Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning 06/01 **, 2010, and ending** 05/31, 20 11

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: D BAKER AMES CHARITABLE FOUNDATION 54-7027395

A Employer identification number: 54-6034951

Number and street (or P O. box number if mail is not delivered to street address): P.O. BOX 1908

Room/suite:

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

City or town, state, and ZIP code: ORLANDO, FL 32802-1908

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)* ▶ $ 748,634.

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)
Revenue	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	22,066.	21,889.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	36,150.			
	b	Gross sales price for all assets on line 6a 304,853.				
	7	Capital gain net income (from Part IV, line 2)		36,148.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	335.			STMT 2
	12	**Total.** Add lines 1 through 11	58,551.	58,037.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	18,250.	9,125.		9,125.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	2,500.	NONE	NONE	2,500.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4		113.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 5	751.			751.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,501.	9,238.	NONE	12,376.
	25	Contributions, gifts, grants paid	25,500.			25,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	47,001.	9,238.	NONE	37,876.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	11,550.			
	b	**Net investment income** (if negative, enter -0-)		48,799.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		330.	330.
	2	Savings and temporary cash investments	20,010.	30,302.	30,302.
	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)			
	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	644,423.	645,351.	718,002.
	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)	664,433.	675,983.	748,634.
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	664,433.	675,983.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	664,433.	675,983.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	664,433.	675,983.	

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	664,433.
2	Enter amount from Part I, line 27a	2	11,550.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	675,983.
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	675,983.

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
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	36,148.
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	36,223.	688,506.	0.05261101574
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

2 **Total** of line 1, column (d)	2	0.25978074470
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	0.05195614894
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	721,532.
5 Multiply line 4 by line 3	5	37,488.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	488.
7 Add lines 5 and 6	7	37,976.
8 Enter qualifying distributions from Part XII, line 4	8	37,876.

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	976.
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	976.
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	976.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a			
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	NONE
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** PAID BY EFTPS ▶			9	976.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ____________ (2) On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
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	
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*	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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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

			Yes	No
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		X
	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 ▶			

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		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 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		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 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	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 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? **5b** N/A

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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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		18,250.	-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

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 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 . . . . ▶	

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	696,503.
b	Average of monthly cash balances	1b	36,017.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	732,520.
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	732,520.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	10,988.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	721,532.
6	**Minimum investment return.** Enter 5% of line 5	6	36,077.

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	36,077.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	976.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	976.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	35,101.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	35,101.
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	35,101.

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	37,876.
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	37,876.
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	37,876.

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					35,101.
2	Undistributed income, if any, as of the end of 2010.					
a	Enter amount for 2009 only				NONE	
b	Total for prior years 20 08 ,20 ,20			NONE		
3	Excess distributions carryover, if any, to 2010:					
a	From 2005	163.				
b	From 2006	5,176.				
c	From 2007	5,647.				
d	From 2008	NONE				
e	From 2009	1,976.				
f	**Total** of lines 3a through e		12,962.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 37,876.					
a	Applied to 2009, 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 2010 distributable amount					35,101.
e	Remaining amount distributed out of corpus		2,775.			
5	Excess distributions carryover applied to 2010 *(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		15,737.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		163.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		15,574.			
10	Analysis of line 9:					
a	Excess from 2006	5,176.				
b	Excess from 2007	5,647.				
c	Excess from 2008	NONE				
d	Excess from 2009	1,976.				
e	Excess from 2010	2,775.				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see 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 10				
Total . . . . ▶ **3a**				25,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	22,066.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	36,150.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b FEDERAL TAX REFUND			01	335.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				58,551.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 58,551.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date 07/12/2011

Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	07/12/2011		P00353001

Firm's name ▶ KPMG LLP

Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A
PROVIDENCE, RI 02903-9605

Phone no. 888-942-3272

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					3,979.	
		43.86 ABERDEEN EQUITY LONG SHORT-I					12/03/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
500.00		475.00					25.00	
		46.512 FORUM ABSOLUTE STRATEGIES-I					06/03/2008	09/28/2010
		PROPERTY TYPE: SECURITIES						
500.00		502.00					-2.00	
		390.1 JANUS PERKINS SMALL CAP VALUE-I					12/03/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
8,707.00		7,818.00					889.00	
		54.217 OPPENHEIMER DEVELOPING MKTS INSTL					12/03/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
1,787.00		1,535.00					252.00	
		94.188 PIMCO FOREIGN BD US$ HEDGED-I					12/09/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
1,028.00		953.00					75.00	
		1882.963 PIMCO FOREIGN BD US$ HEDGED-I					05/26/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
20,543.00		18,550.00					1,993.00	
		100.624 PIMCO INVT GRADE CORP BD-I					12/09/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
1,192.00		1,106.00					86.00	
		254.145 PIMCO INVT GRADE CORP BD-I					05/26/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
3,012.00		2,559.00					453.00	
		152.332 RIDGEWORTH FD-MIDCAP VAL EQTY #R					05/26/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
1,665.00		1,164.00					501.00	
		362.315 RIDGEWORTH FD-LARGECAP VAL EQTY#					06/03/2008	09/28/2010
		PROPERTY TYPE: SECURITIES						
4,163.00		4,634.00					-471.00	

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)	
		165.172 RIDGEWORTH FD-LARGECAP GRTH STK#					05/26/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
1,584.00		1,201.00					383.00	
		1456.501 RIDGEWORTH FD-INTERMEDIATE BD #					12/11/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
15,949.00		15,418.00					531.00	
		1051.719 RIDGEWORTH FD-INTERMEDIATE BD #					06/03/2008	09/28/2010
		PROPERTY TYPE: SECURITIES						
11,516.00		10,696.00					820.00	
		444.167 ROWE T PRICE REAL ESTATE FD COM					12/03/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
7,280.00		5,863.00					1,417.00	
		621.459 ROWE T PRICE REAL ESTATE FD COM					05/26/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
10,186.00		10,728.00					-542.00	
		214.452 SENTINEL SMALL CO-I					12/03/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
1,484.00		1,302.00					182.00	
		2249.009 EATON VANCE TAX-MGD VAL-I #3557					05/26/2009	02/28/2011
		PROPERTY TYPE: SECURITIES						
39,335.00		29,282.00					10,053.00	
		866.763 T ROWE PRICE INSTL LARGE-CAP GRW					08/27/2007	02/28/2011
		PROPERTY TYPE: SECURITIES						
15,099.00		13,504.00					1,595.00	
		16.456 JANUS PERKINS SMALL CAP VALUE-I					12/20/2010	02/28/2011
		PROPERTY TYPE: SECURITIES						
413.00		393.00					20.00	
		338.785 JANUS PERKINS SMALL CAP VALUE-I					12/03/2009	02/28/2011
		PROPERTY TYPE: SECURITIES						
8,500.00		6,789.00					1,711.00	
		153.671 PIMCO COMMODITY REALRTN STRATEGY					08/27/2007	02/28/2011
		PROPERTY TYPE: SECURITIES						
1,486.00		2,134.00					-648.00	

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)	
		82.253 RIDGEWORTH FD-MIDCAP VAL EQTY #RG PROPERTY TYPE: SECURITIES					12/13/2010	02/28/2011
1,036.00		956.00					80.00	
		684.651 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES					05/26/2009	02/28/2011
8,627.00		5,231.00					3,396.00	
		2691.443 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES					05/26/2009	02/28/2011
36,173.00		31,973.00					4,200.00	
		263.906 RIDGEWORTH FD-LARGECAP GRTH STK# PROPERTY TYPE: SECURITIES					05/26/2009	02/28/2011
3,027.00		1,919.00					1,108.00	
		64.432 RIDGEWORTH FD-INTL EQTY INDEX #RG PROPERTY TYPE: SECURITIES					09/28/2010	02/28/2011
889.00		817.00					72.00	
		1066.664 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES					05/26/2009	02/28/2011
14,720.00		11,744.00					2,976.00	
		65.969 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES					06/03/2008	02/28/2011
504.00		607.00					-103.00	
		548.608 RIDGEWORTH FD-SHORT TERM BD #RGC PROPERTY TYPE: SECURITIES					09/28/2010	02/28/2011
5,464.00		5,519.00					-55.00	
		1993.561 RIDGEWORTH FD-SHORT TERM BD #RG PROPERTY TYPE: SECURITIES					12/03/2009	02/28/2011
19,856.00		19,543.00					313.00	
		398. RIDGEWORTH FD-INTERMEDIATE BD #RGCF PROPERTY TYPE: SECURITIES					12/13/2010	02/28/2011
4,131.00		4,135.00					-4.00	
		3955.179 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES					12/11/2008	02/28/2011
41,055.00		39,673.00					1,382.00	

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)	
		263.766 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES					12/03/2009	02/28/2011
2,213.00		1,601.00					612.00	
		39.111 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES					09/28/2010	04/18/2011
286.00		264.00					22.00	
		952.63 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES					05/26/2009	04/18/2011
6,964.00		8,117.00					-1,153.00	

TOTAL GAIN(LOSS)		....					36,148.	
							==========	

JSA
0E1730 2 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	22,066.	21,889.
TOTAL	22,066.	21,889.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		335.
	TOTALS	335.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES			113.
	TOTALS		113.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
COA FEES	751.	751.
TOTALS	751.	751.

D BAKER AMES CHARITABLE FOUNDATION 54-7027395 54-6034951

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	644,423.	645,351.	718,002.
TOTALS		644,423.	645,351.	718,002.

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 .... 11,250.

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: 18,250.
=============

STATEMENT 8

FORM 990PF, PART XV - LINES 2a - 2d
===================================

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.

STATEMENT 9

D BAKER AMES CHARITABLE FOUNDATION 54-7027395 54-6034951
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,500.

TOTAL GRANTS PAID: 25,500.

STATEMENT 10

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: 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 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	3,592.
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 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	3,592.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			3,979.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	28,577.
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 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	32,556.

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

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			3,592.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			32,556.
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			36,148.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** **b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *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-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2010

Name of estate or trust
D BAKER AMES CHARITABLE FOUNDATION 54-7027395

Employer identification number
54-6034951

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

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 43.86 ABERDEEN EQUITY LONG SHORT-I	12/03/2009	09/28/2010	500.00	475.00	25.00
390.1 JANUS PERKINS SMALL CAP VALUE-I	12/03/2009	09/28/2010	8,707.00	7,818.00	889.00
54.217 OPPENHEIMER DEVELOPING MKTS INSTL-Y	12/03/2009	09/28/2010	1,787.00	1,535.00	252.00
94.188 PIMCO FOREIGN BD US$ HEDGED-I	12/09/2009	09/28/2010	1,028.00	953.00	75.00
100.624 PIMCO INVT GRADE CORP BD-I	12/09/2009	09/28/2010	1,192.00	1,106.00	86.00
1456.501 RIDGEWORTH FD-INTERMEDIATE BD #RGCF	12/11/2009	09/28/2010	15,949.00	15,418.00	531.00
444.167 ROWE T PRICE REAL ESTATE FD COM	12/03/2009	09/28/2010	7,280.00	5,863.00	1,417.00
214.452 SENTINEL SMALL CO-I	12/03/2009	09/28/2010	1,484.00	1,302.00	182.00
16.456 JANUS PERKINS SMALL CAP VALUE-I	12/20/2010	02/28/2011	413.00	393.00	20.00
82.253 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	12/13/2010	02/28/2011	1,036.00	956.00	80.00
64.432 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	09/28/2010	02/28/2011	889.00	817.00	72.00
548.608 RIDGEWORTH FD-SHORT TERM BD #RGCX	09/28/2010	02/28/2011	5,464.00	5,519.00	-55.00
398. RIDGEWORTH FD-INTERMEDIATE BD #RGCF	12/13/2010	02/28/2011	4,131.00	4,135.00	-4.00
39.111 RIDGEWORTH FD-INTL 130/30 #RGD1	09/28/2010	04/18/2011	286.00	264.00	22.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 3,592.00

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 46.512 FORUM ABSOLUTE STRATEGIES-I	06/03/2008	09/28/2010	500.00	502.00	-2.00
1882.963 PIMCO FOREIGN BD US$ HEDGED-I	05/26/2009	09/28/2010	20,543.00	18,550.00	1,993.00
254.145 PIMCO INVT GRADE CORP BD-I	05/26/2009	09/28/2010	3,012.00	2,559.00	453.00
152.332 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	05/26/2009	09/28/2010	1,665.00	1,164.00	501.00
362.315 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	06/03/2008	09/28/2010	4,163.00	4,634.00	-471.00
165.172 RIDGEWORTH FD-LARGECAP GRTH STK#RGE3	05/26/2009	09/28/2010	1,584.00	1,201.00	383.00
1051.719 RIDGEWORTH FD-INTERMEDIATE BD #RGCF	06/03/2008	09/28/2010	11,516.00	10,696.00	820.00
621.459 ROWE T PRICE REAL ESTATE FD COM	05/26/2009	09/28/2010	10,186.00	10,728.00	-542.00
2249.009 EATON VANCE TAX-MGD VAL-I #35572	05/26/2009	02/28/2011	39,335.00	29,282.00	10,053.00
866.763 T ROWE PRICE INSTL LARGE-CAP GRWTH-I	08/27/2007	02/28/2011	15,099.00	13,504.00	1,595.00
338.785 JANUS PERKINS SMALL CAP VALUE-I	12/03/2009	02/28/2011	8,500.00	6,789.00	1,711.00
153.671 PIMCO COMMODITY REALRTN STRATEGY-I	08/27/2007	02/28/2011	1,486.00	2,134.00	-648.00
684.651 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	05/26/2009	02/28/2011	8,627.00	5,231.00	3,396.00
2691.443 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	05/26/2009	02/28/2011	36,173.00	31,973.00	4,200.00
263.906 RIDGEWORTH FD-LARGECAP GRTH STK#RGE3	05/26/2009	02/28/2011	3,027.00	1,919.00	1,108.00
1066.664 RIDGEWORTH FD-INTL EQTY INDEX #RGD8	05/26/2009	02/28/2011	14,720.00	11,744.00	2,976.00
65.969 RIDGEWORTH FD-INTL 130/30 #RGD1	06/03/2008	02/28/2011	504.00	607.00	-103.00
1993.561 RIDGEWORTH FD-SHORT TERM BD #RGCX	12/03/2009	02/28/2011	19,856.00	19,543.00	313.00
3955.179 RIDGEWORTH FD-INTERMEDIATE BD #RGCF	12/11/2008	02/28/2011	41,055.00	39,673.00	1,382.00
263.766 SENTINEL SMALL CO-I	12/03/2009	02/28/2011	2,213.00	1,601.00	612.00
952.63 RIDGEWORTH FD-INTL 130/30 #RGD1	05/26/2009	04/18/2011	6,964.00	8,117.00	-1,153.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 28,577.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
JANUS PERKINS SMALL CAP VALUE-I	393.00	
MANNING & NAPIER WORLD OPPTYS-A	383.00	
PIMCO INVT GRADE CORP BD-I	1,145.00	
RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	117.00	
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	1,941.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		3,979.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		3,979.00

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311    CASH CONTRIBUTIONS
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY
          ------------------------------------
05/18/11  CASH DISBURSEMENT                                        -2000 00                   -2000.00   1105000013
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTION
          FOR: 54-6034951
          PAID TO.
                   D ART CENTER
          TR TRAN#=DC000292000003  TR CD=072    REG=0    PORT=PRIN

05/18/11  CASH DISBURSEMENT                                        -3000.00                   -3000.00   1105000012
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTION
          FOR· 54-6034951
          PAID TO
                   NORFOLK BOTANICAL GARDEN
          TR TRAN#=DC000292000001  TR CD=072    REG=0    PORT=PRIN

05/18/11  CASH DISBURSEMENT                                        -1000.00                   -1000 00   1105000015
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTION
          FOR: 54-6034951
          PAID TO:
                   TIDEWATER WINDS
          TR TRAN#=DC000292000005  TR CD=072    REG=0    PORT=PRIN

05/18/11  CASH DISBURSEMENT                                        -1500 00                   -1500 00   1105000016
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTION
          FOR  54-6034951
          PAID TO:
                   FOUNDATION FOR UROLOGICAL RESEARCH
          TR TRAN#=DC000292000006  TR CD=072    REG=0    PORT=PRIN
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05/18/11  CASH DISBURSEMENT                                                -1000.00                 -1000 00   1105000014
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTION
          FOR: 54-6034951
          PAID TO:
                   VIRGINIA ARTS FESTIVAL
          TR TRAN#=DC000292000004  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                -1000.00                 -1000 00   1105000022
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR: 54-6034951
          PAID TO.
                   EVMS STREILITZ DIABETES CENTER
          TR TRAN#=DC000293000003  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                -1000.00                 -1000 00   1105000023
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR: 54-6034951
          PAID TO:
                   VIRGINIA SYMPHONY ORCHESTRA
          TR TRAN#=DC000293000004  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                -1000.00                 -1000 00   1105000024
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR: 54-6034951
          PAID TO:
                   VIRGINIA STAGE COMPANY
          TR TRAN#=DC000293000005  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                -2000.00                 -2000 00   1105000025
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR: 54-6034951
          PAID TO:
                   HERMITAGE FOUNDATION
          TR TRAN#=DC000293000007  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                -1000.00                 -1000 00   1105000017
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR: 54-6034951
          PAID TO:
                   VIRGINIA BEACH COMMUNITY TRUST
                   EXEMPT FUND
          TR TRAN#=DC000292000008  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                 -500.00                  -500.00   1105000018
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR  54-6034951
          PAID TO
                   CHESAPEAKE ASST  TRUST- EXEMPT FUND
          TR TRAN#=DC000292000010  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                -1000.00                 -1000.00   1105000019
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR· 54-6034951
          PAID TO:
                   VIRGINIA  BEACH TRUST FOR THE
                   PSYCHIATRICALLY DISABLED-EXMPT FD
          TR TRAN#=DC000292000014  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                -1000.00                 -1000 00   1105000020
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR  54-6034951
          PAID TO·
                   DOWN SYNDROME ASSOC  OF HAMPTON RDS
          TR TRAN#=DC000292000015  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                -2000 00                 -2000 00   1105000021
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR  54-6034951
          PAID TO:
                   HADASSAH
          TR TRAN#=DC000293000001  TR CD=072     REG=0     PORT=PRIN

05/18/11  CASH DISBURSEMENT                                                -1000 00                 -1000 00   1105000026
          CHARITABLE CONTRIBUTIONS                                                               **CHANGED** 06/03/11 RSR
          2011 CHARITABLE CONTRIBUTIONS
          FOR  54-6034951
          PAID TO:
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                 ST. PIUS X SCHOOL
         TR TRAN#=DC000293000008  TR CD=072    REG=0    PORT=PRIN

05/18/11 CASH DISBURSEMENT                                              -3000.00                    -3000 00   1105000027
         CHARITABLE CONTRIBUTIONS                                                                 **CHANGED** 06/03/11 RSR
         2011 CHARITABLE CONTRIBUTIONS
         FOR· 54-6034951
         PAID TO
                 FAMILIES OF AUSTISTIC CHILDREN IN
                 TIDEWATER
         TR TRAN#=DC000293000012  TR CD=072    REG=0    PORT=PRIN

05/18/11 CASH DISBURSEMENT                                              -1000.00                    -1000 00   1105000028
         CHARITABLE CONTRIBUTIONS                                                                 **CHANGED** 06/03/11 RSR
         2011 CHARITABLE CONTRIBUTIONS
         FOR· 54-6034951
         PAID TO:
                 VIRGINIA LIVING MUSEUM
         TR TRAN#=DC000293000013  TR CD=072    REG=0    PORT=PRIN

05/18/11 CASH DISBURSEMENT                                              -1000.00                    -1000 00   1105000029
         CHARITABLE CONTRIBUTIONS                                                                 **CHANGED** 06/03/11 RSR
         2011 CHARITABLE CONTRIBUTIONS
         FOR· 54-6034951
         PAID TO.
                 AMERICAN RED CROSS  SOUTHEASTERN VA
         TR TRAN#=DC000293000014  TR CD=072    REG=0    PORT=PRIN

05/18/11 CASH DISBURSEMENT                                               -500.00                     -500 00   1105000030
         CHARITABLE CONTRIBUTIONS                                                                 **CHANGED** 06/03/11 RSR
         2011 CHARITABLE CONTRIBUTIONS
         FOR. 54-6034951
         PAID TO:
                 VIRGINIA CHAPTER ARTHRITIS FND
         TR TRAN#=DC000293000015  TR CD=072    REG=0    PORT=PRIN
                                                                   ------------   ------------   ------------
         TOTAL CODE 311 - CASH CONTRIBUTIONS                            -25500.00           0.00      -25500.00
                                                                   ===========    ===========    ===========
```

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

PORTFOLIO DETAIL

AS OF 05/31/11

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
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
12,636.56	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	12,636.56 1.000 1.69 %	12,636.56 1.00	0.00	14	0.11 % 0.00 %
MUTUAL FUNDS						
1,277.962	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	14,926.60 11.680 1.99 %	13,865.43 10.85	1,061.17	0	0.00 % 0.00 %
14,750.664	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	70,655.68 4.790 9.44 %	66,673.00 4.52	3,982.68	3,965	5.61 % 0.00 %
4,087.313	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	44,633.46 10.920 5.96 %	43,836.46 10.73	797.00	184	0.41 % 0.00 %
306.345	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	7,805.67 25.480 1.04 %	6,139.15 20.04	1,666.52	36	0.46 % 0.00 %
6,599.065	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	62,361.16 9.450 8.33 %	55,471.29 8.41	6,889.87	515	0.83 % 0.00 %
660.346	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	23,818.68 36.070 3.18 %	20,010.58 30.30	3,808.10	94	0.39 % 0.00 %

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

PORTFOLIO DETAIL

AS OF 05/31/11

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
1,575.083	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	15,278.31 9.700 2.04 %	13,368.50 8.49	1,909.81	1,402	9.18 % 0.00 %
3,516.72	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	38,015.74 10.810 5.08 %	35,642.32 10.14	2,373.42	2,082	5.48 % 0.00 %
2,843.858	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	29,945.82 10.530 4.00 %	29,633.00 10.42	312.82	680	2.27 % 0.00 %
595.977	SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV CUSIP: 80809R204	7,700.02 12.920 1.03 %	7,408.00 12.43	292.02	0	0.00 % 0.00 %
1,800.365	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 81728B825	16,113.27 8.950 2.15 %	10,928.22 6.07	5,185.05	0	0.00 % 0.00 %
3,471.844	T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL CUSIP: 45775L408	60,965.58 17.560 8.14 %	52,967.56 15.26	7,998.02	139	0.23 % 0.00 %
4,394.748	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	61,394.63 13.970 8.20 %	59,904.00 13.63	1,490.63	2,786	4.54 % 0.00 %
TOTAL MUTUAL FUNDS		453,614.62	415,847.51	37,767.11	11,882	2.62 %

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
PROPRIETARY FUNDS						
10,019.391	RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF CUSIP: 76628T702	105,604.38 10.540 14.11 %	99,692.95 9.95	5,911.43	2,755	2.61 % 0.00 %
1,972.756	RIDGEWORTH FD-LARGECAP GROWTH STK I SHS #RGE3 CUSIP: 76628R748	23,199.61 11.760 3.10 %	14,331.19 7.26	8,868.42	8	0.03 % 0.00 %
3,397.792	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	46,277.93 13.620 6.18 %	31,089.79 9.15	15,188.14	591	1.28 % 0.00 %
613.119	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5 CUSIP: 76628R615	7,896.97 12.880 1.05 %	4,684.23 7.64	3,212.74	58	0.73 % 0.00 %
5,730.011	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	51,627.40 9.010 6.90 %	50,608.58 8.83	1,018.82	2,997	5.81 % 0.00 %
2,975.128	RIDGEWORTH FD-SHORT TERM BD I SHS #RGCX CUSIP: 76628T611	29,781.03 10.010 3.98 %	29,096.76 9.78	684.27	628	2.11 % 0.00 %
TOTAL PROPRIETARY FUNDS		264,387.32	229,503.50	34,883.82	7,037	2.66 %
PRINCIPAL PORTFOLIO TOTAL		730,638.50	657,987.57	72,650.93	18,933	2.59 %

SUNTRUST

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

PORTFOLIO DETAIL

AS OF 05/31/11

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
INCOME PORTFOLIO						
	INCOME CASH	330.41 0.04 %	330.41			
STIF & MONEY MARKET FUNDS						
17,664.98	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	17,664.98 1.000 2.36 %	17,664.98 1.00	0.00	20	0.11 % 0.00 %
INCOME PORTFOLIO TOTAL		17,995.39	17,995.39	0.00	20	0.11 %
TOTAL ASSETS		748,633.89	675,982.96	72,650.93	18,954	2.53 %