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990-PF

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

OMB No 1545-0052

2009

Form
Department 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 2009, or tax year beginning 06/01, 2009, and ending 05/31, 2010

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

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

Name of foundation
D BAKER AMES CHARITABLE FOUNDATION 54-7027395
Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 1908
City or town, state, and ZIP code
ORLANDO, FL 32802-1908

A Employer identification number
54-6034951

B Telephone number (see page 10 of the instructions)
(757) 624-5534

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 ☐

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) \$ 686,767.
J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
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	17,537.	17,439.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-12,388.			
b Gross sales price for all assets on line 6a 143,084.				
7 Capital gain net income (from Part IV, line 2)		NONE		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	553.			STMT 2
12 Total Add lines 1 through 11	5,702.	17,439.		
13 Compensation of officers, directors, trustees, etc.	16,921.	8,460.		8,461.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STMT 3	851.	NONE	NONE	851.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 4	3,000.			3,000.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5		82.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	20,772.	8,542.	NONE	12,312.
25 Contributions, gifts, grants paid	24,000.			24,000.
26 Total expenses and disbursements Add lines 24 and 25	44,772.	8,542.	NONE	36,312.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-39,070.			
b Net investment income (if negative, enter -0-)		8,897.		
c Adjusted net income (if negative, enter -0-)				

ENVELOPE OCT 15 2010 POSTMARK DATE

SCANNED OCT 25 2010 Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	42,338.	20,010.	20,010.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 6	661,165.	644,423.	666,757.
	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)	703,503.	664,433.	686,767.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	692,945.	664,433.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,558.		
	30	Total net assets or fund balances (see page 17 of the instructions)	703,503.	664,433.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	703,503.	664,433.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	703,503.
2	Enter amount from Part I, line 27a	2	-39,070.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	664,433.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	664,433.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-12,389.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }					

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	31,377.	648,775.	0.04836345420
2007	42,890.	800,814.	0.05355800473
2006	43,716.	793,309.	0.05510589190
2005	38,088.	759,597.	0.05014237813
2004	24,180.	718,577.	0.03364983850
2 Total of line 1, column (d)			0.24081956746
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			0.04816391349
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			688,506.
5 Multiply line 4 by line 3			33,161.
6 Enter 1% of net investment income (1% of Part I, line 27b)			89.
7 Add lines 5 and 6			33,250.
8 Enter qualifying distributions from Part XII, line 4			36,312.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	89.
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	89.
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	89.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	424.
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	424.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	335.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☒	11	335.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 page 19 of the instructions) ☐ STMT 7		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of SUNTRUST BANK Telephone no (757) 624-5534			
Located at NORFOLK, VA ZIP + 4 23510				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes	☒ No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions)**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		16,921.	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	655,105.
b	Average of monthly cash balances	1b	43,886.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	698,991.
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	698,991.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	10,485.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	688,506.
6	Minimum investment return. Enter 5% of line 5	6	34,425.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	34,425.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	89.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	89.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,336.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	34,336.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,336.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	36,312.
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	36,312.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	89.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,223.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				34,336.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	163.			
c From 2006	5,176.			
d From 2007	5,647.			
e From 2008	NONE			
f Total of lines 3a through e	10,986.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 36,312.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				34,336.
e Remaining amount distributed out of corpus	1,976.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,962.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	12,962.			
10 Analysis of line 9:				
a Excess from 2005	163.			
b Excess from 2006	5,176.			
c Excess from 2007	5,647.			
d Excess from 2008	NONE			
e Excess from 2009	1,976.			

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

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

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

4942(j)(3) or 4942(j)(5)

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) 2009	(b) 2008	(c) 2007	(d) 2006	

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
SEE STATEMENT 9

b The form in which applications should be submitted and information and materials they should include
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 14				
Total			▶ 3a	24,000.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2009)

Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

Form **990-PF** (2009)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					618.	
18,049.00		755.179 ALLIANZ NFJ SMALL-CAP VALUE-I PROPERTY TYPE: SECURITIES 15,164.00					05/26/2009 2,885.00	12/03/2009
127.00		4.491 DREYFUS/TBC SMLCP TAX-SENSITV EQTY PROPERTY TYPE: SECURITIES 108.00					05/26/2009 19.00	12/03/2009
5,796.00		204.298 DREYFUS/TBC SMLCP TAX-SENSITV EQ PROPERTY TYPE: SECURITIES 8,263.00					12/14/2007 -2,467.00	12/03/2009
12,614.00		808.057 EATON VANCE TAX-MGD VAL-I #35572 PROPERTY TYPE: SECURITIES 10,521.00					05/26/2009 2,093.00	12/03/2009
16,061.00		1028.907 EATON VANCE TAX-MGD VAL-I #3557 PROPERTY TYPE: SECURITIES 21,000.00					06/03/2008 -4,939.00	12/03/2009
404.00		42.045 RIDGEWORTH FD-MIDCAP VAL EQTY #41 PROPERTY TYPE: SECURITIES 321.00					05/26/2009 83.00	12/03/2009
4,791.00		497.975 RIDGEWORTH FD-MIDCAP VAL EQTY #4 PROPERTY TYPE: SECURITIES 6,118.00					12/11/2007 -1,327.00	12/03/2009
27,744.00		2545.321 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES 32,555.00					06/03/2008 -4,811.00	12/03/2009
245.00		24.022 RIDGEWORTH FD-EMERGING GROWTH #59 PROPERTY TYPE: SECURITIES 151.00					12/11/2008 94.00	12/03/2009
5,137.00		503.089 RIDGEWORTH FD-EMERGING GROWTH #5 PROPERTY TYPE: SECURITIES 7,260.00					12/11/2007 -2,123.00	12/03/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13,894.00		1575.318 RIDGEWORTH FD-LARGCAP GRTH STK PROPERTY TYPE: SECURITIES 11,453.00					05/26/2009 2,441.00	12/03/2009
20,198.00		2289.988 RIDGEWORTH FD-LARGCAP GRTH STK PROPERTY TYPE: SECURITIES 28,369.00					12/11/2007 -8,171.00	12/03/2009
17,223.00		1266.397 RIDGEWORTH FD-INTL EQ INDEX-I # PROPERTY TYPE: SECURITIES 13,943.00					05/26/2009 3,280.00	12/03/2009
183.00		26.872 RIDGEWORTH FD-INTL 130/30 #242 PROPERTY TYPE: SECURITIES 247.00					06/03/2008 -64.00	12/03/2009
TOTAL GAIN(LOSS)							----- -12,389. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	17,537.	17,439.
	-----	-----
TOTAL	17,537.	17,439.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL REFUND	553.

TOTALS	553.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	851.			851.
TOTALS	851.	NONE	NONE	851.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		CHARITABLE PURPOSES -----	
OTHER PROF FEES		3,000.		3,000.
		-----		-----
TOTALS		3,000.		3,000.
		=====		=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		82.
TOTALS		82.
		=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	-----
SEE ATTACHED STATEMENT	C	661,165.	644,423.	666,757.
		-----	-----	-----
TOTALS		661,165.	644,423.	666,757.
		=====	=====	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

VA

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

=====

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

150 MAIN STREET

NORFOLK, VA 23510

TITLE:

TRUSTEE, VARIOUS

COMPENSATION 9,921.

OFFICER NAME:

BURKE W MARGULIES

ADDRESS:

222 CENTRAL PARK AVE

VIRGINIA BEACH, VA 23452

TITLE:

CO- TRUSTEE, VARIOUS

COMPENSATION 3,500.

OFFICER NAME:

ARTHUR D. LILIES

ADDRESS:

P.O BOX 97

MATHEWS, VA 23109

TITLE:

CO-TRUSTEE, VARIOUS

COMPENSATION 3,500.

TOTAL COMPENSATION:

16,921.

=====

RECIPIENT NAME:

LISA CONRAD, C/O SUNTRUST BANK

ADDRESS:

P.O. BOX 2600

NORFOLK, VA 235001

RECIPIENT'S PHONE NUMBER: 757-624-5534

FORM, INFORMATION AND MATERIALS:

LETTER TO THE TRUSTEES STATING FINANCIAL NEED OF THE APPLICANT.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

DOCUMENT REQUESTS PREFERENCE TO FINANCIAL NEED AND/OR SUPERANUATED
EMPLOYEES OF AMES & BROWNLEY FOR BASIC NEEDS.

=====

RECIPIENT NAME:

CHESAPEAKE ASSISTANCE

TRUST EXEMPT FUND

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:

VIRGINIA BEACH COMMUNITY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:

D'ART CENTER

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

VIRGINIA CHAPTER

ARTHRITIS FOUNDATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

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

=====

RECIPIENT NAME:

HORIZONS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

DOWN SYNDROME ASSN OF

HAMPTON ROADS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:

VIRGINIA STAGE COMPANY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

FOUNDATION FOR UROLOGICAL RESEARCH

AMOUNT OF GRANT PAID 1,500.

*Relationship:**NONE**Purpose of Grant:**Foundation Status of Recipient:**N/A*

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

RECIPIENT NAME:

EVMS STRELITZ DIABETES INST.

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

VIRGINIA SYMPHONY ORCHESTRA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

HADASSAH

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

HERMITAGE FOUNDATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

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

=====

RECIPIENT NAME:

VIRGINIA TRUST FOR THE
PSYCHIATRICALY DISABLED

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:

LEE'S FRIENDS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

FAMILIES OF AUTISTIC CHILDREN
IN TIDEWATER (F.A.C.T.)

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

NORFOLK BOTANICAL GARDEN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 3,000.

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

=====

RECIPIENT NAME:

ST. PIUS X CHURCH

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

VIRGINIA ARTS FESTIVAL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

TIDEWATER WINDS

BOY SCOUTS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

24,000.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust D BAKER AMES CHARITABLE FOUNDATION 54-7027395	Employer identification number 54-6034951
---	---

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	10,895.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	10,895.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			618.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-23,902.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	-23,284.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**(1) Beneficiaries'
(see page 5)(2) Estate's
or trust's

(3) Total

13	Net short-term gain or (loss)	13			10,895.
14	Net long-term gain or (loss):				
a	Total for year	14a			-23,284.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15			-12,389.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2009

► See instructions for Schedule D (Form 1041).

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

Name of estate or trust

Employer identification number

D BAKER AMES CHARITABLE FOUNDATION 54-7027395

54-6034951

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

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	10,895.00
---	-----------

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

Schedule D-1 (Form 1041) 2009

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

D BAKER AMES CHARITABLE FOUNDATION 54-7027395

54-6034951

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

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-23,902.00
--	------------

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO FOREIGN BD US\$ HEDGED-I	126.00
PIMCO COMMODITY REALRTN STRATEGY-I	167.00
PIMCO INVT GRADE CORP BD-I	215.00
RIDGEWORTH FD-INTERMEDIATE BD-I #850	110.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

618.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

618.00
=====



B AMES CHARITABLE FDN - TES TR
COUNT NO. 7027395

PORTFOLIO SUMMARY

AS OF 05/31/10

PAGE 2

JOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>INCIPAL PORTFOLIO</u>						
IF & MONEY MARKET FUNDS	4,505.81	0.66 %	4,505.81	0.00	3	0.07 %
TUAL FUNDS	280,923.04	40.91 %	279,822.18	1,100.86	5,822	2.07 %
OPRIETARY FUNDS	385,833.62	56.18 %	364,600.06	21,233.56	9,448	2.45 %
PRINCIPAL PORTFOLIO TOTAL	671,262.47	97.74 %	648,928.05	22,334.42	15,273	2.28 %
<u>COME PORTFOLIO</u>						
IF & MONEY MARKET FUNDS	15,504.36	2.26 %	15,504.36	0.00	9	0.06 %
INCOME PORTFOLIO TOTAL	15,504.36	2.26 %	15,504.36	0.00	9	0.06 %
TAL ASSETS	686,766.83	100.00 %	664,432.41	22,334.42	15,282	2.23 %



PORTFOLIO DETAIL

D B AMES CHARITABLE FDN - YES TR
ACCOUNT NO. 7027395

AS OF 05/31/10

PAGE 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
<u>STIF & MONEY MARKET FUNDS</u>						
4,505.81	RIDGEWORTH FD-PRIME QUALITY MKKT I SHS #500 CUSIP: 76628T389	4,505.81 1.000 0.66 %	4,505.81 1.00	0.00	3	0.07 % 0.00 %
<u>MUTUAL FUNDS</u>						
1,278.281	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	13,920.48 10.890 2.03 %	13,831.00 10.82	89.48	0	0.00 % 0.00 %
2,249.009	EATON VANCE TR TAX-MANAGED VALUE CL I-IBT #35572 CUSIP: 277923629	34,050.00 15.140 4.96 %	29,282.10 13.02	4,767.90	475	1.40 % 0.00 %
1,977.431	FORUM FDS ABSOLUTE STRATEGIES FD INSTL SHS CUSIP: 34984T600	20,921.22 10.580 3.05 %	20,898.32 10.57	22.90	269	1.29 % 0.00 %
1,035.23	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	23,023.52 22.240 3.35 %	20,746.00 20.04	2,277.52	61	0.26 % 0.00 %
4,284.511	MANNING & NAPIER FD INC WORLD OPPORTUNITIES SER CL A CUSIP: 563821545	31,019.86 7.240 4.52 %	34,576.00 8.07	3,556.14-	253	0.82 % 0.00 %
488.383	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	13,406.11 27.450 1.95 %	13,831.00 28.32	424.89-	86	0.64 % 0.00 %



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IR VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,710.461	PIMCO COMMODITY REALRETURN STRATEGY FD USA-INS CUSIP: 722005667	12,794.25 7.480 1.86 %	15,352.99 8.98	2,558.74-	1,344	10.50 % 0.00 %
3,327.536	PIMCO FDS INVT GRADE CORP BD INSTL INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	36,935.65 11.100 5.38 %	33,600.86 10.10	3,334.79	2,236	6.05 % 0.00 %
1,977.151	PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL CUSIP: 693390882	20,819.40 10.530 3.03 %	19,503.67 9.86	1,315.73	602	2.89 % 0.00 %
2,278.583	SENTINEL FDS SMALL CO FD-I CUSIP: 81728B825	15,175.36 6.660 2.21 %	13,831.00 6.07	1,344.36	0	0.00 % 0.00 %
3,068.702	T ROWE PRICE INSTL EQUITY FDS INC LARGE-CAP GROWTH FD CUSIP: 45775L408	42,286.71 13.780 6.16 %	47,778.73 15.57	5,492.02-	71	0.17 % 0.00 %
1,065.626	T ROWE PRICE REAL ESTATE FD SHS CUSIP: 779919109	16,570.48 15.550 2.41 %	16,590.51 15.57	20.03-	426	2.57 % 0.00 %
TOTAL MUTUAL FUNDS		280,923.04	279,822.18	1,100.86	5,822	2.07 %



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PR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
16,482.79	RIDGEWORTH FD-INTERMEDIATE BD I SHS #850 CUSIP: 76628T702	177,025.16 10.740 25.78 %	165,479.60 10.04	11,545.56	4,909	2.77 % 0.00 %
1,066.664	RIDGEWORTH FD-INTL EQUITY INDEX I SHS #530 CUSIP: 76628R813	11,626.64 10.900 1.69 %	11,743.97 11.01	117.33-	699	6.01 % 0.00 %
1,018.599	RIDGEWORTH FD-INTL 130/30 I SHS #242 CUSIP: 76628R870	5,948.62 5.840 0.87 %	8,723.78 8.56	2,775.16-	249	4.19 % 0.00 %
2,401.834	RIDGEWORTH FD-LARGECAP GROWTH STK I SHS #510 CUSIP: 76628R748	21,352.30 8.890 3.11 %	17,450.59 7.27	3,901.71	31	0.15 % 0.00 %
6,451.55	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #512 CUSIP: 76628R672	71,612.21 11.100 10.43 %	67,696.34 10.49	3,915.87	136	0.19 % 0.00 %
1,450.102	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #412 CUSIP: 76628R615	15,530.59 10.710 2.26 %	11,078.78 7.64	4,451.81	58	0.37 % 0.00 %
3,868.832	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #203 CUSIP: 76628T678	33,349.33 8.620 4.86 %	33,787.58 8.73	438.25-	1,965	5.89 % 0.00 %
4,968.689	RIDGEWORTH FD-SHORT TERM BD I SHS #516 CUSIP: 76628T611	49,388.77 9.940 7.19 %	48,639.42 9.79	749.35	1,401	2.84 % 0.00 %



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ASSET VALUE # SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
	TOTAL PROPRIETARY FUNDS	385,833.62	364,600.06	21,233.56	9,448	2.45 %
	PRINCIPAL PORTFOLIO TOTAL	671,262.47	648,928.05	22,334.42	15,273	2.28 %
	INCOME PORTFOLIO					
	IF & MONEY MARKET FUNDS					
15,504.36	RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP: 76628T389	15,504.36 1.000 2.26 %	15,504.36 1.00	0.00	9	0.06 % 0.00 %
	INCOME PORTFOLIO TOTAL	15,504.36	15,504.36	0.00	9	0.06 %
	TOTAL ASSETS	686,766.83	664,432.41	22,334.42	15,282	2.23 %



TRANSACTION SUMMARY

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	PRINCIPAL CASH	INCOME CASH	FED TAX COST
BEGINNING BALANCES	0.00	0.00	695,409.79
RECEIPTS			
DIVIDENDS	0.00	921.79	0.00
OTHER RECEIPTS	0.00	159.93	0.00
TOTAL RECEIPTS	0.00	1,081.72	0.00
DISBURSEMENTS			
DISBURSEMENTS	24,000.00-	0.00	0.00
ADMINISTRATIVE EXPENSES	7,000.00-	1,059.10-	0.00
TOTAL DISBURSEMENTS	31,000.00-	1,059.10-	0.00
CASH SWEEP TRANSACTIONS			
SWEEP PURCHASES	0.00	1,081.72-	1,081.72
SWEEP SALES	31,000.00	1,059.10	32,059.10-
TOTAL CASH SWEEP TRANSACTIONS	31,000.00	22.62-	30,977.38-
ENDING BALANCES	0.00	0.00	664,532.41



MARKET VALUE SUMMARY

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BEGINNING MARKET VALUE

747,598.19

RECEIPTS

DIVIDENDS

OTHER RECEIPTS

TOTAL RECEIPTS

921.79
159.93

1,081.72

DISBURSEMENTS

DISBURSEMENTS

ADMINISTRATIVE EXPENSES

TOTAL DISBURSEMENTS

24,000.00 -
8,059.10 -

32,059.10 -

NET CHANGE IN MARKET VALUE

29,853.98 -

ENDING MARKET VALUE

686,766.83

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply The foundation does not have any undistributed income from prior years.