



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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

AIMEE & FRANK BATTEN, JR. FOUNDATION

A Employer identification number

54-1879266

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

Room/suite

B Telephone number (see page 10 of the instructions)

150 GRANBY STREET

(757) 351-8800

City or town, state, and ZIP code

NORFOLK, VA 23510

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) ▶ \$ 56,901,056.

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

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	0.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	5,320.	5,320.		ATCH 1
4	Dividends and interest from securities	426,012.	426,012.		ATCH 2
5a	Gross rents	405.	405.		
b	Net rental income or (loss)	405.			
6a	Net gain or (loss) from sale of assets not on line 10	-1,672,528.			
b	Gross sales price for all assets on line 6a	10,880,467.			
7	Capital gain net income (from Part IV, line 2)				
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)	7,398.	1,490.		ATCH 3
12	Total. Add lines 1 through 11	433,393.	433,227.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	100.	100.	0.	0.
b	Accounting fees (attach schedule)	18,828.	18,828.	0.	0.
c	Other professional fees (attach schedule)	227,378.	227,378.		
17	Interest	9,661.	9,661.		
18	Taxes (attach schedule) (see page 14 of the instructions)	27,760.	18,275.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	1,422.	1,422.		
24	Total operating and administrative expenses. Add lines 13 through 23	285,149.	275,664.	0.	0.
25	Contributions, gifts, grants paid	6,645,500.			6,645,500.
26	Total expenses and disbursements. Add lines 24 and 25	6,930,649.	275,664.	0.	6,645,500.
27	Subtract line 26 from line 12	-8,164,042.			
a	Excess of revenue over expenses and disbursements		157,563.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 6 JSA ** ATCH 8

Form 990-PF (2010)

0E1410 1 000

8127BT 755V 11/10/2011 10:57:15 AM V 10-8.2

790221

P

7

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	11,937.	1,145.	1,145.
	2 Savings and temporary cash investments	307,683.	1,602,471.	1,602,471.
	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 15 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). **	75,330.	0.	0.
	b Investments - corporate stock (attach schedule) ATCH 11	20,501,389.	18,655,096.	24,587,524.
	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) ATCH 12	37,342,521.	30,709,916.	30,709,916.
	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)	58,238,860.	50,968,628.	56,901,056.	
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)		0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	58,238,860.	50,968,628.	
	30 Total net assets or fund balances (see page 17 of the instructions)	58,238,860.	50,968,628.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	58,238,860.	50,968,628.		

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	58,238,860.
2 Enter amount from Part I, line 27a	2	-8,164,042.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13	3	893,810.
4 Add lines 1, 2, and 3	4	50,968,628.
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	50,968,628.

**ATCH 10

Form 990-PF (2010)

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 SCHEDULE					
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					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-1,672,528.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2009	4,330,800.	56,715,280.	0.076360
2008	2,631,768.	29,685,409.	0.088655
2007	7,521,414.	38,264,878.	0.196562
2006	13,257,633.	39,038,536.	0.339604
2005	11,796,684.	48,313,977.	0.244167
2 Total of line 1, column (d)			2 0.945348
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 0.189070
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 53,801,079.
5 Multiply line 4 by line 3			5 10,172,170.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,576.
7 Add lines 5 and 6			7 10,173,746.
8 Enter qualifying distributions from Part XII, line 4 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.			8 6,645,500.

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

1 a 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	3,151.
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	3,151.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,151.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	9,485.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,485.	
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	6,334.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 3,200. Refunded ☐	11	3,134.	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		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	3		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		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?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ VA, _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form 990-PF (2010)

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 FRANK BATTEN, JR. Telephone no 757-351-8800			
	Located at 150 GRANBY STREET 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		
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 			X

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 22 of the instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here. ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 of the instructions).	2b	
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 2010 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 2010.)	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 2010?	4b	X

Form 990-PF (2010)

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

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
ATTACHMENT 14		0.	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				

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

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		
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 24 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	

Form 990-PF (2010)

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	22,552,946.
b	Average of monthly cash balances	1b	32,067,439.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	54,620,385.
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	0.
3	Subtract line 2 from line 1d	3	54,620,385.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	819,306.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,801,079.
6	Minimum investment return. Enter 5% of line 5	6	2,690,054.

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	2,690,054.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,151.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,151.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,686,903.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,686,903.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,686,903.

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	6,645,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,645,500.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,645,500.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,686,903.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				9,421,817.
b From 2006				11,350,440.
c From 2007				5,685,342.
d From 2008				1,149,852.
e From 2009				1,503,805.
f Total of lines 3a through e	29,111,256.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 6,645,500.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				2,686,903.
e Remaining amount distributed out of corpus	3,958,597.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,069,853.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	9,421,817.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	23,648,036.			
10 Analysis of line 9				
a Excess from 2006				11,350,440.
b Excess from 2007				5,685,342.
c Excess from 2008				1,149,852.
d Excess from 2009				1,503,805.
e Excess from 2010				3,958,597.

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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))

FRANK BATTEN, JR.

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

NONE

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:

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:

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 VARIOUS - SEE ATTACHED				6,645,500.
Total			▶ 3a	6,645,500.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 29 to verify calculations)

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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					340.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,444.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					9,551.	
		SEE EXHIBIT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,117,333.		1,206,509.					-89,176.	
		SEE EXHIBIT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
9,751,799.		11346486.					-1594687.	
TOTAL GAIN(LOSS)							<u>-1672528.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH XX24	982.	982.
MERRILL LYNCH XX07	2,491.	2,491.
FLOWTHROUGH INTEREST FROM PARTNERSHIP	1,847.	1,847.
TOTAL	5,320.	5,320.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH X24	4,764.	4,764.
MERRILL LYNCH X07	419,926.	419,926.
FLOWTHROUGH DIVIDENDS FROM PARTNERSHIP	1,322.	1,322.
TOTAL	426,012.	426,012.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FROM PARTNERSHIPS	-6,258.	319.
LITIGATION PROCEEDS	1,171.	1,171.
EXCISE TAX REFUNDS	12,485.	0.
TOTALS	7,398.	1,490.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WILCOX & SAVAGE	100.	100.		
TOTALS	100.	100.	0.	0.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KPMG	18,828.	18,828.		
TOTALS	18,828.	18,828.	0.	0.

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MANAGEMENT FEES	219,878.	219,878.
ADMINISTRATIVE FEES	7,500.	7,500.
TOTALS	<u>227,378.</u>	<u>227,378.</u>

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE	9,661.	9,661.
TOTALS	9,661.	9,661.

ATTACHMENT 8

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	18,275.	18,275.
EXCISE TAXES	9,485.	0.
TOTALS	27,760.	18,275.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PASSTHROUGH EXPENSE FROM PSHIP	1,247.	1,247.
REGISTRATION FEE	25.	25.
ACCOUNT FEE	150.	150.
TOTALS	1,422.	1,422.

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 10</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TREASURY FUND	0.	0.
US OBLIGATIONS TOTAL	<u>0.</u>	<u>0.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 11

DESCRIPTION

ENDING ENDING
BOOK VALUE FMV

MERRILL LYNCH XX07

18,655,096.

24,587,524.

TOTALS

18,655,096.

24,587,524.

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INSTITUTIONAL FUND	30,709,916.	30,709,916.
TOTALS	<u>30,709,916.</u>	<u>30,709,916.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

NON-TAXABLE ADJUSTMENT TO TAX BASIS

893,810.

TOTAL

893,810.

AIREE & FRANK BATTEN, JR. FOUNDATION

54-1879266

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FRANK BATTEN, JR. 7438 FLICKER POINT NORFOLK, VA 23505	PRES., SEC., TREAS.,	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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

2010

Name of estate or trust

AIMEE & FRANK BATTEN, JR. FOUNDATION

Employer identification number

54-1879266

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-89,176.
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	340.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 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	-88,836.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b.	6b	-1,594,687.
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	1,444.
9 Capital gain distributions	9	9,551.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	-1,583,692.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-88,836.
14	Net long-term gain or (loss):			
a	Total for year	14a		-1,583,692.
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		-1,672,528.

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 2010 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 2010 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) 2010

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

OMB No 1545-0092

2010

▶ 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

AIMEE & FRANK BATTEN, JR. FOUNDATION

Employer identification number

54-1879266

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	-89,176.
--	-----------------

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

Schedule D-1 (Form 1041) 2010

JSA
0F1221 1 000

8127BT 755V 11/10/2011 10:57:15 AM V 10-8.2

790221

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -1,594,687.



Account No.
8PW-06X07

Taxpayer No.
54-1879266

AIMEE AND FRANK BATTEN JR.

2010 ANNUAL STATEMENT SUMMARY

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

The Capital Gain and Loss Transaction section is provided to facilitate your review and the preparation of your tax return. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize the premium paid on the purchase of taxable bonds. The gain (loss) information may not include return of capital, sales load deferral or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The Cost Basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount (OID) obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

Data from Forms 1099 (reportable Dividend and Interest) is also repeated in this summary for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS							
UTS ENERGY CORP CDA	30190.0000	12/08/09	07/27/10		105,361.32	60,675.86	44,685.46
	32508.0000	12/08/09	08/03/10		112,150.70	65,334.58	46,816.12
	9787.0000	12/08/09	08/10/10		33,117.67	19,669.91	13,447.76
	27076.0000	12/09/09	08/10/10		91,620.93	53,691.71	37,929.22
		Security Subtotal			342,250.62	199,372.06	142,878.56
PNC FINCL SERVICES GROUP	2012.0000	02/09/10	08/17/10		111,949.81	102,571.56	9,378.25
KUNLUN ENERGY CO LTD	117300.0000	08/24/09	07/09/10		150,284.76	108,971.70	41,313.06
		Short Term Capital Gains Subtotal			604,485.19	410,915.32	193,569.87
SHORT TERM CAPITAL LOSSES							
LIBERTY ACQUISITION HLDG	18189.0000	10/20/10	12/01/10		9,094.50	193,529.14	(184,434.64)
PICO HLDGS INC COM NEW	3454.0000	09/18/09	08/09/10		107,920.83	114,056.26	(6,135.43)
	3370.0000	09/18/09	08/13/10		92,884.05	111,282.46	(18,398.41)
	4556.0000	10/30/09	08/13/10		125,572.64	154,873.93	(29,301.29)
		Security Subtotal			326,377.52	380,212.65	(53,835.13)
CHINA OILFIELD SRVS HSHS	74000.0000	03/11/10	07/22/10		89,969.20	113,331.00	(23,361.80)



Account No.
8PW-06X07

Taxpayer No.
54-1879266

AIMEE AND FRANK BATTEN JR.

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Sales Price	Cost Basis	Gain or (Loss)
COMPUTERSHARE LTD	9658.0000	01/20/10	07/14/10		87,406.83	108,521.15	(21,114.32)
NET SHORT TERM CAPITAL GAIN (LOSS)		Short Term Capital Losses Subtotal			512,848.05	795,593.94	(282,745.89)
LONG TERM CAPITAL GAINS							
ANGLO AMERN PLC ADR	439.0000	12/27/05	03/16/10		8,894.03	8,331.35	562.68
	5430.0000	12/27/05	03/23/10		110,716.29	103,050.66	7,665.63
	1157.0000	12/27/05	04/29/10		25,210.60	21,957.58	3,253.02
	6762.0000	01/06/06	04/29/10		147,341.49	135,377.47	11,964.02
	1376.0000	02/19/09	06/29/10		24,561.19	12,270.75	12,290.44
	12016.0000	02/19/09	07/20/10		217,214.37	107,155.09	110,059.28
	5673.0000	02/19/09	08/03/10		116,975.28	50,590.11	66,385.17
	4935.0000	02/19/09	08/12/10		90,901.16	44,008.85	46,892.31
Security Subtotal					741,814.41	482,741.86	259,072.55
CALPINE CORP	8397.0000	02/19/09	03/03/10		94,567.49	52,976.67	41,590.82
	19046.0000	02/19/09	10/13/10		241,167.80	120,161.22	121,006.58
	16057.0000	02/19/09	10/20/10		199,821.17	101,303.61	98,517.56
Security Subtotal					535,556.46	274,441.50	261,114.96
EL PASO CORPORATION	1000.0000	10/07/02	08/31/10		11,391.80	5,954.11	5,437.69
	4227.0000	10/14/03	08/31/10		48,153.17	32,336.55	15,816.62
	3373.0000	10/14/03	10/13/10		44,898.93	25,803.45	19,095.48
	6456.0000	06/14/04	10/13/10		85,937.59	46,754.35	39,183.24
	9817.0000	06/14/04	11/02/10		131,416.00	71,094.71	60,321.29
	8891.0000	06/14/04	12/07/10		122,253.63	64,388.62	57,865.01
	9311.0000	06/14/04	12/23/10		126,745.71	67,430.26	59,315.45
	9414.0000	06/14/04	12/30/10		128,599.66	68,176.19	60,423.47
Security Subtotal					699,396.49	381,938.24	317,458.25
RMR ASIA PAC REAL ESTATE	3103.0000	02/19/09	08/02/10		51,490.93	35,546.17	15,944.76
	3304.0000	03/06/09	08/02/10		54,826.31	30,044.53	24,781.78
Security Subtotal					106,317.24	65,590.70	40,726.54
INTERCONTINENTALEXCHANGE	1457.0000	09/08/06	12/14/10		169,739.09	93,734.50	76,004.59
	1543.0000	09/08/06	12/21/10		184,106.11	99,267.21	84,838.90
Security Subtotal					353,845.20	193,001.71	160,843.49
LEGG MASON INC	7800.0000	02/19/09	07/01/10		216,537.61	115,712.22	100,825.39



Account No.
8PW-06X07

Taxpayer No.
54-1879266

AMEE AND FRANK BATTEN JR.

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
NUVEEN SENIOR INCOME	17036.0000	03/09/09	06/24/10		121,006.36	50,539.00	70,467.36
	1429.0000	03/09/09	06/25/10		10,093.42	4,239.27	5,854.15
	21086.0000	03/10/09	06/25/10		148,936.34	63,633.33	85,303.01
		Security Subtotal			280,036.12	118,411.60	161,624.52
OSAKA SECURITIES 8697 COR	6.0000	09/01/06	01/21/10		30,374.38	22,000.00	8,374.38
	12.0000	09/01/06	01/21/10		60,748.76	44,000.00	16,748.76
	16.0000	09/22/06	01/21/10		80,998.35	58,660.00	22,338.35
	6.0000	09/22/06	01/21/10		30,374.39	21,997.50	8,376.89
		Security Subtotal			202,495.88	146,657.50	55,838.38
PARGESA HOLDING SA	1641.0000	02/20/09	06/04/10		111,229.28	92,818.57	18,410.71
	2859.0000	02/20/09	06/23/10		195,523.29	161,711.33	33,811.96
		Security Subtotal			306,752.57	254,529.90	52,222.67
HONG KONG EXCHANGES AND	27500.0000	01/18/06	08/20/10		443,380.50	122,289.76	321,090.74
	7700.0000	01/27/06	08/20/10		124,146.55	37,172.52	86,974.03
		Security Subtotal			567,527.05	159,462.28	408,064.77
WILLIAMS COMPANIES DEL	3106.0000	02/19/09	09/21/10		58,097.37	40,421.79	17,675.58
SINGAPORE EXCHANGE LTD	87600.0000	05/31/06	12/09/10		569,942.25	229,512.01	340,430.24
		Long Term Capital Gains Subtotal			4,638,318.65	2,462,421.31	2,175,897.34
LONG TERM CAPITAL LOSSES							
ALLEGHENY ENERGY INC COM	100.0000	01/10/06	08/23/10		2,198.51	3,362.50	(1,163.99)
	3911.0000	01/11/06	08/23/10		85,983.84	130,885.53	(44,901.69)
	4089.0000	01/11/06	09/22/10		95,067.23	136,842.47	(41,775.24)
	1146.0000	01/12/06	09/22/10		26,643.94	38,534.25	(11,890.31)
	8854.0000	01/12/06	09/28/10		215,825.00	297,715.75	(81,890.75)
		Security Subtotal			425,718.52	607,340.50	(181,621.98)
ANGLO AMERN PLC ADR	6528.0000	01/06/06	05/07/10		119,340.26	130,692.71	(11,352.45)
	1270.0000	01/06/06	05/19/10		22,693.50	25,425.82	(2,732.32)
	10151.0000	01/20/06	05/19/10		181,387.18	199,227.31	(17,840.13)
	7547.0000	01/20/06	06/03/10		142,409.48	148,120.24	(5,710.76)
	502.0000	01/20/06	06/08/10		8,915.36	9,852.45	(937.09)
	3921.0000	08/26/08	06/08/10		69,635.79	101,515.86	(31,880.07)
	6079.0000	08/26/08	06/29/10		108,508.31	157,387.14	(48,878.83)
		Security Subtotal			652,889.88	772,221.53	(119,331.65)



AIMEE AND FRANK BATTEN JR.

Account No.
8PW-06X07

Taxpayer No.
54-1879266

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
CACI INTL INC CL A	1000.0000	12/27/05	09/02/10			41,705.99	59,127.00	(17,421.01)
	400.0000	01/12/06	09/02/10			16,682.39	23,063.00	(6,380.61)
	3888.0000	01/17/06	09/02/10			162,152.92	228,138.51	(65,985.59)
	1112.0000	01/17/06	09/08/10			47,036.80	65,249.49	(18,212.69)
	1500.0000	08/30/06	09/08/10			63,448.93	79,531.95	(16,083.02)
Security Subtotal						331,027.03	455,109.95	(124,082.92)
CHINA UNICOM HONG KONG	3184.0000	08/26/08	01/20/10			38,496.30	53,895.29	(15,398.99)
	9868.0000	08/26/08	03/30/10			110,437.83	167,034.80	(56,596.97)
	16384.0000	08/26/08	11/09/10			231,929.62	277,330.60	(45,400.98)
Security Subtotal						380,863.75	498,260.69	(117,396.94)
DEAN FOODS CO NEW	8800.0000	07/16/09	09/16/10			88,919.86	178,143.68	(89,223.82)
DAO GAZPROM SPON ADR	8400.0000	05/04/06	06/30/10			159,177.31	408,660.01	(249,482.70)
HUANENG PWR INTL SP ADR	4200.0000	09/20/06	02/24/10			99,555.54	117,019.98	(17,464.44)
	4457.0000	09/20/06	03/10/10			107,884.33	124,180.49	(16,296.16)
Security Subtotal						207,439.87	241,200.47	(33,760.60)
LABRANCHE & CO INC COM	16558.0000	12/29/05	04/28/10			81,561.67	174,686.89	(93,125.22)
	14856.0000	12/29/05	04/29/10			72,626.78	156,730.80	(84,104.02)
	6000.0000	01/24/06	05/25/10			25,195.97	68,580.00	(43,384.03)
	10000.0000	08/30/06	05/25/10			41,993.30	84,978.00	(42,984.70)
	4586.0000	12/29/05	05/25/10			19,258.12	48,382.31	(29,124.19)
	18000.0000	01/10/06	05/25/10			75,587.92	189,021.60	(113,433.68)
Security Subtotal						316,223.76	722,379.60	(406,155.84)
LEGG MASON INC	3000.0000	01/09/06	07/01/10			83,283.69	377,250.00	(293,966.31)
	1000.0000	08/30/06	07/01/10			27,761.23	88,998.00	(61,236.77)
	1000.0000	09/20/06	07/01/10			27,761.22	101,530.00	(73,768.78)
Security Subtotal						138,806.14	567,778.00	(428,971.86)
VASDAQ OMX GRP INC	3647.0000	03/16/06	08/30/10			66,339.63	165,641.27	(99,301.64)
	4703.0000	03/16/06	09/14/10			91,536.70	213,603.21	(122,066.51)
Security Subtotal						157,876.33	379,244.48	(221,368.15)
VARA BANCORP INC DEL COM	12200.0000	04/27/06	07/08/10			97,135.98	219,417.00	(122,281.02)
NYSE EURONEXT	3411.0000	12/29/05	11/03/10			101,277.02	171,176.95	(69,899.93)
	264.0000	12/29/05	11/30/10			7,273.92	13,248.52	(5,974.60)
	4000.0000	01/12/06	11/30/10			110,210.93	214,392.00	(104,181.07)
	2000.0000	01/13/06	11/30/10			55,105.47	105,893.00	(50,787.53)
Security Subtotal						273,867.34	504,710.47	(230,843.13)



Account No.
8PW-06X07

Taxpayer No.
54-1879266

AIMEE AND FRANK BATTEN JR.

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
POWER CORP CDA LTD	7957.0000	02/12/07	05/05/10			213,800.98	256,767.61	(42,966.63)
	4853.0000	02/12/07	05/11/10			130,737.61	156,603.40	(25,865.79)
	5013.0000	02/12/07	06/16/10			129,707.18	161,766.51	(32,059.33)
	4277.0000	02/12/07	06/30/10			103,497.37	138,016.22	(34,518.85)
		Security Subtotal				577,743.14	713,153.74	(135,410.60)
RRI ENERGY INC	14700.0000	07/12/06	11/23/10			52,492.81	177,618.63	(125,125.82)
	12000.0000	08/30/06	11/23/10			42,851.27	159,885.60	(117,034.33)
	38000.0000	09/20/06	11/23/10			135,695.72	482,193.40	(346,497.68)
		Security Subtotal				231,039.80	819,697.63	(588,657.83)
SAINT(THE)JOE CO (FLA)	6736.0000	05/06/09	08/17/10			172,262.21	175,536.12	(3,273.91)
TIME WARNER INC SHS	3294.0000	08/26/08	11/09/10			105,049.81	110,602.51	(5,552.70)
URBANA CORP CL A	4800.0000	11/07/07	04/14/10			7,550.75	23,711.99	(16,161.24)
	82200.0000	11/07/07	04/15/10			131,115.00	406,068.01	(274,953.01)
		Security Subtotal				138,665.75	429,780.00	(291,114.25)
PARGESA HOLDING SA	2000.0000	08/30/06	06/04/10			135,562.80	194,500.00	(58,937.20)
LONDON STK EXCHANGE GROU	8655.0000	01/26/06	05/28/10			81,151.88	128,289.50	(47,137.62)
	2578.0000	01/26/06	06/16/10			24,458.25	38,212.64	(13,754.39)
	8655.0000	01/26/06	06/16/10			82,112.59	128,289.49	(46,176.90)
		Security Subtotal				187,722.72	294,791.63	(107,068.91)
WASHINGTON POST CO B	300.0000	08/30/06	09/15/10			108,267.66	227,600.01	(119,332.35)
CHEUNG KONG HOLDINGS	11000.0000	08/27/08	04/21/10			142,098.00	153,888.90	(11,790.90)
WILSHIRE BANCORP, INC.	11500.0000	04/27/06	07/13/10			82,383.46	210,047.50	(127,664.04)
		Long Term Capital Losses Subtotal				5,110,741.12	8,884,064.42	(3,773,323.30)
NET LONG TERM CAPITAL GAIN (LOSS)								(1,597,425.96)

OTHER TRANSACTIONS

PIMCO INCOME STRATRTS	2.0000	03/25/10	05/11/10			0.00	0.00	0.00
PROMOTORA DE		12/15/10	12/15/10			6.67	0.00	6.67
PROMOTORA DE		12/15/10	12/15/10			6.77	0.00	6.77
THE HOWARD HUGHES CORP	65919.0000	11/29/10	11/29/10			29.60	0.00	29.60



Account No.
8PW-06X07

Taxpayer No.
54-1879266

AIMEE AND FRANK BATTEN JR.

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
WT06 11HENDERSON L D 58	16000.0000	06/04/10	08/03/10			2,695.95	0.00	2,695.95
Other Transactions Subtotal								
						2,738.99	0.00	2,738.99
TOTAL CAPITAL GAINS AND LOSSES				0.00		10,869,132.00	12,552,994.99	(1,683,862.99)
TOTAL REPORTABLE GROSS PROCEEDS						10,869,132.00		
DIFFERENCE						0.00 **		

Note: Capital gains and losses in this statement are not reported to the Internal Revenue Service.

** Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e.g., liquidation of fractional shares and the proceeds from certain tender offers). It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g., option premium received).

N/A Results which cannot be calculated because of insufficient data in the Capital Gain (or Loss) Column and are not included in the Realized Capital Gain and Loss summary.

Short Term Proceeds	1,117,333.24	Long Term Proceeds	9,751,798.76
Short Term Cost Basis	(1,206,509.26)	Long Term Cost Basis	(11,346,485.73)
Short Term Gain (Loss)	89,176.02	Long Term Gain (Loss)	(1,594,686.97)



Account No.
8PW-06X07

Taxpayer No.
54-1879266

AIMEE AND FRANK BATTEN JR.

2010 ANNUAL STATEMENT SUMMARY
2010 REALIZED CAPITAL GAIN AND LOSS SUMMARY

	SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
TOTAL	193,569.87	(282,745.89)	2,175,897.34	(3,773,323.30)

Aimee & Frank Batten, Jr. Foundation
Form 990-PF, Page 1, Part I, #25
Statement A
2010 Contributions, Gifts, Grants Paid

Date	Description	Amount
1/7/2010	Cnsis Pregnancy Center of Tidewater	60,000
1/13/2010	Mid Atlantic Teen Challenge	50,000
1/13/2010	Urban Discovery Ministries	30,000
1/13/2010	Youth Outreach Urban Resources	50,000
1/14/2010	Scriptures In Use	50,000
1/14/2010	Discovery Institute	600,000
1/14/2010	Equi-Kids	50,000
1/14/2010	Recovery for the City	15,000
1/14/2010	SAT-7	50,000
1/14/2010	Virginia Business Higher Education Council	50,000
1/15/2010	Disciple Nations Alliance	50,000
1/15/2010	The God's Story Project	50,000
1/15/2010	MAP International	50,000
1/15/2010	Echo	50,000
1/15/2010	Rafiki Foundation	1,000,000
1/15/2010	Virginia Symphony	2,500
1/15/2010	National Institute for Learning Development	50,000
1/15/2010	Chrysler Museum of Art	5,000
1/15/2010	Kids Across America	25,000
1/19/2010	Physicians for Peace	25,000
1/19/2010	University of Virginia Darden School Foundation	10,000
1/19/2010	Patrick Henry College	10,000
1/19/2010	Paideia Scholarship Fund	10,000
1/19/2010	Elam Ministries	50,000
1/19/2010	World Mission Prayer League	50,000
1/20/2010	Lifewind International	250,000
1/21/2010	Prison Fellowship	50,000
1/21/2010	Bearers of Light Ministries	20,000
1/22/2010	Norfolk Christian Schools	50,000
1/25/2010	All India Mission	1,000,000
2/3/2010	Project Light	75,000
2/19/2010	Bob Boyd Evangelistic Association	30,000
2/25/2010	Dunlap Garck Christian Community Foundation	100,000
2/25/2010	Norfolk Christian Schools	275,000
3/1/2010	Norfolk Christian Schools	50,000
3/2/2010	Faith and Law Project	30,000
3/10/2010	Tabernacle Church of Norfolk	60,000
4/7/2010	InterVarsity Christian Fellowship	35,000
4/12/2010	Equi-Kids	250,000
4/14/2010	Tabernacle Church of Norfolk	127,000
4/16/2010	Gospel Recordings	25,000
4/19/2010	Hosanna	100,000
4/20/2010	Medical Teams International	55,000
4/22/2010	Wycliffe Bible Translators	500,000
5/26/2010	Campus Crusade for Christ	12,000
5/28/2010	Norfolk Christian Schools	25,000
6/18/2010	Norfolk Christian Schools	280,000
6/23/2010	Institute for Global Engagement	50,000
6/23/2010	Columbia International University	50,000
6/23/2010	Chrysler Museum of Art	50,000
6/29/2010	Americans United for Life	50,000
7/15/2010	Regent University Center for Entrepreneurship	100,000
8/3/2010	Tabernacle Church of Norfolk	111,000
8/4/2010	The God's Story Project	50,000
8/4/2010	Scriptures In Use	50,000
8/6/2010	The Chalmers Center at Covenant College	50,000
8/6/2010	Christian Connections for International Health	10,000
8/11/2010	Hampton Roads Center for Civic Engagement	50,000
11/12/2010	Tabernacle Church of Norfolk	70,000
11/12/2010	EVMS Foundation	10,000
11/15/2010	United Way of South Hampton Roads	50,000
11/22/2010	Great Commission Resources INTL	5,000
11/30/2010	Liberty Cumberland Presbyterian Church	5,000
11/30/2010	Urban Discovery Ministries	12,000
12/2/2010	Hope Community Church	6,000
12/6/2010	Harvest Foundation	25,000
Total 2010 Contributions		6,645,500