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ENVELOPE - JUL 31 2012
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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

2011

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

For calendar year 2011 or tax year beginning

06/01, 2011, and ending

05/31, 2012

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		B Telephone number (see instructions) (757) 624-5534
City or town, state, and ZIP code ORLANDO, FL 32802-1908		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 683,723.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B ☒				
	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	23,215.	23,367.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,413.			
	b Gross sales price for all assets on line 6a 309,155.				
	7 Capital gain net income (from Part IV, line 2)		16,919.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	37,628.	40,286.		
	13 Compensation of officers, directors, trustees, etc.	19,346.	9,673.		9,673.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	1,952.	195.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	851.			851.
	24 Total operating and administrative expenses. Add lines 13 through 23	24,649.	9,868.	NONE	13,024.
	25 Contributions, gifts, grants paid	27,000.			27,000.
	26 Total expenses and disbursements. Add lines 24 and 25	51,649.	9,868.	NONE	40,024.
	27 Subtract line 26 from line 12	-14,021.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		30,418.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2011)

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158

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.	419.	419.
	2 Savings and temporary cash investments	30,302.	29,585.	29,585.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	NONE		
	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 ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	STMT 5.	645,351.	631,958.	653,719.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	675,983.	661,962.	683,723.	
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	675,983.	661,962.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	675,983.	661,962.	
31 Total liabilities and net assets/fund balances (see instructions)	675,983.	661,962.		

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	675,983.
2 Enter amount from Part I, line 27a	2	-14,021.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	661,962.
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	661,962.

Form 990-PF (2011)

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 301,651.		292,236.	9,415.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			9,415.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	16,919.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	37,876.	721,532.	0.052494
2009	36,223.	688,506.	0.052611
2008	31,377.	648,775.	0.048363
2007	42,890.	800,814.	0.053558
2006	43,716.	793,309.	0.055106
2 Total of line 1, column (d)			2 0.262132
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 0.052426
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 707,507.
5 Multiply line 4 by line 3			5 37,092.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 304.
7 Add lines 5 and 6			7 37,396.
8 Enter qualifying distributions from Part XII, line 4			8 40,024.
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.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	304.
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	304.
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	304.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	976.
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	976.
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	672.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 304. Refunded ▶	11	368.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ (2) On foundation managers. ▶ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SUNTRUST BANK</u>	Telephone no. <u>(757) 624-5534</u>		
	Located at <u>NORFOLK, VA</u>	ZIP + 4 <u>23510</u>		
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2011 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 2011)	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 2011?	4b	X

Form 990-PF (2011)

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 instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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 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 6		19,346.	-0-	-0-

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

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

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

Form 990-PF (2011)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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 instructions)

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

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	685,410.
b	Average of monthly cash balances	1b	32,871.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	718,281.
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	718,281.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,774.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	707,507.
6	Minimum investment return. Enter 5% of line 5	6	35,375.

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

1	Minimum investment return from Part X, line 6	1	35,375.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	304.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	304.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,071.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	35,071.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35,071.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	40,024.
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	40,024.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	304.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	39,720.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				35,071.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	5,176.			
b From 2007	5,647.			
c From 2008	NONE			
d From 2009	1,976.			
e From 2010	2,775.			
f Total of lines 3a through e	15,574.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>40,024.</u>				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				35,071.
e Remaining amount distributed out of corpus	4,953.			
5 Excess distributions carryover applied to 2011 (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	20,527.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	5,176.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	15,351.			
10 Analysis of line 9				
a Excess from 2007	5,647.			
b Excess from 2008	NONE			
c Excess from 2009	1,976.			
d Excess from 2010	2,775.			
e Excess from 2011	4,953.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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

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 instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 7

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 8				
Total			▶ 3a	27,000.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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 instructions.)

NOT APPLICABLE

**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

2011

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	-1,322.
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 2010 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	-1,322.

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					7,504.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	10,737.
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 2010 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	18,241.

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

Schedule D (Form 1041) 2011

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		-1,322.
14	Net long-term gain or (loss):			
a	Total for year	14a		18,241.
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		16,919.

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:	16	()
a	The loss on line 15, column (3) or b \$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** in 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 **Schedule D Tax Worksheet** in the instructions if:

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	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 2011 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 2011 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) 2011

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

2011

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 12.829 ABERDEEN EQUITY LON	12/20/2011	03/12/2012	149.00	143.00	6.00
767.22 FEDERATED STRATEGIC	03/12/2012	05/15/2012	3,698.00	3,736.00	-38.00
1358.91 FEDERATED STRATEGI	03/12/2012	05/31/2012	6,482.00	6,618.00	-136.00
18.641 FORUM ABSOLUTE STRA	12/13/2011	03/12/2012	206.00	206.00	
12.45946 HARBOR CAPITAL AP	03/12/2012	05/15/2012	514.00	530.00	-16.00
9.40754 HARBOR CAPITAL APP	03/12/2012	05/15/2012	388.00	400.00	-12.00 *
50.502 T ROWE PRICE INSTL GRWTH-I	03/12/2012	05/15/2012	905.00	935.00	-30.00 *
8.364 JANUS PERKINS SMALL	12/22/2011	03/12/2012	183.00	172.00	11.00
19.973 JANUS PERKINS SMALL	12/22/2011	05/31/2012	412.00	410.00	2.00
831.104 MANNING & NAPIER W OPPTYS-A	04/18/2011	03/12/2012	6,291.00	7,455.00	-1,164.00
152.82 NEUBERGER BERMAN HI BD-I	03/12/2012	05/15/2012	1,409.00	1,411.00	-2.00
1469.257 NEUBERGER BERMAN BD-I	03/12/2012	05/31/2012	13,238.00	13,561.00	-323.00
101.384 PIMCO FOREIGN BD U	03/12/2012	05/15/2012	1,099.00	1,091.00	8.00
647.926 PIMCO FOREIGN BD U	03/12/2012	05/31/2012	7,030.00	6,972.00	58.00
100.691 PIMCO INVT GRADE C	12/07/2011	05/31/2012	1,088.00	1,037.00	51.00
63.228 RIDGEWORTH FD-MIDCA #RGD5	12/15/2011	03/12/2012	691.00	596.00	95.00
35.317 RIDGEWORTH FD-LARGE EQTY#RGD4	03/12/2012	05/15/2012	457.00	476.00	-19.00 *
156.814 RIDGEWORTH FD-SHOR #RGCX	03/12/2012	05/15/2012	1,565.00	1,565.00	
458.517 RIDGEWORTH FD-SHOR #RGCX	03/12/2012	05/31/2012	4,576.00	4,576.00	
332.079 RIDGEWORTH FD-INTE #RGCF	12/15/2011	03/12/2012	3,484.00	3,470.00	14.00
166.949 SENTINEL SMALL CO-	12/22/2011	03/12/2012	1,357.00	1,245.00	112.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -1,322.00

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

Schedule D-1 (Form 1041) 2011

JSA

* INDICATES WASH SALE

1F1221 2 000

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54-7027395

33

-

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 52.064 ABERDEEN EQUITY LON	02/28/2011	03/12/2012	607.00	601.00	6.00
13.616 ABERDEEN EQUITY LON	12/03/2009	05/31/2012	151.00	147.00	4.00
831.132 FORUM ABSOLUTE STR	02/28/2011	03/12/2012	9,167.00	9,034.00	133.00
193.834 FORUM ABSOLUTE STR	02/28/2011	05/15/2012	2,169.00	2,107.00	62.00
1257.513 FORUM ABSOLUTE ST	02/28/2011	05/31/2012	14,059.00	13,659.00	400.00
306.345 JANUS PERKINS SMAL VALUE-I	12/03/2009	05/31/2012	6,317.00	6,139.00	178.00
2329.926 MANNING & NAPIER OPPTY-S-A	02/28/2011	03/12/2012	17,638.00	20,273.00	-2,635.00
11.246 OPPENHEIMER DEVELOP INSTL-Y	02/28/2011	03/12/2012	371.00	384.00	-13.00
92.802 PIMCO LOW DURATION-	02/28/2011	03/12/2012	967.00	967.00	
135.339 PIMCO LOW DURATION	02/28/2011	05/15/2012	1,417.00	1,410.00	7.00
682.617 PIMCO LOW DURATION	02/28/2011	05/31/2012	7,147.00	7,113.00	34.00
255.764 PIMCO INVT GRADE C	02/28/2011	03/12/2012	2,729.00	2,701.00	28.00
188.704 PIMCO INVT GRADE C	12/08/2010	05/15/2012	2,038.00	1,968.00	70.00
1194.129 PIMCO INVT GRADE	12/08/2010	05/31/2012	12,909.00	12,061.00	848.00
613.119 RIDGEWORTH FD-MIDC #RGD5	05/26/2009	03/12/2012	6,701.00	4,684.00	2,017.00
1972.756 RIDGEWORTH FD-LAR STK#RGE3	05/26/2009	03/12/2012	24,679.00	14,331.00	10,348.00
605.711 RIDGEWORTH FD-SHOR #RGCX	08/27/2007	05/31/2012	6,045.00	5,924.00	121.00
3696.368 RIDGEWORTH FD-SEI INCM#RGCI	02/28/2011	03/12/2012	32,565.00	34,397.00	-1,832.00
102.144 RIDGEWORTH FD-SEIX INCM#RGCI	02/28/2011	05/15/2012	905.00	897.00	8.00
774.971 RIDGEWORTH FD-SEIX INCM#RGCI	12/03/2009	05/31/2012	6,781.00	6,190.00	591.00
1137.988 RIDGEWORTH FD-INT #RGCF	08/27/2007	03/12/2012	11,937.00	11,323.00	614.00
444.318 RIDGEWORTH FD-INT #RGCF	08/27/2007	05/15/2012	4,692.00	4,421.00	271.00
2682.136 RIDGEWORTH FD-INT #RGCF	08/27/2007	05/31/2012	28,377.00	26,687.00	1,690.00
33.253 SCHRODER US SMALL/M OPPTY-I	02/28/2011	03/12/2012	416.00	413.00	3.00
49.41 SENTINEL SMALL CO-I	12/03/2009	03/12/2012	402.00	300.00	102.00

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

Schedule D-1 (Form 1041) 2011

Employer identification number

54-6034951

[illegible]

* INDICATES WASH SALE

Schedule D-1 (Form 1041) 2011

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		NET INVESTMENT INCOME -----	
DIVIDENDS & INTEREST		23,215.		23,367.
		-----		-----
TOTAL		23,215.		23,367.
		=====		=====

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 -----
PRIOR YR BALANCE DUE	976.	
FEDERAL ESTIMATES	976.	
FOREIGN TAXES		195.
	-----	-----
TOTALS	1,952.	195.
	=====	=====

D BAKER AMES CHARITABLE FOUNDATION 54-7027395

54-6034951

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
COA FEES	851.	851.
TOTALS	----- 851. =====	----- 851. =====

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	645,351.	631,958.	653,719.
		-----	-----	-----
TOTALS		645,351.	631,958.	653,719.
		=====	=====	=====

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 12,346.

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:

19,346.

=====

D BAKER AMES CHARITABLE FOUNDATION 54-7027395
FORM 990PF, PART XV - LINES 2a - 2d
=====

54-6034951

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.

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 27,000.

TOTAL GRANTS PAID: 27,000.

=====

311 CASH CONTRIBUTIONS

05/11/12	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2012 CHARITABLE CONTRIBUTION FOR. PAID TO NORFOLK BOTANICAL GARDEN TR TRAN#=DC000192000001 TR CD=072 REG= PORT=PRIN	-3000 00	-3000 00 1205000020 **CHANGED** 06/25/12 CXC
05/11/12	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2012 CHARITABLE CONTRIBUTION FOR PAID TO D'ART CENTER TR TRAN#=DC000192000002 TR CD=072 REG= PORT=PRIN	-2000 00	-2000 00 1205000021 **CHANGED** 06/25/12 CXC
05/11/12	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2012 CHARITABLE CONTRIBUTION FOR	-1000 00	-1000 00 1205000023 **CHANGED** 06/25/12 CXC

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED)				
PAID TO				
TIDEWATER WINDS				
TR TRAN#=DC000192000004 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-2000 00		-2000 00	1205000024
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
FOUNDATION FOR UROLOGICAL RESEARCH				
TR TRAN#=DC000192000005 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-1250.00		-1250 00	1205000025
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
VIRGINIA BEACH COMMUNITY TRUST-				
EXEMPT FUND				
TR TRAN#=DC000192000006 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-1000 00		-1000 00	1205000022
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
VIRGINIA ARTS FESTIVAL				
TR TRAN#=DC000192000003 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-1250.00		-1250 00	1205000027
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
VIRGINIA BEACH TR FOR THE				
PSYCHIATRICALY DISABLED-EXEMPT FD				
TR TRAN#=DC000192000008 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-1000 00		-1000 00	1205000028
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
DOWN SYNDROME ASSOC OF HAMPTON RDS				
TR TRAN#=DC000192000009 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-2000 00		-2000 00	1205000029
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
HADASSAH				
TR TRAN#=DC000192000010 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-1000.00		-1000 00	1205000030
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
EVMS STREILITZ DIABETES CENTER				
TR TRAN#=DC000192000011 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-500 00		-500 00	1205000026
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
CHESAPEAKE ASSISTANCE TRUST-				
EXEMPT FUND				
TR TRAN#=DC000192000007 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-1000 00		-1000 00	1205000032
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
VIRGINIA STAGE COMPANY				
TR TRAN#=DC000192000013 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-2000.00		-2000 00	1205000033
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
HERMITAGE FOUNDATION				
TR TRAN#=DC000192000014 TR CD=072 REG= PORT=PRIN				
05/11/12 CASH DISBURSEMENT	-1000 00		-1000 00	1205000034
CHARITABLE CONTRIBUTIONS			**CHANGED** 06/25/12 CXC	
2012 CHARITABLE CONTRIBUTION				
FOR				

ACCT T530 7027395
PREP-54 ADMN 830 INV 5

SUNTRUST BANKS, INC
TAX TRANSACTION DETAIL

PAGE 21
RUN 07/02/2012
09 57 36 AM

TAX
CODE/DATE TRANSACTIONS

TAXABLE

INCOME

PRINCIPAL

EDIT
NUMBER

311 CASH CONTRIBUTIONS (CONTINUED)

	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
PAID TO.				
ST PIUS X SCHOOL				
05/11/12				
TR TRAN#	DC000192000015	TR CD=072	REG=	PORT=PRIN
CASH DISBURSEMENT	-3000 00		-3000.00	1205000035
CHARITABLE CONTRIBUTIONS			**CHANGED**	06/25/12 CXC
2012 CHARITABLE CONTRIBUTION				
FOR:				
PAID TO				
F A C T (FAMILIES OF AUTISTIC				
CHILDREN IN TIDEWATER)				
05/11/12				
TR TRAN#	DC000192000016	TR CD=072	REG=	PORT=PRIN
CASH DISBURSEMENT	-1000 00		-1000 00	1205000031
CHARITABLE CONTRIBUTIONS			**CHANGED**	06/25/12 CXC
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO:				
VIRGINIA SYMPHONY ORCHESTRA				
05/11/12				
TR TRAN#	DC000192000012	TR CD=072	REG=	PORT=PRIN
CASH DISBURSEMENT	-1000 00		-1000 00	1205000036
CHARITABLE CONTRIBUTIONS			**CHANGED**	06/25/12 CXC
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO:				
CANCER CARE FDN OF TIDEWATER				
05/11/12				
TR TRAN#	DC000192000017	TR CD=072	REG=	PORT=PRIN
CASH DISBURSEMENT	-1000 00		-1000 00	1205000037
CHARITABLE CONTRIBUTIONS			**CHANGED**	06/25/12 CXC
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO				
AMERICAN RED CROSS-TIDEWATER CHAPTER				
05/11/12				
TR TRAN#	DC000192000018	TR CD=072	REG=	PORT=PRIN
CASH DISBURSEMENT	-500 00		-500 00	1205000038
CHARITABLE CONTRIBUTIONS			**CHANGED**	06/25/12 CXC
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO:				
VIRGINIA CHAPTER ARTHRITIS FDN				
05/11/12				
TR TRAN#	DC000192000019	TR CD=072	REG=	PORT=PRIN
CASH DISBURSEMENT	-500 00		-500.00	1205000039
CHARITABLE CONTRIBUTIONS			**CHANGED**	06/25/12 CXC
2012 CHARITABLE CONTRIBUTION				
FOR				
PAID TO.				
VIRGINIA LIVING MUSEUM				
05/11/12				
TR TRAN#	DC000192000020	TR CD=072	REG=	PORT=PRIN
TOTAL CODE 311 - CASH CONTRIBUTIONS	-27000 00	0 00	-27000 00	

Investment Review (23 Items) - as of 07/02/2012 (Settle Date View)
[print](#) | [expand](#) | [contract](#) | [save](#) | [ticker](#) | [accounts](#) | [t](#)

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment information (available) **Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets as of: 05/31/2012

Account: 7027395 - D B AMES CHARITABLE FDN - TES

	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt	M
CASH EQUIVALENTS			\$418.73	0.061%	\$0.00	\$418.73	\$0.00	0.000%	
☐ COINS AND CURRENCY			\$418.73	0.061%	\$0.00	\$418.73	\$0.00	0.000%	
☐ 999999998 UNINVESTED CASH		418 7300	\$418.73	0.061%	\$0.00	\$418.73	\$0.00	0.000%	
STIF & MONEY MARKET FUNDS			\$29,585.22	4.327%	\$0.27	\$29,585.22	\$2.96	0.010%	
☐ GOVERNMENT			\$29,585.22	4.327%	\$0.27	\$29,585.22	\$2.96	0.010%	
☐ 609068DF5 FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS		29,585 2200	\$29,585.22	4.327%	\$0.27	\$29,585.22	\$2.96	0.010%	
MUTUAL FUNDS			\$466,602.40	68.244%	\$214.41	\$464,179.52	\$14,724.08	3.156%	
☐ ALTERNATIVE INVT FDS			\$47,832.25	6.996%	\$0.00	\$45,959.29	\$67.37	0.141%	
☐ 003020336 ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL Rating N/A		1,225 8980	\$13,595.21	1.988%	\$0.00	\$13,264.21	\$0.00	0.000%	
☐ 34984T600 FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL Rating N/A		3,062 3470	\$34,237.04	5.007%	\$0.00	\$32,695.08	\$67.37	0.197%	
☐ COMMODITY			\$13,294.44	1.944%	\$0.00	\$17,361.61	\$3,869.83	29.109%	
☐ 722005667 PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL Rating N/A		2,154 6910	\$13,294.44	1.944%	\$0.00	\$17,361.61	\$3,869.83	29.109%	
☐ FIXED INCOME			\$91,790.79	13.425%	\$212.92	\$90,106.06	\$4,278.23	4.661%	
☐ 64128K868 NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL Rating N/A		3,341 2210	\$30,104.40	4.403%	\$11.11	\$30,839.47	\$2,054.85	6.826%	
☐ 693390304 PIMCO FDS LOW DURATION FD INSTL CL Rating N/A		2,615 7470	\$27,386.87	4.006%	\$70.66	\$27,256.08	\$614.70	2.245%	
☐ 722005816 PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL Rating N/A		3,172 9430	\$34,299.51	5.017%	\$131.15	\$32,010.51	\$1,608.68	4.690%	
☐ INTL EMERGING			\$19,668.32	2.877%	\$0.00	\$20,058.98	\$447.61	2.276%	
☐ 683974505 OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y Rating N/A		663 1260	\$19,668.32	2.877%	\$0.00	\$20,058.98	\$447.61	2.276%	
☐ LARGE CAP GROWTH			\$119,993.29	17.550%	\$0.00	\$115,698.11	\$171.40	0.143%	
☐ 411511504 HARBOR FD CAP APPRECIATION FD INSTL CL Rating N/A		1,325 2430	\$53,367.54	7.805%	\$0.00	\$56,402.34	\$56.99	0.107%	
☐ 45775L408 T ROWE PRICE FDS		3,813 7240	\$66,625.76	9.745%	\$0.00	\$59,295.77	\$114.41	0.172%	

LARGE-CAP GROWTH FD INSTL CL Rating N/A							
☐	LARGE CAP VALUE		\$80,863.13	11.827%	\$0.00	\$77,395.64	\$3,237.92 4.004%
⊕	314172560 FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL Rating N/A	16,952 4380	\$80,863 13	11 827%	\$0 00	\$77,395 64	\$3,237 92 4 004%
☐	MID CAP GROWTH		\$6,697.13	0.980%	\$0.00	\$7,088.65	\$106.82 1.595%
⊕	80809R204 SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV Rating N/A	570 9400	\$6,697 13	0 980%	\$0 00	\$7,088 65	\$106 82 1 595%
☐	OTHER INTL EQUITY		\$25,890.26	3.787%	\$0.00	\$31,093.45	\$945.76 3.653%
⊕	563821545 MANNING & NAPIER FDS WORLD OPPTY SERS CL A Rating N/A	3,940 6790	\$25,890 26	3 787%	\$0 00	\$31,093 45	\$945 76 3 653%
☐	OTHER INTL FIXED INCOME		\$40,415.32	5.911%	\$1.49	\$42,323.33	\$1,566.83 3.877%
⊕	693390882 PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL Rating N/A	1,896 7570	\$20,579 81	3 010%	\$1 49	\$20,409 11	\$544 37 2 645%
⊕	880208400 TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL Rating N/A	1,615 2690	\$19,835 50	2 901%	\$0 00	\$21,914 22	\$1,022 47 5 155%
☐	SMALL CAP GROWTH		\$13,428.80	1.964%	\$0.00	\$10,545.00	\$0.00 0.000%
⊕	81728B825 SENTINEL FDS SMALL CO FD INSTL CL Rating N/A	1,737 2320	\$13,428 80	1 964%	\$0 00	\$10,545 00	\$0 00 0 000%
☐	SMALL CAP VALUE		\$6,728.68	0.984%	\$0.00	\$6,549.40	\$32.31 0.480%
⊕	47103C183 JANUS FDS PERKINS SMALL CAP VALUE FD CL I Rating N/A	326 3180	\$6,728 68	0 984%	\$0 00	\$6,549 40	\$32 31 0 480%
PROPRIETARY FUNDS			\$187,116.58	27.367%	\$249.77	\$167,778.16	\$4,135.73 2.210%
☐	FIXED INCOME		\$140,432.75	20.539%	\$249.77	\$132,936.80	\$3,385.85 2.411%
⊕	76628T702 RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF Rating N/A	8,437.0850	\$89,264 36	13 056%	\$131 57	\$83,949 01	\$1,771 79 1 985%
⊕	76628T678 RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ Rating N/A	1,931 4990	\$16,900 62	2 472%	\$73 18	\$15,315 03	\$882 70 5 223%
⊕	76628T611 RIDGEWORTH FD-SHORT TERM BD I SHS #RGCX Rating N/A	3,433 6450	\$34,267 78	5 012%	\$45 02	\$33,672 76	\$731 37 2 134%
☐	LARGE CAP VALUE		\$46,683.83	6.828%	\$0.00	\$34,841.36	\$749.88 1.606%
⊕	76628R672 RIDGEWORTH FD-LARGCAP VALUE EQUITY I SHS #RGD4 Rating N/A	3,675 8920	\$46,683 83	6 828%	\$0 00	\$34,841 36	\$749 88 1 606%
TOTAL:			\$683,722.93	100%	\$464.45	\$661,961.63	\$18,862.77 2.759%

Please note: Market values and transactions reflect beginning of current business day's pricing and activities. Month end values may differ from your month end Statement of Account due to retroactive pricing

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