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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation AIMEE & FRANK BATTEN, JR. FOUNDATION		A Employer identification number 54-1879266
Number and street (or P.O. box number if mail is not delivered to street address) 150 GRANBY STREET		B Telephone number (757) 351-8800
City or town, state, and ZIP code NORFOLK, VA 23510		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 48,916,988. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		30,330.	30,330.		STATEMENT 1
4 Dividends and interest from securities		420,135.	420,135.		STATEMENT 2
5a Gross rents		1,925.	1,925.		STATEMENT 3
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,065,193.			
b Gross sales price for all assets on line 6a		7,390,892.			
7 Capital gain net income (from Part IV, line 2)			2,065,193.		
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)		8,411.	-55,420.		STATEMENT 4
11 Other income		2,525,994.	2,462,163.		
12 Total. Add lines 1 through 11		0.	0.		0.
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 5		100.	100.		0.
b Accounting fees STMT 6		6,100.	6,100.		0.
c Other professional fees STMT 7		230,321.	230,321.		0.
17 Interest		48,052.	48,052.		0.
18 Taxes STMT 8		41,548.	7,260.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 9		1,741.	1,741.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		327,862.	293,574.		0.
25 Contributions, gifts, grants paid		6,303,150.			6,303,150.
26 Total expenses and disbursements. Add lines 24 and 25		6,631,012.	293,574.		6,303,150.
27 Subtract line 26 from line 12		-4,105,018.			
a Excess of revenue over expenses and disbursements			2,168,589.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	16,038.	1,491,532.	1,491,532.	
	2 Savings and temporary cash investments	1,952,682.	16,762,622.	16,762,622.	
	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				
	b Investments - corporate stock	STMT 11 20,942,577.	23,503,606.	30,662,834.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 12 23,160,752.	0.	0.	
	14 Land, buildings, and equipment basis				
	Less: accumulated depreciation				
	15 Other assets (describe)				
	16 Total assets (to be completed by all filers)	46,072,049.	41,757,760.	48,916,988.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	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	46,072,049.	41,757,760.	STATEMENT 10	
30 Total net assets or fund balances	46,072,049.	41,757,760.			
31 Total liabilities and net assets/fund balances	46,072,049.	41,757,760.			

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	46,072,049.
2 Enter amount from Part I, line 27a	2	-4,105,018.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	41,967,031.
5 Decreases not included in line 2 (itemize) NON-TAXABLE ADJUSTMENT TO TAX BASIS	5	209,271.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,757,760.

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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 STATEMENTS			
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 7,390,892.		5,408,667.	2,065,193.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			2,065,193.

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** 2,065,193.

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 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))
2011	7,569,900.	52,278,812.	.144799
2010	6,645,500.	53,801,079.	.123520
2009	4,330,800.	56,715,280.	.076360
2008	2,631,768.	29,685,409.	.088655
2007	7,521,414.	38,264,878.	.196562

2 Total of line 1, column (d) **2** .629896

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** .125979

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 47,124,695.

5 Multiply line 4 by line 3 **5** 5,936,722.

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 21,686.

7 Add lines 5 and 6 **7** 5,958,408.

8 Enter qualifying distributions from Part XII, line 4 **8** 6,303,150.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	21,686.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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	21,686.
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	21,686.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	43,760.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments	6c	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6d	
b	Exempt foreign organizations - tax withheld at source	7	43,760.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	
7	Total credits and payments. Add lines 6a through 6d	10	22,074.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be credited to 2013 estimated tax 22,074. Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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?

b 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.

c Did the foundation file Form 1120-POL for this year?

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.

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.

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

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?

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.

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

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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 FRANK BATTEN, JR. Telephone no 757-351-8800 Located at 150 GRANBY STREET, NORFOLK, VA ZIP+4 23510			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, 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 N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2012? N/A	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A		
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. N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) 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 2012?	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

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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
FRANK BATTEN, JR 150 GRANBY STREET NORFOLK, VA 23510	PRES., SEC.,	TREAS.,		
	2.00	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 NONE	
	0.
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 NONE	
	0.
2	
All other program-related investments See instructions	
3 NONE	
	0.
	0.
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	41,062,307.
b	Average of monthly cash balances	1b	6,780,023.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	47,842,330.
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	47,842,330.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	717,635.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,124,695.
6	Minimum investment return. Enter 5% of line 5	6	2,356,235.

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	2,356,235.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,686.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	7,136.
c	Add lines 2a and 2b	2c	28,822.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,327,413.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,327,413.
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	2,327,413.

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	6,303,150.
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	6,303,150.
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	21,686.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,281,464.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,327,413.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	5,685,342.			
b From 2008	1,149,852.			
c From 2009	1,503,805.			
d From 2010	3,958,597.			
e From 2011	4,999,687.			
f Total of lines 3a through e	17,297,283.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	6,303,150.			
a Applied to 2011, 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 2012 distributable amount				2,327,413.
e Remaining amount distributed out of corpus	3,975,737.			
5 Excess distributions carryover applied to 2012 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,273,020.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	5,685,342.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	15,587,678.			
10 Analysis of line 9.				
a Excess from 2008	1,149,852.			
b Excess from 2009	1,503,805.			
c Excess from 2010	3,958,597.			
d Excess from 2011	4,999,687.			
e Excess from 2012	3,975,737.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
VARIOUS - SEE ATTACHED				6,303,150.
Total			3a	6,303,150.
b Approved for future payment				
NONE				
Total			3b	0.

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			14	30,330.	
4	Dividends and interest from securities			14	420,135.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	1,925.	
6	Net rental income or (loss) from personal property					
7	Other investment income			14	1.	
8	Gain or (loss) from sales of assets other than inventory			18	2,065,193.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	SEE STATEMENT 13		44,359.		-35,949.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		44,359.		2,481,635.	0.
13	Total. Add line 12, columns (b), (d), and (e)					2,525,994.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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	TOTAL CAPITAL GAIN DISTRIBUTIONS - ML XXX08	P	VARIOUS	12/31/12
b	SEE EXHIBIT A	P	VARIOUS	12/31/12
c	SEE EXHIBIT A	P	VARIOUS	12/31/12
d	SEE EXHIBIT A	P	VARIOUS	12/31/12
e	HELLENIC EXCHANGES HOLDING SA - RETURN OF PRINCIP	P	VARIOUS	12/31/12
f	ICAHN ENTERPRISES LP - CASH IN LIEU	P	VARIOUS	11/30/12
g	SEARS HOMETOWN & OUTLET - CASH IN LIEU	P	VARIOUS	10/11/12
h	TOTAL CAPITAL GAIN DISTRIBUTIONS - ML XXX07	P	VARIOUS	12/31/12
i	SEE EXHIBIT B	P	VARIOUS	12/31/12
j	ORCHARD SUPPLY HARDWARE - CASH IN LIEU	P	01/13/12	01/13/12
k	ROUSE PROPERTIES INC SHS - CASH IN LIEU	P	01/30/12	01/30/12
l	TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHI	P	VARIOUS	12/31/12
m	TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP	P	VARIOUS	12/31/12
n	TOTAL PARTNERSHIP NET SECTION 1231 GAIN/(LOSS)	P	VARIOUS	12/31/12
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			6,618.
b	1,354,306.	1,377,305.	-22,999.
c	4,691,939.	2,646,945.	2,044,994.
d	334,798.	208,976.	125,822.
e	5,868.		5,868.
f	37.		37.
g	1.		1.
h			1,401.
i	1,003,933.	1,175,441.	-171,508.
j	5.		5.
k	5.		5.
l			-27,789.
m			102,636.
n			102.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			6,618.
b			-22,999.
c			2,044,994.
d			125,822.
e			5,868.
f			37.
g			1.
h			1,401.
i			-171,508.
j			5.
k			5.
l			-27,789.
m			102,636.
n			102.
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	2,065,193.
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

TAXPAYER: AIMEE & FRANK BATTEN, JR. FOUNDATION
TAXPAYER ID: 54-1879266
EXHIBIT A

Type of Gain/Loss: Short Term (Line 1c)

Short-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part I, with Box A checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP	Quantity / face value (Line 1e)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Original cost basis (\$)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
AIR LEASE CORP Symbol: AL CUSIP: 00912X302									
Sell	5,920.0000	10/26/11	04/18/12		143,167.85	131,838.40			11,329.45
Sell	5,441.0000	11/11/11	04/18/12		131,583.83	125,590.25			5,993.58
Sell	489.0000	12/09/11	04/18/12		11,825.86	11,359.13			466.73
Sell	4,680.0000	12/09/11	05/01/12		109,491.77	108,713.12			778.65
Sub Total	16,530.0000				396,069.31	377,500.90			18,568.41
CONTINENTAL RESOURCES INC (OKLA) Symbol: CLR CUSIP: 212015101									
Sell	2,073.0000	07/27/11	06/06/12		149,565.07	143,083.64			6,481.43
Sell	373.0000	08/02/11	06/06/12		26,911.61	24,918.75			1,992.86
Sub Total	2,446.0000				176,476.68	168,002.39			8,474.29

TAXPAYER: AIMEE & FRANK BATTEN, JR. FOUNDATION

TAXPAYER ID: 54-1879266

EXHIBIT A

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part I, with Box A checked. (continued)

In this subsection Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
LENNAR CORP *RECLASSIFICATION AS									
OF 4/03*									
Symbol: LEN									
CUSIP: 526057104									
Sell	2,686 0000		01/04/12	12/05/12	98,654.84	53,704.15			44,950.69
Sell	3,815.0000		01/04/12	12/11/12	138,893.28	76,277.49			62,615.79
Sell	397 0000		04/11/12	12/11/12	14,453.64	10,305.33			4,148.31
Sub Total	6,898.0000				252,001.76	140,286.97			111,714.79
LIVE NATION ENTERTAINMENT INC									
Symbol: LYV									
CUSIP: 538034109									
Sell	12,686 0000		05/11/11	04/24/12	108,092.44	135,171.86			(27,079.42)
Sell	17,881 0000		06/15/11	04/24/12	152,357.01	194,028.52			(41,671.51)
Sub Total	30,567.0000				260,449.45	329,200.38			(68,750.93)
MSC INDL DIRECT CO INC									
Symbol: MSM									
CUSIP: 553530106									
Sell	1,759.0000		01/05/12	11/06/12	127,156.63	127,964.61			(807.98)
RTS LIBERTY VENTURES EXP 10/09/12									
CUSIP: 53071M112									
Sell	201.3551		04/25/12	10/10/12	0.00	2,613.23			(2,613.23)
SEARS CANADA INC CANADA ORD									
Symbol: SEARF									
CUSIP: 81234D109									
Cash in Lieu	0.1292		10/31/12	11/13/12	1.49	1.51			(0.02)
TOURMALINE OIL CORP CAD									
Symbol: TRMLF									
CUSIP: 89156V106									
Sell	3,708 0000		07/20/11	06/05/12	84,281.32	136,769.58			(52,488.26)
Sell	2,546 0000		08/02/11	06/05/12	57,869.54	94,965.80			(37,096.26)
Sub Total	6,254.0000				142,150.86	231,735.38			(89,584.52)
Short-term total									
Box A, Part I	64,655.4843				\$1,354,306.18	\$1,377,305.37			\$(22,999.19)

TAXPAYER: AIMEE & FRANK BATTEN, JR. FOUNDATION

TAXPAYER ID: 54-1879266

EXHIBIT A

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Type of Gain/Loss: Long Term (Line 1c)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS, Report on Form 8949, Part II, with **Box B** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
AUTOZONE INC									
Symbol: AZO									
CUSIP: 053332102									
Sell	335.0000		04/21/10	04/17/12	127,420.01	60,080.91			67,339.10
Sell	319.0000		04/21/10	04/25/12	122,056.23	57,211.37			64,844.86
Sell	90.0000		04/27/10	04/25/12	34,435.93	16,543.01			17,892.92
Sell	361.0000		04/27/10	06/01/12	136,183.02	66,355.84			69,827.18
Sell	92.0000		04/27/10	06/28/12	32,626.04	16,910.63			15,715.41
Sell	466.0000		04/28/10	06/28/12	165,257.97	84,259.46			80,998.51
Sell	288.0000		04/28/10	07/05/12	105,788.66	52,074.52			53,714.14
Sell	97.0000		05/07/10	07/05/12	35,630.21	17,247.96			18,382.25
Sell	410.0000		05/07/10	07/31/12	154,345.35	72,903.74			81,441.61
Sell	16.0000		05/07/10	08/08/12	5,850.27	2,845.02			3,005.25
Sell	308.0000		05/19/10	08/08/12	112,617.67	56,625.67			55,992.00
Sell	182.0000		05/19/10	08/14/12	65,178.20	33,460.63			31,717.57
Sell	198.0000		05/25/10	08/14/12	70,908.15	37,778.99			33,129.16
Sell	186.0000		05/25/10	09/11/12	68,716.16	35,489.36			33,226.80
Sell	220.0000		06/01/10	09/11/12	81,277.18	42,480.53			38,796.65
Sell	409.0000		06/01/10	10/24/12	150,193.89	78,975.16			71,218.73
Sub Total	3,977.0000				1,468,484.94	731,242.80			737,242.14
CENOVUS ENERGY INC CAD									
Symbol: CVE									
CUSIP: 15135U109									
Sell	3,191.0000		02/19/09	06/19/12	105,629.94	61,647.87			43,982.07
EW SCRIPPS CO CL A									
Symbol: SSP									
CUSIP: 811054402									
Sell	8,050.0000		04/01/09	05/04/12	69,979.50	12,920.25			57,059.25
Sell	42,834.0000		04/02/09	05/04/12	372,360.47	76,612.89			295,747.58
Sub Total	50,884.0000				442,339.97	89,533.14			352,806.83

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Long-term transactions reported on Form 1099-B - basis Not reported to the IRS; Report on Form 8949, Part II, with Box B checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
FOREST CITY ENTERPRISES INC CL A Symbol: FCE A CUSIP: 345550107									
Sell	9,555,0000		11/10/10	05/15/12	142,738.95	147,077.25			(4,338.30)
GENERAL GROWTH PPTYS INC NEW COM Symbol GGP CUSIP: 370023103									
Sell	7,924,0000		06/30/10	04/23/12	135,654.25	106,950.23			28,704.02
Sell	1,971,0000		07/14/10	04/23/12	33,742.37	27,832.69			5,909.68
Sell	4,058,0000		07/14/10	06/12/12	68,514.36	57,303.42			11,210.94
Sell	3,315,0000		07/20/10	06/12/12	55,969.72	44,708.74			11,260.98
Sell	4,337,0000		07/20/10	07/24/12	74,075.25	58,492.25			15,583.00
Sell	4,574,0000		08/05/10	07/24/12	78,123.17	65,126.90			12,996.27
Sub Total	26,179,0000				446,079.12	360,414.23			85,664.89
GREENLIGHT CAPITAL RE LTD CL A ORO Symbol GLRE CUSIP: G40951109									
Sell	5,426,0000		08/20/09	05/04/12	135,391.94	100,378.83			35,013.11
Sell	2,734,0000		11/09/09	05/04/12	68,219.97	62,933.67			5,286.30
Sell	2,001,0000		11/09/09	07/03/12	51,216.44	46,060.82			5,155.62
Sell	2,726,0000		11/10/09	07/03/12	69,773.13	62,581.60			7,191.53
Sell	5,814,0000		11/10/09	07/05/12	147,403.68	133,473.74			13,929.94
Sub Total	18,701,0000				472,005.16	405,428.66			66,576.50
ICAHN ENTERPRISES LP DEP UNITS REPRNTG LTD PARTNERSHIP INTS Symbol: IEP CUSIP: 451100101									
Cash in Lieu	0.2322		08/13/07	03/30/12	9.26	26.37			(17.11)
Cash in Lieu	0.1279		08/13/07	05/31/12	5.97	14.40			(8.43)
Cash in Lieu	0.3492		08/13/07	08/31/12	13.91	39.20			(25.29)
Sub Total	0.7093				29.14	79.97			(50.83)

TAXPAYER: AIMEE & FRANK BATTEN, JR. FOUNDATION
TAXPAYER ID: 54-1879266
EXHIBIT A

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part II, with **Box B** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8)	Quantity / face value (Line 1e)	Original cost basis (S)	Date acquired (Line 1b)	Date sale / exchange (Line 1a)	Sale amount (Line 2a) (S)	Cost or other basis (Line 3) (S)	Wash sale loss disallowed (Line 5) (S)	Federal income tax withheld (Line 4) (S)	Gain/loss (S)
LIBERTY VENTURES SER A									
Symbol: LVNTA									
CUSIP: 53071M880									
Cash in Lieu	0.2000		07/01/10	08/10/12	8.76	5.04			3.72
LINK REIT ESTATE INVEST TRUST UNITS									
HKD									
Symbol: LKREF									
CUSIP: Y5281M111									
Sell	82,500.0000		05/15/07	10/17/12	391,140.23	188,784.75			202,355.48
Sell	28,500.0000		05/15/07	12/19/12	145,278.75	65,216.55			80,062.20
Sub Total	111,000.0000				536,418.98	254,001.30			282,417.68
MASTERCARD INC CL A									
Symbol: MA									
CUSIP: 57636Q104									
Sell	228.0000		07/17/08	07/03/12	100,762.69	64,925.69			35,837.00
Sell	363.0000		07/17/08	07/17/12	156,293.65	103,368.53			52,925.12
Sell	284.0000		07/17/08	07/25/12	115,789.02	80,872.35			34,916.67
Sell	65.0000		07/17/08	09/25/12	29,553.93	18,509.52			11,044.41
Sell	750.0000		02/19/09	09/25/12	341,006.85	118,623.08			222,383.77
Sub Total	1,690.0000				743,406.14	386,299.17			357,106.97
OSAKA SECURITIES EXCHANGE CO JPY									
CUSIP: J6254G104									
Sell	30.0000		09/22/06	05/07/12	169,974.93	109,987.50			59,987.43
Tender	27.0000		09/22/06	09/05/12	164,822.58	98,988.75			65,833.83
Sub Total	57.0000				334,797.51	208,976.25			125,821.26
RTS LIBERTY VENTURES EXP 10/09/12									
CUSIP: 53071M112									
Sell	164.9861		07/01/10	10/10/12	0.00	1,190.85			(1,190.85)
Sell	144.6588		07/08/10	10/10/12	0.00	1,048.28			(1,048.28)
Sub Total	309.6449				0.00	2,239.13			(2,239.13)
Long-term total									
Box B, Part II	225,544.5542				\$4,691,938.61	\$2,646,944.81			\$2,044,993.80

TAXPAYER: AIMEE & FRANK BATTEN, JR. FOUNDATION

TAXPAYER ID: 54-1879266

EXHIBIT A

Type of Gain/Loss: Long Term (Line 1c)

Long-term transactions which are Not reported on Form 1099-B; Report on Form 8949, Part II, Box C checked

This section includes securities held for more than one year.

Security description (Line 8)		Quantity / Symbol / CUSIP	Date of sale / exchange (Line 1a)	Date acquired (Line 1b)	Original cost basis (\$)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
Symbol	Activity type									
JAPAN EXCHANGE GROUP INC JPY										
Symbol OSCUF										
CUSIP: J27408106										
Sell		30.0000		09/22/06		169,974.93	109,987.50			59,987.43
Sell		27.0000		09/22/06		164,822.58	98,988.75			65,833.83
Sub Total		57.0000				334,797.51	208,976.25			125,821.26
Long-term total										
Box C, Part II		57.0000				\$334,797.51	\$208,976.25			\$125,821.26

TAXPAYER: AIMEE & FRANK BATTEN, JR. FOUNDATION
TAXPAYER ID: 54-1879266
EXHIBIT B

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
PIMCO INCOME STRATEGY								
		CUSIP Number	72201J104					
17704.0000	Sale	04/21/09	02/07/12	174,209.32	95,596.29	0.00	78,613.03	
6511.0000	Sale	04/22/09	02/07/12	64,088.96	35,679.63	0.00	28,389.33	
7599.0000	Sale	04/22/09	02/16/12	74,300.92	41,641.76	0.00	32,659.16	
10604.0000	Sale	04/30/10	02/16/12	103,682.99	89,603.80	0.00	14,079.19	
	Security Subtotal			416,262.19	262,521.48	0.00	153,740.71	
GENERAL GROWTH PROPERTIES								
		CUSIP Number	370023103					
7518.0000	Sale	06/30/10	02/21/12	123,908.69	101,470.44	0.00	22,438.25	
LIBERTY MEDIA CORP								
		CUSIP Number	530322106					
2500.0000	Sale	05/26/10	01/31/12	203,593.83	102,942.25	0.00	100,651.58	
343.0000	Sale	06/01/10	01/31/12	27,933.08	14,732.60	0.00	13,200.48	
	Security Subtotal			231,526.91	117,674.85	0.00	113,852.06	
SEARS HOLDINGS CORP								
		CUSIP Number	812350106					
1987.0000	Sale	09/20/06	01/10/12	60,270.11	311,085.95	0.00	(250,815.84)	
4023.0000	Sale	06/25/10	01/10/12	122,026.51	280,624.96	0.00	(158,598.45)	
1646.0000	Sale	07/01/10	01/10/12	49,926.84	102,058.15	0.00	(52,131.31)	
	Security Subtotal			232,223.46	693,769.06	0.00	(461,545.60)	

TAXPAYER: AIMEE & FRANK BATTEN, JR. FOUNDATION

TAXPAYER ID: 54-1879266

EXHIBIT B

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
WPX ENERGY INC	Cash/Lieu	CUSIP Number 02/19/09	98212B103 01/13/12	11.39	4.94	0.00	6.45	
Noncovered Long Term Capital Gains and Losses Subtotal				1,003,932.64	1,175,440.77	0.00	(171,508.13)	
NET LONG TERM CAPITAL GAINS AND LOSSES				1,003,932.64	1,175,440.77	0.00	(171,508.13)	

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 ☒ **X**
- 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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. AIMEE & FRANK BATTEN, JR. FOUNDATION	Employer identification number (EIN) or 54-1879266
	Number, street, and room or suite no. If a P.O. box, see instructions. 150 GRANBY STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NORFOLK, VA 23510	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

FRANK BATTEN, JR.

- The books are in the care of ► **150 GRANBY STREET - NORFOLK, VA 23510**

Telephone No. ► **757-351-8800**

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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending .

- 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	\$	21,685.
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	\$	21,685.
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.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

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 AIMEE & FRANK BATTEN, JR. FOUNDATION
	Employer identification number (EIN) or 54-1879266
	Number, street, and room or suite no. If a P.O. box, see instructions. 150 GRANBY STREET
	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NORFOLK, VA 23510

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

FRANK BATTEN, JR.

• The books are in the care of **150 GRANBY STREET - NORFOLK, VA 23510**

Telephone No. **757-351-8800**

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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning ☐, and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a 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.	8a	\$	21,685.
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 and any amount paid previously with Form 8868.	8b	\$	21,685.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title **DIRECTOR**

Date ☐

Form 8868 (Rev. 1-2013)

Aimee & Frank Batten, Jr. Foundation
Form 990-PF, Page 1, Part I, #25
Statement A
2012 Contributions, Gifts, Grants Paid

Date	Description	Amount
03/18/12	Scriptures in Use	\$100,000
03/18/12	The God's Story Project	\$100,000
03/18/12	Wycliffe Bible Translators	\$2,500,000
03/18/12	Hosanna/Faith Comes by Hearing	\$250,000
03/18/12	MAP International	\$50,000
01/25/12	Medical Teams International	\$250,000
10/26/12	Medical Teams International	\$30,000
03/18/12	All India Mission	\$50,000
03/18/12	Physicians for Peace	\$25,000
03/18/12	ECHO	\$50,000
03/18/12	Medical Ambassadors International	\$250,000
10/08/12	United Way of South Hampton Roads	\$55,000
03/18/12	Disciple Nations Alliance	\$50,000
08/15/12	Disciple Nations Alliance	\$50,000
03/18/12	Opportunity International	\$25,000
03/18/12	Hope International	\$25,000
05/04/12	Regent University	\$100,000
03/27/12	Salvation Army	\$50,000
09/17/12	Salvation Army	\$15,000
03/18/12	Prison Fellowship	\$50,000
03/18/12	Crisis Pregnancy Center of Tidewater	\$60,000
06/29/12	Americans United for Life	\$200,000
03/18/12	EquiKlds	\$100,000
08/17/12	Orphan Network	\$25,000
03/18/12	Institute for Global Engagement	\$50,000
10/08/12	Becket Fund for Religious Liberty	\$52,250
06/05/12	Becket Fund for Religious Liberty	\$180,000
08/15/12	Fear2Freedom	\$15,000
03/18/12	Bearers of Light Ministries	\$15,000
03/18/12	Norfolk Christian Schools	\$350,000
08/17/12	Norfolk Christian Schools	\$300,000
05/04/12	UVA Darden School Foundation	\$25,000
05/04/12	Saint Paul's College	\$50,000
03/18/12	Columbia International University	\$50,000
09/19/12	EVMS Foundation	\$10,000
04/16/12	Virginia Wesleyan College	\$20,000
03/18/12	Virginia Symphony	\$2,500
03/18/12	Norfolk Botanical Garden Society	\$5,000
03/18/12	Chrysler Museum	\$5,000
03/18/12	Philanthropy Roundtable	\$5,000
09/17/12	The Boston Foundation	\$5,000
09/17/12	Elizabeth River Project	\$25,000
03/27/12	Tabernacle Church of Norfolk	\$70,000
06/05/12	Tabernacle Church of Norfolk	\$72,000
08/15/12	Tabernacle Church of Norfolk	\$60,000
11/18/12	Tabernacle Church of Norfolk	\$108,400
04/16/12	Tabernacle Church of Norfolk	\$3,000
01/25/12	Crossroads Church	\$80,000
03/18/12	SAT-7	\$50,000
11/20/12	Frontiers	\$36,000
03/18/12	World Mission Prayer League	\$50,000
03/27/12	Urban Discovery Ministries	\$25,000
03/18/12	Campus Crusade	\$29,000
09/19/12	Eleazar Wheelock Society	\$25,000
09/17/12	Young Life	\$25,000
03/27/12	InterVarsity Christian Fellowship	\$45,000
Total 2012 Contributions		<u>6,303,150</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FLOWTHROUGH INTEREST FROM PARTNERSHIP	29,325.
MERRILL LYNCH XXX07	409.
MERRILL LYNCH XXX24	596.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	30,330.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FLOWTHROUGH DIVIDENDS FROM PARTNERSHIP	7,782.	0.	7,782.
MERRILL LYNCH XXX07	41,921.	0.	41,921.
UBS VU XXX07	2,697.	0.	2,697.
UBS VU XXX08	367,735.	0.	367,735.
TOTAL TO FM 990-PF, PART I, LN 4	420,135.	0.	420,135.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FLOWTHROUGH RENTAL INCOME FROM PARTNERSHIP	1	1,925.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,925.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - KKR & CO LP	1.	1.	
FROM K-1 - KKR & CO LP - PARTNERSHIP UBTI	854.	0.	
FROM K-1 - ICAHN ENTERPRISES LP - PARTNERSHIP UBTI	3,825.	0.	

FROM K-1 - ICAHN ENTERPRISES LP C/O DOMINION ENTERPRISES - PARTNERSHIP UBTI	39,632.	0.
FROM K-1 - BLACKSTONE - PARTNERSHIP UBTI	23.	0.
FROM K-1 - BLACKSTONE C/O DOMINION ENTERPRISES - PARTNERSHIP UBTI	25.	0.
FROM K-1 - KKR & CO LP - OTHER INCOME	-1,112.	-1,112.
FROM K-1 - ICAHN ENTERPRISES LP - OTHER INCOME	-4,214.	-4,214.
FROM K-1 - ICAHN ENTERPRISES LP C/O DOMINION ENTERPRISES - OTHER INCOME	-50,897.	-50,897.
FROM K-1 - BLACKSTONE - OTHER INCOME	379.	379.
FROM K-1 - BLACKSTONE C/O DOMINION ENTERPRISES - OTHER INCOME	423.	423.
EXCISE TAX REFUND	19,472.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	8,411.	-55,420.

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILCOX & SAVAGE	100.	100.		0.
TO FM 990-PF, PG 1, LN 16A	100.	100.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROSELINE TAX ADVISORS	6,100.	6,100.		0.
TO FORM 990-PF, PG 1, LN 16B	6,100.	6,100.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	222,821.	222,821.		0.	
ADMINISTRATIVE FEES	7,500.	7,500.		0.	
TO FORM 990-PF, PG 1, LN 16C	230,321.	230,321.		0.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	7,260.	7,260.		0.	
EXCISE TAXES	34,288.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	41,548.	7,260.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PASSTHROUGH EXPENSE FROM PARTNERSHIP	1,716.	1,716.		0.	
REGISTRATION FEE	25.	25.		0.	
TO FORM 990-PF, PG 1, LN 23	1,741.	1,741.		0.	

FORM 990-PF	OTHER FUNDS	STATEMENT	10
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR	
RE OR ACCUMULATED INCOME	46,072,049.	41,757,760.	
TOTAL TO FORM 990-PF, PART II, LINE 29	46,072,049.	41,757,760.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MERRILL LYNCH XXX07	0.	0.	
UBS VU XXX08	23,503,606.	30,662,834.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,503,606.	30,662,834.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INSTITUTIONAL FUND	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	OTHER REVENUE				STATEMENT 13
DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC-TION INCOME
FROM K-1 - KKR & CO LP - PARTNERSHIP UBTI	522100	854.			
FROM K-1 - ICAHN ENTERPRISES LP - PARTNERSHIP UBTI	522100	3,825.			
FROM K-1 - ICAHN ENTERPRISES LP C/O DOMINION ENTERPRISES -	522100	39,632.			

FROM K-1 - BLACKSTONE -	522100		
PARTNERSHIP UBTI		23.	
FROM K-1 - BLACKSTONE C/O	522100		
DOMINION ENTERPRISES -			
PARTNERSHIP UBTI		25.	
FROM K-1 - KKR & CO LP -			
OTHER INCOME		18	-1,112.
FROM K-1 - ICAHN			
ENTERPRISES LP - OTHER			
INCOME		18	-4,214.
FROM K-1 - ICAHN			
ENTERPRISES LP C/O			
DOMINION ENTERPRISES -		18	-50,897.
FROM K-1 - BLACKSTONE -			
OTHER INCOME		18	379.
FROM K-1 - BLACKSTONE C/O			
DOMINION ENTERPRISES -			
OTHER INCOME		18	423.
EXCISE TAX REFUND		01	19,472.
TOTAL TO FORM 990-PF, PG 12, LN 11	44,359.		-35,949.