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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

2011

For calendar year 2011 or tax year beginning

JUL 1, 2011

, and ending

JUN 30, 2012

Name of foundation

THE BATTEN FOUNDATION

A Employer identification number

54-1451569

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

P.O. BOX 3310

Room/suite

B Telephone number

(757) 625-7670

City or town, state, and ZIP code

NORFOLK, VA 23514

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐Foreign organizations meeting the 85% test,
2. check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

E If private foundation status was terminated

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationunder section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

F If the foundation is in a 60-month termination

(from Part II, col. (c), line 16)

☐ Other (specify)under section 507(b)(1)(B), check here ☐

► \$ 20,729,466. (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).)

(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			N/A		
	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	1,106,053.	1,105,182.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	1,346,043.				
	b Gross sales price for all assets on line 6a	22,747,068.				
	7 Capital gain net income (from Part IV, line 2)		1,346,043.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	17,058.	1,260.		STATEMENT 2		
12 Total. Add lines 1 through 11	2,469,154.	2,452,485.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 3	7,565.	7,565.		0.
	c Other professional fees					
	17 Interest		225.	225.		0.
	18 Taxes	STMT 4	143,365.	21,459.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 5	241,922.	238,378.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		393,077.	267,627.		0.
	25 Contributions, gifts, grants paid		20,050,000.			20,050,000.
26 Total expenses and disbursements. Add lines 24 and 25		20,443,077.	267,627.		20,050,000.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-17973923.				
b Net investment income (if negative, enter -0-)			2,184,858.			
c Adjusted net income (if negative, enter -0-)				N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			10,779.	70,937.	70,937.
	2 Savings and temporary cash investments			2,921,556.	2,226,375.	2,228,829.
	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					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 7			520,102.	154,694.	171,194.
	b Investments - corporate stock STMT 8			6,067,904.	1,827,471.	2,048,961.
	c Investments - corporate bonds STMT 9			1,098,585.	1,098,134.	1,247,803.
11 Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10			24,944,832.	12,889,272.	14,961,742.	
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			35,563,758.	18,266,883.	20,729,466.	
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					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
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			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			35,563,758.	18,266,883.	
30 Total net assets or fund balances			35,563,758.	18,266,883.		
31 Total liabilities and net assets/fund balances			35,563,758.	18,266,883.		

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	35,563,758.
2 Enter amount from Part I, line 27a	2	-17,973,923.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	677,048.
4 Add lines 1, 2, and 3	4	18,266,883.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,266,883.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 22,747,068.		21,401,025.	1,346,043.

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			1,346,043.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,346,043.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	0.	39,851,849.	.000000
2009	10,085,964.	40,463,880.	.249258
2008	450,000.	31,438,378.	.014314
2007	34,890,744.	34,195,382.	1.020335
2006	5,377,035.	51,980,466.	.103443

2 Total of line 1, column (d)	2	1.387350
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	.277470
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	28,105,263.
5 Multiply line 4 by line 3	5	7,798,367.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,849.
7 Add lines 5 and 6	7	7,820,216.
8 Enter qualifying distributions from Part XII, line 4	8	20,050,000.

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

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)	1	21,849.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	21,849.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	21,849.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	79,906.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	79,906.
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	58,057.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 58,057. Refunded ☐	11	0.

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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

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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? Website address ► N/A	13	X	
14	The books are in care of ► EDIE CRAWFORD Telephone no. ► 757-625-7670 Located at ► 150 WEST MAIN ST. SUITE 1550, 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		N/A
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)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	1b	
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? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐ N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) ☐ N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
JANE BATTEN P.O. BOX 3310 NORFOLK, VA 23514	PRESIDENT 2.00	0.	0.	0.
ANNE SHUMADINE P.O. BOX 3310 NORFOLK, VA 23514	ASST. SEC. 2.00	0.	0.	0.
FRANK BATTEN, SR. - DECEASED	0.00	0.	0.	0.

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services

0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	26,062,656.
b	Average of monthly cash balances	1b	2,470,606.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	28,533,262.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	28,533,262.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	427,999.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,105,263.
6	Minimum investment return. Enter 5% of line 5	6	1,405,263.

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	1,405,263.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	21,849.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,849.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,383,414.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,383,414.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,383,414.

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	20,050,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,050,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	21,849.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,028,151.

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.

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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				1,383,414.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	33273324.			
c From 2008				
d From 2009	8,090,842.			
e From 2010				
f Total of lines 3a through e	41,364,166.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 20,050,000.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,383,414.
e Remaining amount distributed out of corpus	18,666,586.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	60,030,752.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	60,030,752.			
10 Analysis of line 9:				
a Excess from 2007	33273324.			
b Excess from 2008				
c Excess from 2009	8,090,842.			
d Excess from 2010				
e Excess from 2011	18666586.			

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

N/A

1 a 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)

2 a 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

Tax year

(a) 2011

(b) 2010

Prior 3 years

(c) 2009

(d) 2008

(e) Total

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).)

FRANK BATTEN, SR. - DECEASED

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

NONE

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

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

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

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AP EMERGENCY RELIEF FUND 450 W. 33RD STREET NEW YORK, NY 10001		501(C)(3)	FOR GENERAL CHARITABLE PURPOSES.	50,000.
SLOVER LIBRARY FOUNDATION 500 EAST MAIN STREET, SUITE 1500 NORFOLK, VA 23510		501(C)(3)	FOR GENERAL CHARITABLE PURPOSES.	20,000,000.
Total			3a	20,050,000.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	1,106,053.	
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			14	17,058.	
8 Gain or (loss) from sales of assets other than inventory			18	1,346,043.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,469,154.	0.
13 Total. Add line 12, columns (b), (d), and (e)					2,469,154.

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

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

[illegible]

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

- | | | |
|---|--------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | X |
| (2) Other assets | 1a(2) | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) Reimbursement arrangements | 1b(4) | X |
| (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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) is based on all information of which preparer has any knowledge.

and believe, it is true, correct, and complete. Declaration of preparer (or other person competent to verify information reported) on behalf of the taxpayer:

 Anne P. Botten

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

BETH P. BRADBERRY

Preparer's signature

Ben P

Date _____

2/11/13

Check ☐ if
self-employed

PTIN

P00622198

Firm's name ► ROSELINE TAX ADVISORS, PLLC

Firm's EIN ► 20-3565336

Firm's address ► 140 VIRGINIA STREET, SUITE 300
RICHMOND, VA 23219

Phone no. 804-545-7440

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 EXHIBIT A	P	VARIOUS	VARIOUS
b	SEE EXHIBIT A	P	VARIOUS	VARIOUS
c	SEE EXHIBIT B	P	VARIOUS	VARIOUS
d	SEE EXHIBIT B	P	VARIOUS	VARIOUS
e	SCHWAB 1916 - CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
f	OCM/GFI POWER OPP FUND II	P	VARIOUS	VARIOUS
g	LITIGATION SETTLEMENTS	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

(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	919,779.	878,439.	41,340.
b	5,069,331.	4,636,776.	432,555.
c	4,586,297.	4,142,423.	443,874.
d	11,963,219.	11,743,387.	219,832.
e	22,352.		22,352.
f	170,072.		170,072.
g	16,018.		16,018.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			41,340.
b			432,555.
c			443,874.
d			219,832.
e			22,352.
f			170,072.
g			16,018.
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,346,043.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE BATTEN FOUNDATION

TAX ID: 54-1451569

EXHIBIT A

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>
Albuquerque N Me 07/01/2013 4.93%	04/22/2008	01/10/2012	250,000	264,857.50	250,015.00		14,842.50	14,842.50
Alexandria Va 07/15/2017 5.25%	09/12/2008	06/15/2012	250,000	298,635.00	258,015.00		40,620.00	40,620.00
Cook Cnty Ill 12/30/2016 3.825%	01/29/2010	01/10/2012	250,000	269,940.00	250,015.00		19,925.00	19,925.00
Danville Va 03/01/2019 5.54%	04/30/2009	01/10/2012	250,000	294,110.00	250,015.00		44,095.00	44,095.00
Des Moines Iowa Are 06/01/2013 2.00%	10/13/2011	12/08/2011	200,000	203,671.00	203,629.00	42.00		42.00
Federal Farm Cr Bks Global 09/30/2015 4.75%	02/06/2009	11/04/2011	125,000	142,786.25	132,535.00		10,251.25	10,251.25
Federal Farm Cr Bks Global 09/30/2015 4.75%	02/06/2009	01/17/2012	125,000	142,485.00	132,535.00		9,950.00	9,950.00
Federal Farm Cr Bks Global 09/30/2015 4.75%	02/06/2009	04/03/2012	100,000	112,987.00	106,028.00		6,959.00	6,959.00
			<u>350,000</u>	<u>398,258.25</u>	<u>371,098.00</u>		<u>27,160.25</u>	<u>27,160.25</u>
George Wash Uni 09/15/2021 4.452%	03/24/2011	11/14/2011	250,000	270,054.00	250,015.00	20,039.00		20,039.00
Indiana Bd Bk Re 08/01/2011 3.46%	03/18/2009	08/01/2011	250,000	250,000.00	250,015.00		-15.00	-15.00
Johnson Cnty Kans 09/01/2020 4.60%	04/30/2010	01/17/2012	250,000	288,710.00	249,390.00		39,320.00	39,320.00

THE BATTEN FOUNDATION

TAX ID: 54-1451569

EXHIBIT A

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>
Lake & Mc Henry 01/01/2018 5.25%	06/18/2010	01/04/2012	350,000	388,485.00	350,015.00		38,470.00	38,470.00
Manchester NH 06/01/2020 4.375%	06/03/2010	01/10/2012	250,000	277,485.00	253,540.00		23,945.00	23,945.00
Mc Henry Cnty II 02/01/2016 3.64%	02/15/2011	01/17/2012	100,000	106,385.00	99,015.00	7,370.00		7,370.00
Milwaukee Wis 02/01/2018 4.10%	02/03/2010	01/17/2012	250,000	280,010.00	251,697.50		28,312.50	28,312.50
Montgomery Cnty Ten 05/01/2014 5.00%	08/19/2008	01/04/2012	250,000	273,162.50	252,950.00		20,212.50	20,212.50
Montgomery Cnty Ten 05/01/2014 5.00%	04/21/2009	01/04/2012	50,000	54,632.50	51,970.50		2,662.00	2,662.00
			<u>300,000</u>	<u>327,795.00</u>	<u>304,920.50</u>		<u>22,874.50</u>	<u>22,874.50</u>
Nebraska Pub Pwr 01/01/2014 5.14%	03/14/2008	01/17/2012	250,000	268,742.50	250,007.50		18,735.00	18,735.00
Norfolk Va 03/01/2016 3.40%	02/11/2010	06/15/2012	250,000	270,700.00	250,015.00		20,685.00	20,685.00
Oregon St 10/01/2015 5.00%	04/02/2008	06/15/2012	250,000	282,600.00	260,260.00		22,340.00	22,340.00
San Francisco Calif 06/15/2013 5.00%	05/21/2008	10/28/2011	100,000	106,245.00	103,698.00		2,547.00	2,547.00
San Francisco Calif 06/15/2013 5.00%	05/21/2008	01/18/2012	150,000	158,385.00	155,547.00		2,838.00	2,838.00
			<u>250,000</u>	<u>264,630.00</u>	<u>259,245.00</u>		<u>5,385.00</u>	<u>5,385.00</u>

THE BATTEN FOUNDATION

TAX ID: 54-1451569

EXHIBIT A

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>
Suffolk Va 02/01/2018 4.56%	10/29/2009	01/17/2012	200,000	230,011.00	200,007.50		30,003.50	30,003.50
Virginia Colleg 02/01/2017 3.875%	12/03/2009	01/04/2012	250,000	271,691.79	253,497.50		18,194.29	18,194.29
Virginia Colleg 02/01/2017 3.875%	02/15/2011	01/04/2012	100,000	108,676.71	100,765.00	7,911.71		7,911.71
			350,000	380,368.50	354,262.50	7,911.71	18,194.29	26,106.00
Virginia St Hsg 08/01/2016 5.52%	03/25/2009	06/21/2012	125,000	142,670.00	125,007.50		17,662.50	17,662.50
Washington Cnty 12/01/2021 3.36%	12/08/2011	01/17/2012	225,000	230,992.50	225,015.00	5,977.50		5,977.50
Short Term Gains				919,779.21	878,439.00	41,340.21		
Long Term Gains				5,069,331.04	4,636,776.00		432,555.04	
Total (Sales)				5,989,110.25	5,515,215.00	41,340.21	432,555.04	473,895.25
Total Gains						41,340.21	432,555.04	473,895.25

THE BATTEN FOUNDATION
TAX ID: 54-1451569
EXHIBIT B

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>
Absolute Strategies Fund	04/13/2010	02/01/2012	93,366	1,025,138.39	1,000,000.00		25,138.39	25,138.39
Absolute Strategies Fund	05/05/2010	02/01/2012	41,475	455,384.34	443,387.89		11,996.45	11,996.45
Absolute Strategies Fund	10/01/2010	02/01/2012	92,846	1,019,427.32	1,000,000.00		19,427.32	19,427.32
			227,687	2,499,950.05	2,443,387.89		56,562.16	56,562.16
Absolute Strategies Fund	05/05/2010	06/29/2012	52,066	582,078.85	556,612.11		25,466.74	25,466.74
Absolute Strategies Fund	06/01/2010	06/29/2012	94,513	1,056,625.78	1,000,000.00		56,625.78	56,625.78
			146,579	1,638,704.63	1,556,612.11		82,092.52	82,092.52
			374,266	4,138,654.68	4,000,000.00		138,654.68	138,654.68
Eaton Vance Global Macro I	10/01/2010	02/01/2012	48,304	482,536.39	496,518.58		-13,982.19	-13,982.19
Eaton Vance Global Macro I	04/29/2011	02/01/2012	51,796	517,413.66	529,960.51	-12,546.85		-12,546.85
			100,100	999,950.05	1,026,479.09	-12,546.85	-13,982.19	-26,529.04
Eaton Vance Global Macro I	04/29/2011	06/29/2012	45,760	447,943.93	468,207.97		-20,264.04	-20,264.04
			145,860	1,447,893.98	1,494,687.06	-12,546.85	-34,246.23	-46,793.08
Ishares Tr Msci All Country	09/30/2011	02/01/2012	19,382	1,089,236.46	912,687.26	176,549.20		176,549.20
Ishares Tr Msci All Country	10/18/2011	02/01/2012	1,618	90,928.93	82,323.54	8,605.39		8,605.39
Ishares Tr Msci All Country	10/18/2011	02/01/2012	12,982	729,567.01	660,521.73	69,045.28		69,045.28
Ishares Tr Msci All Country	10/19/2011	02/01/2012	19,082	1,072,376.96	974,052.88	98,324.08		98,324.08
			53,064	2,982,109.36	2,629,585.41	352,523.95		352,523.95
JP Morgan Strategic Incm	02/01/2010	02/01/2012	174,368	1,999,950.05	2,027,915.76		-27,965.71	-27,965.71
JP Morgan Strategic Incm	02/01/2010	02/27/2012	83,584	967,011.18	972,084.24		-5,073.06	-5,073.06
			257,951	2,966,961.23	3,000,000.00		-33,038.77	-33,038.77

THE BATTEN FOUNDATION

TAX ID: 54-1451569

EXHIBIT B

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>
Kayne Anderson MLP	10/01/2010	02/01/2012	100	3,157.89	2,526.37		631.52	631.52
Kayne Anderson MLP	10/01/2010	02/01/2012	100	3,157.89	2,526.37		631.52	631.52
Kayne Anderson MLP	10/01/2010	02/01/2012	100	3,153.89	2,526.37		627.52	627.52
Kayne Anderson MLP	10/01/2010	02/01/2012	100	3,150.89	2,526.37		624.52	624.52
Kayne Anderson MLP	10/01/2010	02/01/2012	100	3,153.89	2,526.37		627.52	627.52
Kayne Anderson MLP	10/01/2010	02/01/2012	200	6,299.79	5,052.75		1,247.04	1,247.04
Kayne Anderson MLP	10/01/2010	02/01/2012	5,800	182,467.57	146,529.68		35,937.89	35,937.89
Kayne Anderson MLP	10/01/2010	02/01/2012	100	3,150.89	2,526.37		624.52	624.52
Kayne Anderson MLP	10/01/2010	02/01/2012	1,200	37,774.70	30,316.49		7,458.21	7,458.21
Kayne Anderson MLP	10/01/2010	02/01/2012	100	3,149.89	2,526.37		623.52	623.52
Kayne Anderson MLP	10/01/2010	02/01/2012	2,487	78,238.35	62,828.43		15,409.92	15,409.92
Kayne Anderson MLP	10/01/2010	02/01/2012	2,713	85,348.06	68,540.53		16,807.53	16,807.53
			5,200	163,586.41	131,368.96		32,217.45	32,217.45
Kayne Anderson MLP	10/01/2010	02/01/2012	100	3,145.99	-2,854.73		6,000.72	6,000.72
Kayne Anderson MLP	10/01/2010	02/01/2012	200	6,291.99	5,050.74		1,241.25	1,241.25
Kayne Anderson MLP	10/01/2010	02/01/2012	313	9,846.95	7,907.24		1,939.71	1,939.71
Kayne Anderson MLP	10/01/2010	02/01/2012	800	25,167.95	20,202.99		4,964.96	4,964.96
Kayne Anderson MLP	10/01/2010	02/01/2012	1,787	56,218.89	45,126.63		11,092.26	11,092.26
Kayne Anderson MLP	10/01/2010	02/01/2012	2,700	84,941.81	68,209.39		16,732.42	16,732.42
			5,900	185,613.58	143,642.26		41,971.32	41,971.32
			19,000	597,817.28	474,594.73		123,222.55	123,222.55

THE BATTEN FOUNDATION

TAX ID: 54-1451569

EXHIBIT B

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>
PIMCO Cmdb Real Return	11/15/2010	11/30/2011	57,137	446,762.56	500,000.00	-53,237.44		-53,237.44
PIMCO Commodities Plus I	11/15/2010	11/30/2011	42,013	481,414.55	500,000.00	-18,585.45		-18,585.45
PIMCO Total Return	12/23/2008	02/01/2012	89,928	999,950.05	902,886.72	97,063.33		97,063.33
Schwab Muni Money Fund	09/28/2009	02/06/2012	1,400,000	1,400,000.00	1,400,000.00	0.00		0.00
Schwab Muni Money Fund	10/15/2009	02/06/2012	1,179	1,178.51	1,178.51	0.00		0.00
			1,401,179	1,401,178.51	1,401,178.51	0.00		0.00
Vanguard Div Appreciation	02/01/2012	02/01/2012	19,187	1,086,773.66	982,877.14	103,896.52		103,896.52
Short Term Gains				4,586,296.68	4,142,423.06	443,873.62		
Long Term Gains				11,963,219.18	11,743,386.51		219,832.67	
Total (Sales)				16,549,515.86	15,885,809.57	443,873.62	219,832.67	663,706.29
Capital Gain Distributions								
<u>Description</u>	<u>Pav Date</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>				
Absolute Strategies Fund	12/13/2011		18,844.28	18,844.28				
JP Morgan Strategic Incm	12/15/2011	40,137.24	3,451.39	40,137.24				
JP Morgan Strategic Incm	12/15/2011	40,137.24	3,451.39	43,588.63				

Capital Gain Distributions

<u>Description</u>	<u>Pay Date</u>	<u>Short Term Gains</u>	<u>Long Term Gains</u>	<u>Total Gains</u>
Schwab Muni Money Fund	12/30/2011		56.05	56.05
Total (Distributions)		40,137.24	22,351.72	62,488.96
Total Gains		484,010.86	242,184.39	726,195.25

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OCM/GFI POWER OPP. FUND II	40.	0.	40.
SCHWAB 1916	369,454.	0.	369,454.
SCHWAB 1916: T/E INTEREST	344.	0.	344.
SCHWAB 2219	304,349.	0.	304,349.
SCHWAB 2219: T/E INTERE	19.	0.	19.
SFM CAPITAL MARKETS	431,339.	0.	431,339.
SFM CAPITAL MARKETS: T/E INTEREST	508.	0.	508.
TOTAL TO FM 990-PF, PART I, LN 4	1,106,053.	0.	1,106,053.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SFM CAPITAL MARKETS, LP	72.	72.	
SFM CAPITAL MARKETS, LP	1,188.	1,188.	
EXCISE TAX REFUND	15,798.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17,058.	1,260.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	7,565.	7,565.		0.
TO FORM 990-PF, PG 1, LN 16B	7,565.	7,565.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	21,459.	21,459.		0.	
EXCISE TAXES	121,906.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	143,365.	21,459.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE REGISTRATION FEES	25.	25.		0.	
SCHWAB MORRINGS MANAGEMENT FEE	80,712.	80,712.		0.	
BANK OF AMERICA - SERVICE CHARGE	243.	243.		0.	
OCM/GFI POWER OPPORTUNITIES FUND II	991.	991.		0.	
SFM CAPITAL MARKETS	159,059.	156,407.		0.	
ESTIMATED TAX PENALTY	892.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	241,922.	238,378.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
NON-TAXABLE ADJUSTMENT TO TAX BASIS	677,048.				
TOTAL TO FORM 990-PF, PART III, LINE 3	677,048.				

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US & STATE OBLIGATIONS	X		154,694.	169,393.
ACCRUED INTEREST	X		0.	1,801.
TOTAL U.S. GOVERNMENT OBLIGATIONS			154,694.	171,194.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			154,694.	171,194.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US & FOREIGN EQUITIES, MUNI BONDS & ACCRUED INTEREST	1,827,471.	2,048,961.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,827,471.	2,048,961.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,098,134.	1,247,803.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,098,134.	1,247,803.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABSOLUTE STRATEGIES FUND	FMV	1,556,612.	1,638,755.
EATON VANCE GLOBAL MACRO	FMV	468,208.	447,994.
JP MORGAN STRATEGIC INCOME	FMV	0.	0.
VANGUARD HIGH YIELD CORP	FMV	1,000,000.	1,010,277.
DOUBLELINE TOTAL RETURN	FMV	967,011.	961,800.

THE BATTEN FOUNDATION

54-1451569

PIMCO	FMV	1,396,848.	1,572,134.
OCM/GFI POWER OPPORTUNITIES	FMV	147,005.	84,100.
SFM CAPITAL MARKETS	FMV	7,353,588.	9,246,682.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,889,272.	14,961,742.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE BATTEN FOUNDATION	Employer identification number (EIN) or ☒ 54-1451569
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 3310	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NORFOLK, VA 23514	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **EDIE CRAWFORD**

Telephone No. ► **757 625-7670**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 ____ or

► ☒ tax year beginning 07/01, 20 11, and ending 06/30, 20 12.

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	79,906.00
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	79,906.00
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.