Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 6/1/2012 **, and ending** 5/31/2013

Name of foundation: D BAKER AMES CHARITABLE FOUNDATION

A Employer identification number: 54-6034951

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

B Telephone number (see instructions): (804) 273-7577

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 749,145

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (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 ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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	14,134	14,134		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	33,138			
	b Gross sales price for all assets on line 6a 733,974				
	7 Capital gain net income (from Part IV, line 2)		33,138		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	47,272	47,272	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	19,470	9,735		9,735
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	199	199		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	851			851
	24 **Total operating and administrative expenses.** Add lines 13 through 23	20,520	9,934	0	10,586
	25 Contributions, gifts, grants paid	27,000			27,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	47,520	9,934	0	37,586
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-248			
	b **Net investment income** (if negative, enter -0-)		37,338		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	419		
	2	Savings and temporary cash investments	29,585	3,520	3,520
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	631,958	661,064	745,625
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	661,962	664,584	749,145
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	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	661,962	664,584	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	661,962	664,584	
	31	**Total liabilities and net assets/fund balances** (see instructions)	661,962	664,584	

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	661,962
2	Enter amount from Part I, line 27a	2	-248
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,870
4	Add lines 1, 2, and 3	4	664,584
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	664,584

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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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

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

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	33,138
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	39,720	707,507	0 056141
2010	37,876	721,532	0 052494
2009	36,223	688,506	0 052611
2008	31,377	648,775	0.048363
2007	42,890	800,814	0 053558

2 **Total** of line 1, column (d)	2	0 263167
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052633
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	722,976
5 Multiply line 4 by line 3	5	38,052
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	373
7 Add lines 5 and 6	7	38,425
8 Enter qualifying distributions from Part XII, line 4	8	37,586

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	747
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	747
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	747
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 304		
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	304
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	443
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (804) 273-7577

Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
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 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)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870*		**6b**	No: X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC P.O BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	12,470	NONE	NONE
BURKE W MARGULIES 222 CENTRAL PARK AVE VIRGINIA BEACH, \	CO-TRUSTEE VARIOUS	3,500	NONE	NONE
ARTHUR D. LILIES P O BOX 97 MATHEWS, VA 23109	CO-TRUSTEE VARIOUS	3,500	NONE	NONE

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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	701,835
b	Average of monthly cash balances		1b	32,151
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	733,986
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	733,986
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	11,010
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	722,976
6	**Minimum investment return.** Enter 5% of line 5		6	36,149

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	36,149
2a	Tax on investment income for 2012 from Part VI, line 5	2a	747		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	747
3	Distributable amount before adjustments Subtract line 2c from line 1			3	35,402
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	35,402
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	35,402

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	37,586
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	37,586
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	37,586

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					35,402
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years: 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	5,647				
b	From 2008					
c	From 2009	1,976				
d	From 2010	2,775				
e	From 2011	4,953				
f	**Total** of lines 3a through e		15,351			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 37,586					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					35,402
e	Remaining amount distributed out of corpus		2,184			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		17,535			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				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) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		5,647			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		11,888			
10	Analysis of line 9					
a	Excess from 2008					
b	Excess from 2009	1,976				
c	Excess from 2010	2,775				
d	Excess from 2011	4,953				
e	Excess from 2012	2,184				

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

LISA CONRAD, C/O SUNTRUST BANK P O BOX 2600 NORFOLK, VA 23501 (757) 624-5534

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

LETTER TO THE TRUSTEES STATING FINANCIAL NEED OF THE APPLICANT

c Any submission deadlines

N/A

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

Document requests preference to financial need and/or superanuated employees of Ames & Brownley for basic needs

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	27,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	14,134	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	33,138	
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		47,272	0

13 **Total.** Add line 12, columns (b), (d), and (e) . 13 47,272

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

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

Barbara allred | 6/20/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
DONALD J ROMAN		6/20/2013	☒	P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶	13-4008324
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no	412-355-6000

6/20/2013 4.20 10 PM - 7027395 - 1264 - RIC - D BAKER AMES CHARITABLE FOUNDATION

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	1,748
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	733,974	700,836	33,138
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABERDEEN EQUITY LONG SH	003020336			2/28/2011		3/12/2012	507	509				0	-2
2	X	ABERDEEN EQUITY LONG SH	003020336			12/20/2011		3/12/2012	149	143				0	6
3	X	ABERDEEN EQUITY LONG SH	003020336			12/3/2009		3/12/2012	99	92				0	7
4	X	ABERDEEN EQUITY LONG SH	003020336			12/3/2009		5/31/2012	151	147				0	4
5	X	ABERDEEN EQUITY LONG SH	003020336			8/6/2012		11/19/2012	325	322				0	3
6	X	ADVISORS CAMBIAR SMALL C	0075W0593			5/31/2012		8/6/2012	3,089	3,030				0	59
7	X	ADVISORS CAMBIAR SMALL C	0075W0593			5/31/2012		11/19/2012	355	338				0	17
8	X	FEDERATED STRATEGIC VAL	314172560			3/12/2012		5/15/2012	3,698	3,736				0	-38
9	X	FEDERATED STRATEGIC VAL	314172560			3/12/2012		5/31/2012	6,482	6,618				0	-136
10	X	FEDERATED STRATEGIC VAL	314172560			3/12/2012		8/6/2012	3,337	3,162				0	175
11	X	FEDERATED STRATEGIC VAL	314172560			3/12/2012		11/19/2012	957	943				0	14
12	X	FEDERATED STRATEGIC VAL	314172560			2/28/2011		11/19/2012	16,435	15,038				0	1,397
13	X	FORUM ABSOLUTE STRATEG	34984T600			12/13/2011		3/12/2012	206	206				0	0
14	X	FORUM ABSOLUTE STRATEG	34984T600			2/28/2011		3/12/2012	9,167	9,034				0	133
15	X	FORUM ABSOLUTE STRATEG	34984T600			2/28/2011		5/15/2012	2,169	2,107				0	62
16	X	FORUM ABSOLUTE STRATEG	34984T600			2/28/2011		5/31/2012	12,649	12,299				0	350
17	X	FORUM ABSOLUTE STRATEG	34984T600			6/3/2008		5/31/2012	1,410	1,360				0	50
18	X	FORUM ABSOLUTE STRATEG	34984T600			8/6/2012		11/19/2012	301	302				0	-1
19	X	HARBOR CAP APPRECIATION	411511504			3/12/2012		5/15/2012	902	931				12	-17
20	X	HARBOR CAP APPRECIATION	411511504			3/12/2012		11/19/2012	13,032	13,456				0	-424
21	X	T ROWE PRICE INSTL LARGE	45775L408			3/12/2012		5/15/2012	905	935				30	0
22	X	T ROWE PRICE INSTL LARGE	45775L408			3/12/2012		11/19/2012	6,215	6,328				0	-113
23	X	T ROWE PRICE INSTL LARGE	45775L408			3/28/2012		11/19/2012	918	912				0	6
24	X	T ROWE PRICE INSTL LARGE	45775L408			8/6/2012		11/19/2012	581	580				0	1
25	X	T ROWE PRICE INSTL LARGE	45775L408			5/31/2012		11/19/2012	26,381	25,350				0	1,031
26	X	JANUS PERKINS SMALL CAP	47103C183			12/22/2011		3/12/2012	183	172				0	11
27	X	JANUS PERKINS SMALL CAP	47103C183			12/3/2009		5/31/2012	6,317	6,139				0	178
28	X	JANUS PERKINS SMALL CAP	47103C183			12/22/2011		5/31/2012	412	410				0	2
29	X	MANNING & NAPIER WORLD (	563821545			9/28/2010		3/12/2012	147	161				0	-14
30	X	MANNING & NAPIER WORLD (	563821545			12/15/2010		3/12/2012	494	550				0	-56
31	X	MANNING & NAPIER WORLD (	563821545			2/28/2011		3/12/2012	10,408	12,539				0	-2,131
32	X	PIMCO COMMODITY REALRT	722005667			12/9/2009		8/6/2012	142	167				0	-25
33	X	PIMCO COMMODITY REALRT	722005667			9/28/2010		8/6/2012	125	150				0	-25
34	X	PIMCO COMMODITY REALRT	722005667			12/7/2011		8/6/2012	256	284				0	-28
35	X	PIMCO COMMODITY REALRT	722005667			3/12/2012		8/6/2012	3,085	3,126				0	-41
36	X	PIMCO COMMODITY REALRT	722005667			5/15/2012		8/6/2012	623	583				0	40
37	X	PIMCO COMMODITY REALRT	722005667			5/31/2012		8/6/2012	149	134				0	15
38	X	PIMCO INVT GRADE CORP BD	722005816			2/28/2011		3/12/2012	2,525	2,501				0	24
39	X	PIMCO INVT GRADE CORP BD	722005816			12/8/2010		3/12/2012	204	200				0	4
40	X	PIMCO INVT GRADE CORP BD	722005816			12/8/2010		5/15/2012	2,038	1,968				0	70
41	X	PIMCO INVT GRADE CORP BD	722005816			12/8/2010		5/31/2012	1,075	1,038				0	37
42	X	PIMCO INVT GRADE CORP BD	722005816			12/7/2011		5/31/2012	1,088	1,037				0	51
43	X	PIMCO INVT GRADE CORP BD	722005816			5/26/2009		5/31/2012	11,833	11,023				0	810
44	X	PIMCO INVT GRADE CORP BD	722005816			8/6/2012		11/19/2012	147	144				0	3
45	X	PIMCO INVT GRADE CORP BD	722005816			5/26/2009		11/19/2012	565	501				0	64
46	X	PIMCO EMERGING LOCAL BD	72201F516			8/6/2012		11/19/2012	95	95				0	0
47	X	MANNING & NAPIER WORLD (	563821545			4/18/2011		3/12/2012	6,291	7,455				0	-1,164
48	X	MANNING & NAPIER WORLD (	563821545			12/3/2009		3/12/2012	6,588	7,024				0	-436
49	X	MANNING & NAPIER WORLD (	563821545			12/3/2009		8/6/2012	1,775	1,987				0	-212
50	X	NEUBERGER BERMAN HIGH I	64128K868			3/12/2012		5/15/2012	1,409	1,411				0	-2
51	X	NEUBERGER BERMAN HIGH I	64128K868			3/12/2012		5/31/2012	13,238	13,561				0	-323
52	X	NEUBERGER BERMAN HIGH I	64128K868			8/6/2012		11/19/2012	224	224				0	0
53	X	OPPENHEIMER DEVELOPING	683974505			2/28/2011		3/12/2012	371	384				0	-13
54	X	OPPENHEIMER DEVELOPING	683974505			2/28/2011		8/6/2012	1,109	1,178				0	-69
55	X	PIMCO LOW DURATION-I	693390304			2/28/2011		3/12/2012	967	967				0	0
56	X	PIMCO LOW DURATION-I	693390304			2/28/2011		5/15/2012	1,417	1,410				0	7
57	X	PIMCO LOW DURATION-I	693390304			2/28/2011		5/31/2012	7,147	7,113				0	34
58	X	PIMCO LOW DURATION-I	693390304			8/6/2012		11/19/2012	360	358				0	2
59	X	PIMCO FOREIGN BD US$ HED	693390882			3/12/2012		5/15/2012	1,099	1,091				0	8
60	X	PIMCO FOREIGN BD US$ HED	693390882			3/12/2012		5/31/2012	7,030	6,972				0	58
61	X	PIMCO FOREIGN BD US$ HED	693390882			3/12/2012		8/6/2012	13,837	13,437				0	400
62	X	PIMCO COMMODITY REALRT	722005667			8/27/2007		8/6/2012	1,863	3,783				0	-1,920
63	X	PIMCO COMMODITY REALRT	722005667			12/10/2008		8/6/2012	1,034	890				0	144
64	X	PIMCO COMMODITY REALRT	722005667			5/26/2009		8/6/2012	5,330	5,548				0	-218
65	X	PIMCO COMMODITY REALRT	722005667			12/3/2009		8/6/2012	2,280	2,830				0	-550
66	X	RIDGEWORTH FD-INTERMED	76628T702			8/27/2007		8/6/2012	26,131	24,482				0	1,649
67	X	RIDGEWORTH FD-INTERMED	76628T702			8/27/2007		11/19/2012	502	469				0	33
68	X	SCHRODER US SMALL/MID C	80809R204			2/28/2011		3/12/2012	416	413				0	3

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	1,748
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	733,974	700,836	33,138
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	SCHRODER US SMALL/MID C	80809R204			2/28/2011		8/6/2012	6,854	6,995				0	-141
70	X	SCHRODER US SMALL/MID C	80809R204			12/9/2011		8/6/2012	100	94				0	6
71	X	SCHRODER US SMALL/MID C	80809R204			5/31/2012		8/6/2012	3,423	3,297				0	126
72	X	RIDGEWORTH FD-MIDCAP VA	76628R615			5/26/2009		3/12/2012	6,701	4,684				0	2,017
73	X	RIDGEWORTH FD-MIDCAP VA	76628R615			12/15/2011		3/12/2012	691	596				0	95
74	X	RIDGEWORTH FD-LARGECAP	76628R672			3/12/2012		5/15/2012	457	476				19	0
75	X	RIDGEWORTH FD-LARGECAP	76628R672			3/12/2012		8/6/2012	3,724	3,752				0	-28
76	X	RIDGEWORTH FD-LARGECAP	76628R672			3/28/2012		8/6/2012	473	468				0	5
77	X	RIDGEWORTH FD-LARGECAP	76628R672			5/31/2012		8/6/2012	32,170	30,513				0	1,657
78	X	RIDGEWORTH FD-LARGECAP	76628R672			5/31/2012		11/19/2012	8,427	7,778				0	649
79	X	RIDGEWORTH FD-LARGECAP	76628R748			12/11/2008		3/12/2012	198	104				0	94
80	X	RIDGEWORTH FD-LARGECAP	76628R748			5/26/2009		3/12/2012	24,481	14,227				0	10,254
81	X	RIDGEWORTH FD-SHORT TEI	76628T611			3/12/2012		5/15/2012	1,565	1,565				0	0
82	X	RIDGEWORTH FD-SHORT TEI	76628T611			3/12/2012		5/31/2012	4,576	4,576				0	0
83	X	RIDGEWORTH FD-SHORT TEI	76628T611			8/27/2007		5/31/2012	6,045	5,924				0	121
84	X	RIDGEWORTH FD-SHORT TEI	76628T611			8/27/2007		8/6/2012	9,723	9,490				0	233
85	X	RIDGEWORTH FD-SHORT TEI	76628T611			8/27/2007		11/19/2012	14,019	13,683				0	336
86	X	RIDGEWORTH FD-SEIX FLT H	76628T678			8/27/2007		3/12/2012	16,955	18,360				0	-1,405
87	X	RIDGEWORTH FD-SEIX FLT H	76628T678			12/11/2007		3/12/2012	33	36				0	-3
88	X	RIDGEWORTH FD-SEIX FLT H	76628T678			2/28/2011		3/12/2012	15,577	16,001				0	-424
89	X	RIDGEWORTH FD-SEIX FLT H	76628T678			9/28/2010		5/15/2012	744	737				0	7
90	X	RIDGEWORTH FD-SEIX FLT H	76628T678			2/28/2011		5/15/2012	81	83				0	-2
91	X	RIDGEWORTH FD-SEIX FLT H	76628T678			12/3/2009		5/15/2012	80	77				0	3
92	X	RIDGEWORTH FD-SEIX FLT H	76628T678			12/3/2009		5/31/2012	1,083	1,052				0	31
93	X	RIDGEWORTH FD-SEIX FLT H	76628T678			5/26/2009		5/31/2012	5,698	5,138				0	560
94	X	RIDGEWORTH FD-SEIX FLT H	76628T678			5/26/2009		8/6/2012	10,224	9,125				0	1,099
95	X	RIDGEWORTH FD-INTERMEDI	76628T702			12/15/2011		3/12/2012	3,484	3,470				0	14
96	X	RIDGEWORTH FD-INTERMEDI	76628T702			8/27/2007		3/12/2012	11,937	11,323				0	614
97	X	RIDGEWORTH FD-INTERMEDI	76628T702			8/27/2007		5/15/2012	4,692	4,421				0	271
98	X	RIDGEWORTH FD-INTERMEDI	76628T702			8/27/2007		5/31/2012	28,377	26,687				0	1,690
99	X	SENTINEL SMALL CO-I	81728B825			12/22/2011		3/12/2012	1,357	1,245				0	112
100	X	SENTINEL SMALL CO-I	81728B825			12/3/2009		3/12/2012	402	300				0	102
101	X	SENTINEL SMALL CO-I	81728B825			12/3/2009		5/15/2012	108	83				0	25
102	X	SENTINEL SMALL CO-I	81728B825			12/3/2009		9/4/2012	13,950	10,545				0	3,405
103	X	SENTINEL SMALL CO-I	81728B825			8/23/2012		9/4/2012	1	1				0	0
104	X	TEMPLETON GLOBAL BD-ADV	880208400			9/28/2010		3/12/2012	37,194	38,462				0	-1,268
105	X	TEMPLETON GLOBAL BD-ADV	880208400			9/28/2010		5/31/2012	9,012	10,017				14	-991
106	X	TEMPLETON GLOBAL BD-ADV	880208400			2/28/2011		5/31/2012	801	884				0	-83
107	X	TEMPLETON GLOBAL BD-ADV	880208400			2/28/2011		8/6/2012	10,268	10,541				0	-273
108	X	TEMPLETON GLOBAL BD-ADV	880208400			12/15/2011		8/6/2012	374	347				0	27
109	X	TEMPLETON GLOBAL BD-ADV	880208400			9/12/2010		8/6/2012	131	139				0	-8
110	X	ADVISORS CAMBIAR SMALL C	0075W0593			12/13/2012		3/11/2013	1,650	1,370					280
111	X	DOUBLELINE TOTAL RETURN	258620103			11/19/2012		3/11/2013	3,741	3,764					-23
112	X	FEDERATED STRATEGIC VAL	314172560			12/5/2012		3/11/2013	29	28					1
113	X	FEDERATED STRATEGIC VAL	314172560			2/28/2011		3/11/2013	22,395	19,244					3,151
114	X	HARBOR CAP APPRECIATION	411511504			3/28/2012		3/11/2013	70,414	65,439					4,975
115	X	MANNING & NAPIER WORLD C	563821545			12/3/2009		3/11/2013	2,719	2,673					46
116	X	NEUBERGER BERMAN HIGH I	64128K868			12/20/2012		3/11/2013	9,879	9,687					192
117	X	PIMCO LOW DURATION-I	693390304			2/28/2011		3/11/2013	20,240	29,551					-9,311
118	X	PIMCO LOW DURATION-I	693390304			8/6/2012		3/11/2013	403	406					-3
119	X	PIMCO INVT GRADE CORP BD	722005816			12/12/2012		3/11/2013	415	418					-3
120	X	PIMCO INVT GRADE CORP BD	722005816			5/26/2009		3/11/2013	5,244	4,762					482
121	X	RIDGEWORTH FD- LARGECAP	76628R672			5/31/2012		3/11/2013	19,340	15,664					3,676
122	X	RIDGEWORTH FD- LARGECAP	76628R672			5/26/2009		3/11/2013	22,982	13,411					9,571
123	X	T ROWE PRICE DIVRSFD SMA	779917103			9/4/2012		3/11/2013	1,433	1,289					144
124	X	WASATCH 1ST SOURCE LONG	936793835			12/27/2012		3/11/2013	2,404	2,122					282

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		199	199	0	0
	Description				
1	FOREIGN TAXES PAID	199	199		

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		851	0	0	851
	Description				
1	COA FEES	851	0		851

Part II, Line 13 (990-PF) - Investments - Other

			631,958	661,064	745,625
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	See attached		631,958	661,064	745,625

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL EXCISE TAX REFUND	1	368
2	GAIN ON PY SALES SETTLED IN CY	2	2,502
3	Total	3	2,870

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	1,748
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						732,226	0	75	700,911	31,390	0	0	0	31,390
1	ABERDEEN EQUITY LONG SHORT-I	003020336		2/28/2011	3/12/2012	507		0	509	-2	0	0	0	-2
2	ABERDEEN EQUITY LONG SHORT-I	003020336		12/20/2011	3/12/2012	149		0	143	6	0	0	0	6
3	ABERDEEN EQUITY LONG SHORT-I	003020336		12/3/2009	3/12/2012	99		0	92	7	0	0	0	7
4	ABERDEEN EQUITY LONG SHORT-I	003020336		12/3/2009	5/31/2012	151		0	147	4	0	0	0	4
5	ABERDEEN EQUITY LONG SHORT-I	003020336		8/6/2012	11/19/2012	325		0	322	3	0	0	0	3
6	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		5/31/2012	8/6/2012	3,089		0	3,030	59	0	0	0	59
7	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		5/31/2012	11/19/2012	355		0	338	17	0	0	0	17
8	FEDERATED STRATEGIC VALUE-I	314172560		3/12/2012	5/15/2012	3,698		0	3,736	-38	0	0	0	-38
9	FEDERATED STRATEGIC VALUE-I	314172560		3/12/2012	5/31/2012	6,482		0	6,618	-136	0	0	0	-136
10	FEDERATED STRATEGIC VALUE-I	314172560		3/12/2012	8/6/2012	3,337		0	3,162	175	0	0	0	175
11	FEDERATED STRATEGIC VALUE-I	314172560		3/12/2012	11/19/2012	957		0	943	14	0	0	0	14
12	FEDERATED STRATEGIC VALUE-I	314172560		2/28/2011	11/19/2012	16,435		0	15,038	1,397	0	0	0	1,397
13	FORUM ABSOLUTE STRATEGIES-I	34984T600		12/13/2011	3/12/2012	206		0	206	0	0	0	0	0
14	FORUM ABSOLUTE STRATEGIES-I	34984T600		2/28/2011	3/12/2012	9,167		0	9,034	133	0	0	0	133
15	FORUM ABSOLUTE STRATEGIES-I	34984T600		2/28/2011	5/15/2012	2,169		0	2,107	62	0	0	0	62
16	FORUM ABSOLUTE STRATEGIES-I	34984T600		2/28/2011	5/31/2012	12,649		0	12,299	350	0	0	0	350
17	FORUM ABSOLUTE STRATEGIES-I	34984T600		6/3/2008	5/31/2012	1,410		0	1,360	50	0	0	0	50
18	FORUM ABSOLUTE STRATEGIES-I	34984T600		8/6/2012	11/19/2012	301		0	302	-1	0	0	0	-1
19	HARBOR CAP APPRECIATION-I	411511504		3/12/2012	5/15/2012	902		12	931	-17	0	0	0	-17
20	HARBOR CAP APPRECIATION-I	411511504		3/12/2012	11/19/2012	13,032		0	13,456	-424	0	0	0	-424
21	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		3/12/2012	5/15/2012	905		30	935	0	0	0	0	0
22	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		3/12/2012	11/19/2012	6,215		0	6,328	-113	0	0	0	-113
23	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		3/28/2012	11/19/2012	918		0	912	6	0	0	0	6
24	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		8/6/2012	11/19/2012	581		0	580	1	0	0	0	1
25	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		5/31/2012	11/19/2012	26,381		0	25,350	1,031	0	0	0	1,031
26	JANUS PERKINS SMALL CAP VALUE-I	47103C183		12/22/2011	3/12/2012	183		0	172	11	0	0	0	11
27	JANUS PERKINS SMALL CAP VALUE-I	47103C183		12/3/2009	5/31/2012	6,317		0	6,139	178	0	0	0	178
28	JANUS PERKINS SMALL CAP VALUE-I	47103C183		12/22/2011	5/31/2012	412		0	410	2	0	0	0	2
29	MANNING & NAPIER WORLD OPPTYS-A	563821545		9/28/2010	3/12/2012	147		0	161	-14	0	0	0	-14
30	MANNING & NAPIER WORLD OPPTYS-A	563821545		12/15/2010	3/12/2012	494		0	550	-56	0	0	0	56
31	MANNING & NAPIER WORLD OPPTYS-A	563821545		2/28/2011	3/12/2012	10,408		0	12,539	-2,131	0	0	0	-2,131
32	PIMCO COMMODITY REALRTN STRATE	722005667		12/9/2009	8/6/2012	142		0	167	-25	0	0	0	-25
33	PIMCO COMMODITY REALRTN STRATE	722005667		9/28/2010	8/6/2012	125		0	150	-25	0	0	0	-25
34	PIMCO COMMODITY REALRTN STRATE	722005667		12/7/2011	8/6/2012	256		0	284	-28	0	0	0	-28
35	PIMCO COMMODITY REALRTN STRATE	722005667		3/12/2012	8/6/2012	3,085		0	3,126	-41	0	0	0	-41
36	PIMCO COMMODITY REALRTN STRATE	722005667		5/15/2012	8/6/2012	623		0	583	40	0	0	0	40
37	PIMCO COMMODITY REALRTN STRATE	722005667		5/31/2012	8/6/2012	149		0	134	15	0	0	0	15
38	PIMCO INVT GRADE CORP BD-I	722005816		2/28/2011	3/12/2012	2,525		0	2,501	24	0	0	0	24
39	PIMCO INVT GRADE CORP BD-I	722005816		12/8/2010	3/12/2012	204		0	200	4	0	0	0	4
40	PIMCO INVT GRADE CORP BD-I	722005816		12/8/2010	5/15/2012	2,038		0	1,968	70	0	0	0	70
41	PIMCO INVT GRADE CORP BD-I	722005816		12/8/2010	5/31/2012	1,075		0	1,038	37	0	0	0	37
42	PIMCO INVT GRADE CORP BD-I	722005816		12/7/2011	5/31/2012	1,088		0	1,037	51	0	0	0	51
43	PIMCO INVT GRADE CORP BD-I	722005816		5/26/2009	5/31/2012	11,833		0	11,023	810	0	0	0	810
44	PIMCO INVT GRADE CORP BD-I	722005816		8/6/2012	11/19/2012	147		0	144	3	0	0	0	3
45	PIMCO INVT GRADE CORP BD-I	722005816		5/26/2009	11/19/2012	565		0	501	64	0	0	0	64
46	PIMCO EMERGING LOCAL BD-I	72201F516		8/6/2012	11/19/2012	95		0	95	0	0	0	0	0
47	MANNING & NAPIER WORLD OPPTYS-A	563821545		4/18/2011	3/12/2012	6,291		0	7,455	-1,164	0	0	0	-1,164
48	MANNING & NAPIER WORLD OPPTYS-A	563821545		12/3/2009	3/12/2012	6,588		0	7,024	-436	0	0	0	-436
49	MANNING & NAPIER WORLD OPPTYS-A	563821545		12/3/2009	8/6/2012	1,775		0	1,987	-212	0	0	0	-212
50	NEUBERGER BERMAN HIGH INCOME B	64128K868		3/12/2012	5/15/2012	1,409		0	1,411	-2	0	0	0	-2
51	NEUBERGER BERMAN HIGH INCOME B	64128K868		3/12/2012	5/31/2012	13,238		0	13,561	-323	0	0	0	-323
52	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/6/2012	11/19/2012	224		0	224	0	0	0	0	0
53	OPPENHEIMER DEVELOPING MKTS INS	683974505		2/28/2011	3/12/2012	371		0	384	-13	0	0	0	-13
54	OPPENHEIMER DEVELOPING MKTS INS	683974505		2/28/2011	8/6/2012	1,109		0	1,178	-69	0	0	0	-69
55	PIMCO LOW DURATION-I	693390304		2/28/2011	3/12/2012	967		0	967	0	0	0	0	0
56	PIMCO LOW DURATION-I	693390304		2/28/2011	5/15/2012	1,417		0	1,410	7	0	0	0	7
57	PIMCO LOW DURATION-I	693390304		2/28/2011	5/31/2012	7,147		0	7,113	34	0	0	0	34
58	PIMCO LOW DURATION-I	693390304		8/6/2012	11/19/2012	360		0	358	2	0	0	0	2
59	PIMCO FOREIGN BD US$ HEDGED-I	693390882		3/12/2012	5/15/2012	1,099		0	1,091	8	0	0	0	8
60	PIMCO FOREIGN BD US$ HEDGED-I	693390882		3/12/2012	5/31/2012	7,030		0	6,972	58	0	0	0	58
61	PIMCO FOREIGN BD US$ HEDGED-I	693390882		3/12/2012	8/6/2012	13,837		0	13,437	400	0	0	0	400
62	PIMCO COMMODITY REALRTN STRATE	722005667		8/27/2007	8/6/2012	1,863		0	3,783	-1,920	0	0	0	-1,920
63	PIMCO COMMODITY REALRTN STRATE	722005667		12/10/2008	8/6/2012	1,034		0	890	144	0	0	0	144
64	PIMCO COMMODITY REALRTN STRATE	722005667		5/26/2009	8/6/2012	5,330		0	5,548	-218	0	0	0	-218
65	PIMCO COMMODITY REALRTN STRATE	722005667		12/3/2009	8/6/2012	2,280		0	2,830	-550	0	0	0	-550
66	RIDGEWORTH FD-INTERMEDIATE BD I	76628T702		8/27/2007	8/6/2012	26,131		0	24,482	1,649	0	0	0	1,649
67	RIDGEWORTH FD-INTERMEDIATE BD I	76628T702		8/27/2007	11/19/2012	502		0	469	33	0	0	0	33
68	SCHRODER US SMALL/MID CAP OPPTY	80809R204		2/28/2011	3/12/2012	416		0	413	3	0	0	0	3
69	SCHRODER US SMALL/MID CAP OPPTY	80809R204		2/28/2011	8/6/2012	6,854		0	6,995	-141	0	0	0	-141
70	SCHRODER US SMALL/MID CAP OPPTY	80809R204		12/9/2011	8/6/2012	100		0	94	6	0	0	0	6
71	SCHRODER US SMALL/MID CAP OPPTY	80809R204		5/31/2012	8/6/2012	3,423		0	3,297	126	0	0	0	126
72	RIDGEWORTH FD-MIDCAP VAL EQTY I	76628R615		5/26/2009	3/12/2012	6,701		0	4,684	2,017	0	0	0	2,017
73	RIDGEWORTH FD-MIDCAP VAL EQTY I	76628R615		12/15/2011	3/12/2012	691		0	596	95	0	0	0	95
74	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		3/12/2012	5/15/2012	457		19	476	0	0	0	0	0
75	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		3/12/2012	8/6/2012	3,724		0	3,752	-28	0	0	0	-28
76	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		3/28/2012	8/6/2012	473		0	468	5	0	0	0	5
77	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		5/31/2012	8/6/2012	32,170		0	30,513	1,657	0	0	0	1,657
78	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		5/31/2012	11/19/2012	8,427		0	7,778	649	0	0	0	649
79	RIDGEWORTH FD-LARGECAP GRTH ST	76628R748		12/11/2008	3/12/2012	198		0	104	94	0	0	0	94
80	RIDGEWORTH FD LARGECAP GRTH ST	76628R748		5/26/2009	3/12/2012	24,481		0	14,227	10,254	0	0	0	10,254
81	RIDGEWORTH FD-SHORT TERM BD R	76628T611		3/12/2012	5/15/2012	1,565		0	1,565	0	0	0	0	0
82	RIDGEWORTH FD-SHORT TERM BD R	76628T611		3/12/2012	5/31/2012	4,576		0	4,576	0	0	0	0	0
83	RIDGEWORTH FD-SHORT TERM BD R	76628T611		8/27/2007	5/31/2012	6,045		0	5,924	121	0	0	0	121
84	RIDGEWORTH FD-SHORT TERM BD R	76628T611		8/27/2007	8/6/2012	9,723		0	9,490	233	0	0	0	233

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	1,748
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						732,226	0	75	700,911	31,390	0	0	0	31,390
85	RIDGEWORTH FD-SHORT TERM BD RC	76628T611		8/27/2007	11/19/2012	14,019		0	13,683	336	0	0	0	336
86	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		8/27/2007	3/12/2012	16,955		0	18,360	-1,405	0	0	0	-1,405
87	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		12/11/2007	3/12/2012	33		0	36	-3	0	0	0	-3
88	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		2/28/2011	3/12/2012	15,577		0	16,001	-424	0	0	0	-424
89	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		9/28/2010	5/15/2012	744		0	737	7	0	0	0	7
90	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		2/28/2011	5/15/2012	81		0	83	-2	0	0	0	-2
91	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		12/3/2009	5/15/2012	80		0	77	3	0	0	0	3
92	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		12/3/2009	5/31/2012	1,083		0	1,052	31	0	0	0	31
93	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		5/26/2009	5/31/2012	5,698		0	5,138	560	0	0	0	560
94	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		5/26/2009	8/6/2012	10,224		0	9,125	1,099	0	0	0	1,099
95	RIDGEWORTH FD-INTERMEDIATE BD F	76628T702		12/15/2011	3/12/2012	3,484		0	3,470	14	0	0	0	14
96	RIDGEWORTH FD-INTERMEDIATE BD F	76628T702		8/27/2007	3/12/2012	11,937		0	11,323	614	0	0	0	614
97	RIDGEWORTH FD-INTERMEDIATE BD F	76628T702		8/27/2007	5/15/2012	4,692		0	4,421	271	0	0	0	271
98	RIDGEWORTH FD-INTERMEDIATE BD F	76628T702		8/27/2007	5/31/2012	28,377		0	26,687	1,690	0	0	0	1,690
99	SENTINEL SMALL CO-I	81728B825		12/22/2011	3/12/2012	1,357		0	1,245	112	0	0	0	112
100	SENTINEL SMALL CO-I	81728B825		12/3/2009	3/12/2012	402		0	300	102	0	0	0	102
101	SENTINEL SMALL CO I	81728B825		12/3/2009	5/15/2012	108		0	83	25	0	0	0	25
102	SENTINEL SMALL CO-I	81728B825		12/3/2009	9/4/2012	13,950		0	10,545	3,405	0	0	0	3,405
103	SENTINEL SMALL CO-I	81728B825		8/23/2012	9/4/2012	1		0	1	0	0	0	0	0
104	TEMPLETON GLOBAL BD-ADV	880208400		9/28/2010	3/12/2012	37,194		0	38,462	-1,268	0	0	0	-1,268
105	TEMPLETON GLOBAL BD-ADV	880208400		9/28/2010	5/31/2012	9,012		14	10,017	-991	0	0	0	-991
106	TEMPLETON GLOBAL BD-ADV	880208400		2/28/2011	5/31/2012	801		0	884	-83	0	0	0	-83
107	TEMPLETON GLOBAL BD-ADV	880208400		2/28/2011	8/6/2012	10,268		0	10,541	-273	0	0	0	-273
108	TEMPLETON GLOBAL BD-ADV	880208400		12/15/2011	8/6/2012	374		0	347	27	0	0	0	27
109	TEMPLETON GLOBAL BD-ADV	880208400		9/12/2010	8/6/2012	131		0	139	-8	0	0	0	-8
110	ADVISORS CAMBIAR SMALL CAP - I	0075W0593		12/13/2012	3/11/2013	1,650			1,370	280	0	0	0	280
111	DOUBLELINE TOTAL RETURN BD-I	258620103		11/19/2012	3/11/2013	3,741			3,764	-23	0	0	0	-23
112	FEDERATED STRATEGIC VALUE-I	314172560		12/5/2012	3/11/2013	29			28	1	0	0	0	1
113	FEDERATED STRATEGIC VALUE-I	314172560		2/28/2011	3/11/2013	22,395			19,244	3,151	0	0	0	3,151
114	HARBOR CAP APPRECIATION-I	411511504		3/28/2012	3/11/2013	70,414			65,439	4,975	0	0	0	4,975
115	MANNING & NAPIER WORLD OPPTYS-A	563821545		12/3/2009	3/11/2013	2,719			2,673	46	0	0	0	46
116	NEUBERGER BERMAN HIGH INCOME B	64128K868		12/20/2012	3/11/2013	9,879			9,687	192	0	0	0	192
117	PIMCO LOW DURATION I	693390304		2/28/2011	3/11/2013	20,240			29,551	-9,311	0	0	0	-9,311
118	PIMCO LOW DURATION-I	693390304		8/6/2012	3/11/2013	403			406	-3	0	0	0	-3
119	PIMCO INVT GRADE CORP BD-I	722005816		12/12/2012	3/11/2013	415			418	-3	0	0	0	-3
120	PIMCO INVT GRADE CORP BD-I	722005816		5/26/2009	3/11/2013	5,244			4,762	482	0	0	0	482
121	RIDGEWORTH FD- LARGECAP VAL EQT	76628R672		5/31/2012	3/11/2013	19,340			15,664	3,676	0	0	0	3,676
122	RIDGEWORTH FD- LARGECAP VAL EQT	76628R672		5/26/2009	3/11/2013	22,982			13,411	9,571	0	0	0	9,571
123	T ROWE PRICE DIVRSFD SMALLCAP GI	779917103		9/4/2012	3/11/2013	1,433			1,289	144	0	0	0	144
124	WASATCH 1ST SOURCE LONG/SHORT	936793835		12/27/2012	3/11/2013	2,404			2,122	282	0	0	0	282

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										19,470	0	0
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	12,470	NONE	NONE
2	BURKE W MARGULIES		222 CENTRAL PARK AVE	VIRGINIA BEACH	VA	23452		CO-TRUSTEE	VARIOUS	3,500	NONE	NONE
3	ARTHUR D LILIES		P O BOX 97	MATHEWS	VA	23109		CO-TRUSTEE	VARIOUS	3,500	NONE	NONE

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return	10/15/2012	1	304
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	304

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
VA BEACH COMMUNITY TR EXEMPT FUND					
Street					
297 INDEPEND BLVD STE 218					
City		**State**	**Zip Code**	**Foreign Country**	
VIRGINIA BEACH		VA	23462-2837		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					1,250

Name					
CHESAPEAKE ASSISTANCE TR EXEMPT FUND					
Street					
60 WEST STREET, SUITE 405					
City		**State**	**Zip Code**	**Foreign Country**	
ANNAPOLIS		MD	21401		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					500

Name					
VA BEACH TRUST FOR THE PSYCHIATRICALLY DISABLED-EXEMPT FUND					
Street					
297 INDEPEND BLVD STE 218					
City		**State**	**Zip Code**	**Foreign Country**	
VIRGINIA BEACH		VA	23462		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					1,250

Name					
DOWN SYNDROME ASSOCIATION OF HAMPTON ROADS					
Street					
6300 E VIRGINIA BEACH BLVD.					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23502		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					1,000

Name					
HADASSAH					
Street					
50 WEST 58TH STREET					
City		**State**	**Zip Code**	**Foreign Country**	
NEW YORK		NY	10019		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					2,000

Name					
VIRGINIA SYMPHONY ORCHESTRA					
Street					
150 BOUCH STREET, SUITE 201					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23510		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
VIRGINIA STAGE COMPANY					
Street					
110E TAZEWELL ST					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23510		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					1,000

Name					
NORFOLK BOTANICAL GARDEN					
Street					
6700 AZALEA GARDEN ROAD					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23518		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,000

Name					
DART CENTER					
Street					
208 E MAIN STREET					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23510		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					2,000

Name					
VIRGINIA ARTS FESTIVAL					
Street					
440 BANK STREET					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23510		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					1,000

Name					
TIDEWATER WINDS					
Street					
P O. BOX 62000					
City		**State**	**Zip Code**	**Foreign Country**	
VIRGINIA BEACH		VA	23466		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					1,000

Name					
FOUNDATION FOR UROLOGICAL RESEARCH					
Street					
225 CLEARFIELD AVE					
City		**State**	**Zip Code**	**Foreign Country**	
VIRGINIA BEACH		VA	23462		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					2,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
F A C T
Street
520 VIKING DRIVE

City	State	Zip Code	Foreign Country
VIRGINIA BEACH	VA	23452	

Relationship	Foundation Status
NONE	501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	3,000

Name
AMERICAN RED CROSS, TIDEWATER CHAPTER
Street
611 W BRAMBLETON AVE

City	State	Zip Code	Foreign Country
NORFOLK	VA	23510	

Relationship	Foundation Status
NONE	501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	1,000

Name
ST PIUS X SCHOOL
Street
7800 HALPRIN DRIVE

City	State	Zip Code	Foreign Country
NORFOLK	VA	23518	

Relationship	Foundation Status
NONE	501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	1,000

Name
VIRGINIA CHAPTER ARTHRITIS FOUNDATION
Street
2201 W. BROAD STREET, SUITE 100

City	State	Zip Code	Foreign Country
RICHMOND	VA	23220	

Relationship	Foundation Status
NONE	501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	500

Name
CANCER CARE FOUNDATION OF TIDEWATER
Street
P O BOX 12693

City	State	Zip Code	Foreign Country
NORFOLK	VA	23541	

Relationship	Foundation Status
NONE	501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	1,000

Name
VIRGINIA LIVING MUSEUM
Street
524 J CLYDE MORRIS BLVD

City	State	Zip Code	Foreign Country
NEWPORT NEWS	VA	23601	

Relationship	Foundation Status
NONE	501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
HERMITAGE MUSEUM				
Street				
7637 N SHORE ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
NORFOLK	VA	23505		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				2,000

Name				
EASTERN VIRGINIA MEDICAL SCHOOL FOUNDATION				
Street				
P O BOX 5				
City	**State**	**Zip Code**	**Foreign Country**	
NORFOLK	VA	23501		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				1,000

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

SUNTRUST

PORTFOLIO SUMMARY

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

AS OF 05/31/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS	2,572.16	0.34 %	2,572.16	0.00	0	0.00 %
MUTUAL FUNDS	676,456.08	90.29 %	606,809.86	69,646.22	10,972	1.62 %
PROPRIETARY FUNDS	69,195.65	9.24 %	54,254.49	14,941.16	1,116	1.61 %
PRINCIPAL PORTFOLIO TOTAL	**748,223.89**	**99.87 %**	**663,636.51**	**84,587.38**	**12,088**	**1.62 %**
INCOME PORTFOLIO						
INCOME CASH	122.59	0.02 %	122.59			
STIF & MONEY MARKET FUNDS	825.49	0.11 %	825.49	0.00	0	0.00 %
INCOME PORTFOLIO TOTAL	**948.08**	**0.13 %**	**948.08**	**0.00**	**0**	**0.00 %**
TOTAL ASSETS	**749,171.97**	**100.00 %**	**664,584.59**	**84,587.38**	**12,088**	**1.61 %**