00
50. LKQ CORP COMMON	11/12/2010	12/05/2012	1,088.00	566.00	522.00
50. LONZA GROUP AG ADR	11/12/2010	12/05/2012	248.00	425.00	-177.00
833.408 METROPOLITAN WEST BOND FUND	09/10/2010	12/05/2012	9,268.00	8,809.00	459.00
30. MOLEX CLASS A	11/12/2010	12/05/2012	649.00	527.00	122.00
20. MTN GROUP LTD ADR	11/12/2010	12/05/2012	380.00	379.00	1.00
10. NESTLE SA ADR	11/12/2010	12/05/2012	653.00	561.00	92.00
10. NOVARTIS AG SPONSORED	04/22/2010	12/05/2012	624.00	520.00	104.00
20. NOVARTIS AG SPONSORED	04/08/2011	12/05/2012	1,248.00	1,113.00	135.00
761.844 PIMCO TOTAL RETURN	06/16/2011	12/05/2012	8,875.00	8,373.00	502.00
10. PEPSICO INC	06/01/2010	12/05/2012	698.00	635.00	63.00

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

Schedule D-1 (Form 1041) 2012

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

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 50. PFIZER INC COM STK	08/25/2011	12/05/2012	1,284.00	900.00	384.00
20. T ROWE PRICE GROUP INC	11/10/2011	12/05/2012	1,281.00	1,048.00	233.00
30. QUALCOMM INC COMMON	08/25/2011	12/05/2012	1,912.00	1,422.00	490.00
20. SCHLUMBERGER LTD COMMO	05/13/2009	12/05/2012	1,431.00	1,073.00	358.00
90. SPIRIT AEROSYSTEMS HOL COMMON	11/12/2010	12/05/2012	1,393.00	1,633.00	-240.00
80. SPIRIT AEROSYSTEMS HOL COMMON	08/25/2011	12/05/2012	1,238.00	1,208.00	30.00
1802.959 STERLING CAPITAL FUND NAME&CUSIP CHGE TO 859	08/25/2011	12/05/2012	19,454.00	17,903.00	1,551.00
1442.283 STERLING CAPITAL BOND FUND	04/08/2010	12/05/2012	16,096.00	15,692.00	404.00
50. SUNCOR ENERGY, INC	05/03/2011	12/05/2012	1,647.00	2,178.00	-531.00
10. SUNCOR ENERGY, INC	04/01/2010	12/05/2012	329.00	339.00	-10.00
100. TAIWAN SEMICONDUCTOR G CO LT	11/12/2010	12/05/2012	1,696.00	1,108.00	588.00
130. TAIWAN SEMICONDUCTOR G CO LT	03/03/2011	12/05/2012	2,204.00	1,603.00	601.00
30. TARGET CORP COM	03/03/2011	12/05/2012	1,860.00	1,556.00	304.00
20. TECH DATA CORPORATION	11/12/2010	12/05/2012	893.00	873.00	20.00
10. TECH DATA CORPORATION	03/03/2011	12/05/2012	447.00	514.00	-67.00
10. TEXAS INSTRUMENTS INC	11/12/2010	12/05/2012	298.00	310.00	-12.00
15. THE TRAVELERS COMPANIE	05/13/2009	12/05/2012	1,113.00	589.00	524.00
10. VAIL RESORTS COMMON	11/12/2010	12/05/2012	527.00	436.00	91.00
10. WASTE CONNECTIONS COMM	11/12/2010	12/05/2012	332.00	262.00	70.00
30. WOODWARD GOVERNOR CO	11/12/2010	12/05/2012	1,095.00	1,000.00	95.00
20. L'AIR LIQUIDE-UNSPONS	11/12/2010	12/24/2012	494.00	461.00	33.00
10. AMERCO COMMON	11/12/2010	12/24/2012	1,213.00	912.00	301.00
20. AMERICA MOVIL S A DE C	11/12/2010	12/24/2012	455.00	572.00	-117.00 *
50. AMERICA MOVIL S A DE C	VAR	12/24/2012	1,137.00	1,424.00	-287.00
40. ATLAS AIR WORLDWIDE HO COMMON	12/07/2011	12/24/2012	1,773.00	1,607.00	166.00

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

Schedule D-1 (Form 1041) 2012

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

=====

OFFICER NAME:

BARRY BARBER

ADDRESS:

3001 WESTON PARKWAY

CARY, NC 27513

TITLE:

CHAIRMAN

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JEFF JAMES

ADDRESS:

801 CHERRY STREET UNIT 11

FORT WORTH, TX 76102

TITLE:

BOARD MEMBER

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:

ANTHONY PODEGRACZ

ADDRESS:

401 B STREET

SAN DIEGO, CA 92101

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:

MARK S WILSON

ADDRESS:

3001 WESTON PARKWAY

CARY, NC 27513

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

CHRIS RHODES

ADDRESS:

209 TENTH AVENUE SOUTH

NASHVILLE, TN 37203

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

WILL WILHELM

ADDRESS:

2000 SOUTH BLVD

CHARLOTTE, NC 28203

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JON SEWELL

ADDRESS:

2615 CENTENNIAL BLVD

TALLAHASSEE, FL 32308

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:

LISA STONE

ADDRESS:

1920 WEKIVA WAY

WEST PALM BEACH, FL 33411

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 3

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	1,327,059.	65,034.	
FEBRUARY	1,432,580.	965.	
MARCH	1,403,875.	36,783.	
APRIL	1,395,229.	40,862.	
MAY	1,316,125.	41,316.	
JUNE	1,352,421.	42,908.	
JULY	1,371,765.	34,450.	
AUGUST	1,396,717.	34,826.	
SEPTEMBER	1,390,840.	66,659.	
OCTOBER	1,383,049.	67,815.	
NOVEMBER	1,395,210.	46,988.	
DECEMBER	1,417,843.	43,899.	
	-----	-----	-----
TOTAL	16,582,713.	522,505.	
	=====	=====	=====
AVERAGE FMV	1,381,893.	43,542.	
	=====	=====	=====

=====

RECIPIENT NAME:
ADOBE MOUNTAIN WILDLIFE CENTER
ADDRESS:
PO BOX 42386
PHOENIX, AZ 85080-2386
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:
CALVARY COMMUNITY CHURCH
ADDRESS:
12612 N BLACK CANYON HWY
PHOENIX, AK 85029
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:
CLARE HOUSING
ADDRESS:
929 CENTRAL AVENUE NE
MINNEAPOLIS, MN 55413
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,200.

RECIPIENT NAME:
CORNERSTONE BAPTIST CHURCH
ADDRESS:
PO BOX 152551
DALLAS, TX 75315
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 600.

RECIPIENT NAME:
ELDER POINT MINISTRIES
ADDRESS:
145 E EDGEWOOD DRIVE
LAKELAND, FL 33803
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:
VILLAGE BAPTIST CHURCH
ADDRESS:
3600 VILLAGE BLVD
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FEED THE HUNGRY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,200.

=====

RECIPIENT NAME:

FIRST STREET METHODIST MISSION

ADDRESS:

801 W FIRST STREET

FORT WORTH, TX 76102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

FOOD BANK OF CONTRA COSTA AND

SOLANO COUNTY

ADDRESS:

4010 NELSON AVENUE

CONCORD, CA 94520

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 600.

RECIPIENT NAME:

FOR THE NATIONS REFUGEE OUTREACH

ADDRESS:

3502 KNIGHT LANE

GARLAND, TX 75042

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 400.

=====

RECIPIENT NAME:

THE GRACE FOUNDATION OF
NORTHERN CALIFORNIA

ADDRESS:

PO BOX 4692
EL DORADO HILLS, CA 95762

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,200.

RECIPIENT NAME:

GREATER PHOENIX YOUTH AT RISK

ADDRESS:

1001 EAST PIERCE STREET
PHOENIX, AZ 85006

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 6,500.

RECIPIENT NAME:

HABITAT FOR HUMANITY CENTRAL
ARIZONA

ADDRESS:

PO BOX 20186
PHOENIX, AZ 85036

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,750.

RECIPIENT NAME:
HABITAT FOR HUMANITY OF ORANGE
COUNTY
ADDRESS:
88 VILCOM CENTER DRIVE
CHAPEL HILL, NC 27514
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,750.

RECIPIENT NAME:
HABITAT FOR HUMANITY OF PALM
BEACH COUNTY
ADDRESS:
6758 N MILITARY TRAIL
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
HOMEWARD BOUND
ADDRESS:
2302 W COLTER STREET
PHOENIX, AZ 85015
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
INDIAN RIVER HABITAT FOR HUMANITY
ADDRESS:
4568 N US HWY 1
VERO BEACH, FL 32967
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,200.

RECIPIENT NAME:
KEEP INDIAN RIVER BEAUTIFUL
ADDRESS:
PO BOX 973
VERO BEACH, FL 32961
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
FIRST UNITED METHODIST CHURCH
ADDRESS:
800 W 5TH STREET
FORT WORTH, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:
LAZARUS MINISTRIES INC
ADDRESS:
2270 DEFOOR HILLS ROAD
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
LUTHERAN BORDER CONCERNS
ADDRESS:
3060 54TH STREET
SAN DIEGO, CA 92105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
MAKE A WISH FOUNDATION
ADDRESS:
711 E NORTHERN AVENUE
PHOENIX, AZ 85020
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

=====

RECIPIENT NAME:
MEALS ON WHEELS
ADDRESS:
4306 NW LOOP 4110
SAN ANTONIO, TX 78229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:
NORTH EAST WAKE BACKPACK BUDDIES
ADDRESS:
PO BOX 182
ROLESVILLE, NC 27571
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ORANGE MOUND OUTREACH MINISTRIES
ADDRESS:
845 MARECHALNEIL STREET
MEMPHIS, TN 38114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:
PIN MINISTRY
ADDRESS:
545 S BIRDNECK ROAD
VIRGINIA BEACH, VA 23451
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 400.

RECIPIENT NAME:
FIRST UNITED METHODIST CHURCH
OF PALMER
ADDRESS:
PO BOX 216
PALMER, TX 75152
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:
RONALD MCDONALD HOUSE CHARITIES
OF PHOENIX
ADDRESS:
501 E ROANOKE AVENUE
PHOENIX, AZ 85004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:

RONALD MCDONALD HOUSE DURHAM

ADDRESS:

506 ALEXANDER AVENUE

DURHAM, NC 27705

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

SAMMY'S HOUSE

ADDRESS:

2415 TWIN OAKS DRIVE

AUSTIN, TX 78757

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

SAN DIEGO COASTKEEPER

ADDRESS:

2825 DEWEY ROAD

SAN DIEGO, CA 92106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 600.

RECIPIENT NAME:
SPEAK UP! FOR KIDS OF PALM BEACH
COUNTY INC
ADDRESS:
PO BOX 1896
WEST PALM BEACH, FL 33402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SETC
ADDRESS:
PO BOX 651312
VERO BEACH, FL 32965
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,200.

RECIPIENT NAME:
ST ANN'S CATHOLIC CHURCH SOCIAL
MINISTRIES
ADDRESS:
4057 US HWY 70 BUSINESS WEST
CLAYTON, NC 27520
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

ST PAUL'S UMC

ADDRESS:

437 WEST PROVIDENCE ROAD

CHESAPEAKE, VA 23325

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:

THE ENRICHMENT CENTER OF LEE

COUNTY INC

ADDRESS:

1615 SOUTH THIRD STREET

SANFORD, NC 27330-5663

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 400.

RECIPIENT NAME:

THE PRODIGAL FOUNDATION

ADDRESS:

11333 CHICOT DRIVE

DALLAS, TX 75230

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:
THE REFUGE RANCH
ADDRESS:
24240 SOUTHWEST MARTIN HWY
OKEECHOBEE, FL 34974
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
WESTERN WAKE CRISIS MINISTRY
ADDRESS:
103 W CHATHAM
APEX, NC 27502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:
WORLD RELIEF
ADDRESS:
4059 BRYAN AVENUE
FORT WORTH, TX 76110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

=====

RECIPIENT NAME:

Y-MOT OUTREACH INC

ADDRESS:

PO BOX 901373

MEMPHIS, TN 38190

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

YOUNG WARRIORS

ADDRESS:

5447 WHITE OAK AVENUE

ENCINO, CA 91316

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

YOUTH GUIDANCE DONATION FUND

ADDRESS:

PO BOX 121

VERO BEACH, FL 32961

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

KIMLEY-HORN FOUNDATION C/O BB&T, AGENT 56-2188912
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
BAYVIEW CHARITIES
ADDRESS:
6134 BENSON AVENUE
SAN DIEGO, CA 92114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID: 65,000.
=====