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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 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	Room/suite	B Telephone number (757) 351-8800
City or town, state or province, country, and ZIP or foreign postal 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) \$ 51,785,307.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		45,347.	45,347.		STATEMENT 1
4 Dividends and interest from securities		397,225.	397,225.		STATEMENT 2
5a Gross rents		1,837.	1,837.		STATEMENT 3
b Net rental income or (loss)		1,837.			
6a Net gain or (loss) from sale of assets not on line 10		775,478.			
b Gross sales price for all assets on line 6a		3,802,331.			
7 Capital gain net income (from Part IV, line 2)			775,478.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		15,407.	-42,396.		STATEMENT 4
12 Total. Add lines 1 through 11		1,235,294.	1,177,491.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		100.	100.		0.
b Accounting fees					
c Other professional fees		344,937.	344,937.		0.
17 Interest		51,794.	51,794.		0.
18 Taxes		59,763.	20,825.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		6,101.	6,101.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		462,695.	423,757.		0.
25 Contributions, gifts, grants paid		11,108,800.			11,108,800.
26 Total expenses and disbursements. Add lines 24 and 25		11,571,495.	423,757.		11,108,800.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-10,336,201.			
b Net investment income (if negative, enter -0-)			753,734.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,491,532.	1,022,106.	1,022,106.
	2 Savings and temporary cash investments	16,762,622.	5,513,640.	5,513,640.
	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 23,503,606.	25,446,914.	45,249,561.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis		
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		41,757,760.	31,982,660.	51,785,307.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	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 <input checked="" type="checkbox"/>			
	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	41,757,760.	31,982,660.	STATEMENT 10	
30 Total net assets or fund balances	41,757,760.	31,982,660.		
31 Total liabilities and net assets/fund balances	41,757,760.	31,982,660.		

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	41,757,760.
2 Enter amount from Part I, line 27a	2	-10,336,201.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	561,101.
4 Add lines 1, 2, and 3	4	31,982,660.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,982,660.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,802,331.		3,124,547.	775,478.

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			
b			
c			
d			
e			775,478.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	775,478.
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))
2012	6,281,464.	47,124,695.	.133295
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

2 Total of line 1, column (d)	2	.566629
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	.113326
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	47,902,431.
5 Multiply line 4 by line 3	5	5,428,591.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,537.
7 Add lines 5 and 6	7	5,436,128.
8 Enter qualifying distributions from Part XII, line 4	8	11,108,800.

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	7,537.
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.			
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	7,537.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,537.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	27,074.	
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	27,074.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,537.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 19,537. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FRANK BATTEN, JR. Located at ► 150 GRANBY STREET, NORFOLK, VA	Telephone no. ► 757-351-8800 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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 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 2013.) 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 2013?	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 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	47,514,560.
b	Average of monthly cash balances	1b	1,117,350.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	48,631,910.
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	48,631,910.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	729,479.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,902,431.
6	Minimum investment return. Enter 5% of line 5	6	2,395,122.

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	2,395,122.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,537.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	4,391.
c	Add lines 2a and 2b	2c	11,928.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,383,194.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,383,194.
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	2,383,194.

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	11,108,800.
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	11,108,800.
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	7,537.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,101,263.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,383,194.
2 Undistributed Income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,149,852.			
b From 2009	1,503,805.			
c From 2010	3,958,597.			
d From 2011	4,999,687.			
e From 2012	3,975,737.			
f Total of lines 3a through e	15,587,678.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 11,108,800.				
a Applied to 2012, 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 2013 distributable amount				2,383,194.
e Remaining amount distributed out of corpus	8,725,606.			
5 Excess distributions carryover applied to 2013 (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	24,313,284.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	1,149,852.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	23,163,432.			
10 Analysis of line 9:				
a Excess from 2009	1,503,805.			
b Excess from 2010	3,958,597.			
c Excess from 2011	4,999,687.			
d Excess from 2012	3,975,737.			
e Excess from 2013	8,725,606.			

N/A

- | | | | |
|--|---------------|--|------------|
| | 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				11,108,800.
Total			3a	11,108,800.
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	45,347.		
4 Dividends and interest from securities			14	397,225.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	1,837.		
6 Net rental income or (loss) from personal property						
7 Other investment income			15	49.		
8 Gain or (loss) from sales of assets other than inventory			18	775,478.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a SEE STATEMENT 12		32,271.		-16,913.		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		32,271.		1,203,023.		0.
13 Total. Add line 12, columns (b), (d), and (e)						1,235,294.

(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 - UBS XXX08		P	VARIOUS	12/31/13
b TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHI		P	VARIOUS	12/31/13
c TOTAL LONG-TERM COMMON TRUST AND PARTNERSHIPS		P	VARIOUS	12/31/13
d SEE EXHIBIT A		P	VARIOUS	12/31/13
e SEE EXHIBIT A		P	VARIOUS	12/31/13
f SEE EXHIBIT A		P	VARIOUS	12/31/13
g SEE EXHIBIT A		P	VARIOUS	12/31/13
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			9,761.
b			10,526.
c			77,407.
d 476,658.		515,653.	-38,995.
e 4.		4.	0.
f 748,275.		773,724.	-25,449.
g 2,577,394.		1,835,166.	742,228.
h			
i			
j			
k			
l			
m			
n			
o			

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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9,761.
b			10,526.
c			77,407.
d			-38,995.
e			0.
f			-25,449.
g			742,228.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	775,478.
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

Alm e & Frank Batten, Jr. Foundation
Form 990-PF, Page 1, Part I, #25
Statement A
2013 Contributions, Gifts, Grants Paid

Date	Description	Amount
1/3/2013	Crossroads Church	\$88,000
1/16/2013	Scriptures in Use	\$100,000
1/16/2013	The God's Story Project (aka Life Giving Resources)	\$100,000
1/16/2013	Hosanna/Faith Comes by Hearing	\$250,000
1/16/2013	MAP International	\$100,000
1/16/2013	All India Mission	\$25,000
1/16/2013	Physicians for Peace	\$25,000
1/16/2013	ECHO	\$50,000
1/16/2013	Medical Ambassadors International	\$250,000
1/16/2013	Disciple Nations Alliance	\$50,000
1/16/2013	Opportunity International	\$25,000
1/16/2013	Hope International	\$25,000
1/16/2013	Salvation Army	\$50,000
1/16/2013	Prison Fellowship	\$50,000
1/16/2013	Cnsis Pregnancy Center of Tidewater	\$65,000
1/16/2013	EquiKids	\$100,000
1/16/2013	Bethany Christian Services	\$20,000
1/16/2013	Bearers of Light Ministries	\$10,000
1/16/2013	UVA Darden School Foundation	\$15,000
1/16/2013	Columbia International University	\$50,000
1/16/2013	Virginia Wesleyan College	\$40,000
1/16/2013	Virginia Symphony	\$2,500
1/16/2013	Norfolk Botanical Garden Society	\$5,000
1/16/2013	Chrysler Museum	\$5,000
1/16/2013	Philanthropy Roundtable	\$5,000
1/16/2013	SAT-7	\$50,000
1/16/2013	World Mission Prayer League	\$25,000
1/16/2013	Campus Crusade for Christ	\$29,000
1/16/2013	InterVarsity Christian Fellowship	\$45,000
1/16/2013	Discovery Institute	\$200,000
1/16/2013	Urban Discovery Ministries	\$25,000
2/4/2013	Medical Teams International	\$184,000
2/13/2013	Tabernacle Church of Norfolk	\$45,000
2/13/2013	Wycliffe Bible Translators	\$3,900,000
2/18/2013	Young Life	\$5,000
2/18/2013	Norfolk Christian Schools	\$398,100
2/18/2013	Regent University	\$100,000
2/28/2013	Urban Discovery Ministries	\$26,000
3/14/2013	Access College Foundation	\$145,000
3/14/2013	Edify	\$25,000
5/1/2013	Regent University	\$25,000
5/1/2013	New Fire for Christ	\$20,000
5/1/2013	Tabernacle Church of Norfolk	\$45,000
5/21/2013	Fear 2 Freedom	\$25,000
5/21/2013	Children's Hospital of the Kings Daughters	\$50,000
6/19/2013	Rafiki Foundation	\$500,000
6/19/2013	Tabernacle Church of Norfolk	\$26,400
6/19/2013	The Evangelical Alliance Mission	\$134,400
6/19/2013	Norfolk Christian Schools	\$200,000
7/11/2013	Institute for Global Engagement	\$600,000
7/11/2013	ECHO	\$125,000
7/31/2013	Elizabeth River Project	\$25,000
7/31/2013	Young Life	\$30,000
7/31/2013	The Becket Fund	\$125,000
7/31/2013	Tabernacle Church of Norfolk	\$25,000
9/9/2013	Bountiful Grains Trust	\$25,000
9/19/2013	Global Leadership Ventures	\$25,000
9/19/2013	New Life Christian Center	\$25,000
9/19/2013	Eleazer Wheelock Society	\$25,000
9/19/2013	United Way of SHR	\$55,000
9/19/2013	EVMS Foundation	\$10,000
10/25/2013	Physicians for Peace	\$43,500
10/25/2013	Christian Connections for International Health	\$12,500
10/25/2013	Crossroads Church	\$20,000
10/25/2013	Tabernacle Church of Norfolk	\$25,000
11/26/2013	Tabernacle Church of Norfolk	\$114,400
12/6/2013	Hosanna/Faith Comes by Hearing	\$1,000,000
12/6/2013	Norfolk Christian Schools	\$240,000
12/6/2013	Virginia Wesleyan College	\$25,000
12/6/2013	The Calmers Center	\$50,000
12/24/2013	Medical Ambassadors International	\$750,000
Total 2013 Contributions		<u>11,108,800</u>

Friendship

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FLOWTHROUGH INTEREST FROM PARTNERSHIP	45,347.	45,347.	
TOTAL TO PART I, LINE 3	45,347.	45,347.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FLOWTHROUGH DIVIDENDS FROM PARTNERSHIP	28,708.	0.	28,708.	28,708.	
UBS VU XXX07	1,172.	0.	1,172.	1,172.	
UBS VU XXX08	367,345.	0.	367,345.	367,345.	
TO PART I, LINE 4	397,225.	0.	397,225.	397,225.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FLOWTHROUGH RENTAL INCOME FROM PARTNERSHIP	1	1,837.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,837.

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	18.	18.		
FROM K-1 - THE BLACKSTONE GROUP LP	31.	31.		
FROM K-1 - KKR & CO LP - PARTNERSHIP UBTI	257.	0.		
FROM K-1 - ICAHN ENTERPRISES LP - PARTNERSHIP UBTI	4,184.	0.		
FROM K-1 - ICAHN ENTERPRISES LP C/O DOMINION ENTERPRISES - PARTNERSHIP UBTI	27,138.	0.		
FROM K-1 - BLACKSTONE - PARTNERSHIP UBTI	692.	0.		
UBS XXX07 - OTHER INCOME	6.	6.		
FROM K-1 - KKR & CO LP - OTHER INCOME	157.	157.		
FROM K-1 - OAKTREE CAPITAL GROUP LLC - OTHER INCOME	505.	505.		
FROM K-1 - ICAHN ENTERPRISES LP - OTHER INCOME	-5,082.	-5,082.		
FROM K-1 - ICAHN ENTERPRISES LP C/O DOMINION ENTERPRISES - OTHER INCOME	-39,851.	-39,851.		
FROM K-1 - BLACKSTONE - OTHER INCOME	-238.	-238.		
SECURITIES SETTLEMENT	2,058.	2,058.		
EXCISE TAX REFUND	22,074.	0.		
UNRELATED BUSINESS INCOME TAX REFUND	2,864.	0.		
STATE TAX REFUND	594.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	15,407.	-42,396.		

FORM 990-PF	LEGAL FEES		STATEMENT	5
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	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	337,437.	337,437.		0.	
ADMINISTRATIVE FEES	7,500.	7,500.		0.	
TO FORM 990-PF, PG 1, LN 16C	344,937.	344,937.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	20,825.	20,825.		0.	
EXCISE TAXES	22,074.	0.		0.	
UNRELATED BUSINESS INCOME TAXES	16,864.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	59,763.	20,825.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PASSTHROUGH EXPENSE FROM PARTNERSHIP	6,076.	6,076.		0.	
REGISTRATION FEE	25.	25.		0.	
TO FORM 990-PF, PG 1, LN 23	6,101.	6,101.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
NON-TAXABLE ADJUSTMENT TO TAX BASIS	561,101.
TOTAL TO FORM 990-PF, PART III, LINE 3	561,101.

FORM 990-PF	OTHER FUNDS	STATEMENT	10
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	41,757,760.	31,982,660.
TOTAL TO FORM 990-PF, PART II, LINE 29	41,757,760.	31,982,660.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS VU XXX08	25,446,914.	45,249,561.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,446,914.	45,249,561.

FORM 990-PF	OTHER REVENUE	STATEMENT	12
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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	257.			
FROM K-1 - ICAHN ENTERPRISES LP - PARTNERSHIP UBTI	522100	4,184.			
FROM K-1 - ICAHN ENTERPRISES LP C/O DOMINION ENTERPRISES -	522100	27,138.			
FROM K-1 - BLACKSTONE - PARTNERSHIP UBTI	522100	692.			

UBS XXX07 - OTHER INCOME	18	6.
FROM K-1 - KKR & CO LP -		
OTHER INCOME	18	157.
FROM K-1 - OAKTREE		
CAPITAL GROUP LLC - OTHER		
INCOME	18	505.
FROM K-1 - ICAHN		
ENTERPRISES LP - OTHER		
INCOME	18	-5,082.
FROM K-1 - ICAHN		
ENTERPRISES LP C/O		
DOMINION ENTERPRISES -	18	-39,851.
FROM K-1 - BLACKSTONE -		
OTHER INCOME	18	-238.
SECURITIES SETTLEMENT	18	2,058.
EXCISE TAX REFUND	01	22,074.
UNRELATED BUSINESS INCOME		
TAX REFUND	01	2,864.
STATE TAX REFUND	01	594.
TOTAL TO FORM 990-PF, PG 12, LN 11	32,271.	-16,913.

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715)

Consistent with IRS guidance, transactions are grouped into section(s) based upon whether the security is covered or noncovered, and whether the term is short or long. Transactions for which the term cannot be determined are grouped in a separate section. As a result, the substitute Form 1099-B could have up to five separate sections, each with a heading identifying which securities are included and how to report the transactions on Form 8949. When available, basis information will be displayed in sections where basis is not required to be reported to the IRS. A security is a "covered security" and subject to basis reporting requirements if it is acquired on or after its corresponding effective date. For stock in a corporation, the effective date is January 1, 2011. For stock in a mutual fund the effective date is January 1, 2012. UBS is not required to report basis to the IRS for any securities acquired before 2011. IRS regulations now require that brokers report short sales for the year in which the short sale is closed. The possible application of the "Constructive Sale" provisions (Sec 1259) for short-against-the-box transactions is not required and thus not reflected here. Clients may wish to discuss the potential application of this provision with their tax advisors.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. 2013 Gain/Loss for transactions with trade dates through 12/31/13 has been incorporated into this statement. The net gain or loss for each transaction is calculated based on the sales amount less cost basis with any wash sale loss disallowed. Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that may result in or negate wash sales. Gain or loss is not calculated on the sale or redemption of certain Structured Products and certain grantor trusts with collectible or foreign currency as it may be ordinary, and not capital, gain or loss. These gains or losses will not be included on the gain or loss subtotal and total amounts. Where applicable, symbol (2) will be printed to the right of the gain or loss subtotal and total amounts. Net gain or loss is not reported to the IRS.

In Box 2a gross proceeds are reported less commissions and option premiums. Sale amounts with "*" symbol indicate where an option premium adjustment has been made. If Box 2b is checked, a loss based on the amount reported in Box 2a is not allowed.

Beginning in 2012, basis for both covered and noncovered securities have been adjusted for all capital changes. Prior to 2012, basis may not have been adjusted for noncovered tax lots. The Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion. Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for market discount, amortized acquisition premium, or bond premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amounts reported to the IRS because the reporting requirements are different.

Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products.

Type of Gain/Loss: Short Term (Box 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 (Box 6b checked).

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8): PENNEY J C CO INC (HLDG CO)										
Sell	7,803.0000		11/28/12	07/24/13	123,909.49	143,169.69				(19,260.20)
CUSIP: 708160106 Symbol (Box 1d): JCP										
Description (Box 8): RIT CAPITAL PARTNERS PLC ORD ORD GBP										
CUSIP: G75760101 Symbol (Box 1d): RITPF										
Sell	6,727.0000		07/10/12	05/10/13	129,965.41	135,779.78				(5,814.37)
Sell	4,962.0000		07/10/12	06/07/13	92,174.49	100,154.50				(7,980.01)
Sell	7,031.0000		07/12/12	06/07/13	130,608.40	136,549.05				(5,940.65)
Sub Total	18,720.0000				352,748.30	372,483.33				(19,735.03)
Short-term total										
Box A, Part I	26,523.0000				\$476,657.79	\$515,653.02				\$(38,995.23)

continued next page

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

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

Short-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part I, 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 (Box 6a checked).

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8): BROOKFIELD PPTY PARTNERS LP MLP										
Cash in Lieu	0.1836		04/15/13	04/15/13	4.06	4.01				0.05 **
Short-term total										
Box B, Part I	0.1836				\$4.06	\$4.01				\$0.05

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

Long-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part II, with **Box D** checked.

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8): EQUITY LIFESTYLE PROPERTIES INC REIT										
Sell	5,945.0000		06/10/11	10/01/13	206,707.23	182,768.48				23,938.75
Description (Box 8): GREENLIGHT CAPITAL RE LTD CL A ORD										
Sell	3,685.0000		03/24/11	06/26/13	87,043.34	100,075.39				(13,032.05)
Description (Box 8): PENNEY J C CO INC (HLDG CO)										
Sell	3,976.0000		10/25/11	07/24/13	63,137.78	132,915.69				(69,777.91)
Description (Box 8): RIT CAPITAL PARTNERS PLC ORD ORD GBP										
Sell	5,895.0000		10/07/11	04/03/13	106,622.84	116,777.00				(10,154.16)
Sell	2,602.0000		10/12/11	04/03/13	47,062.36	53,843.44				(6,781.08)
Sell	3,735.0000		10/12/11	05/10/13	72,160.08	77,288.73				(5,128.65)
Sub Total	12,232.0000				225,845.28	247,909.17				(22,063.89)

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Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Long-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part II, with **Box D** checked. (continued)

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

Activity type	Quantity / face value (Box 1e)	Date of			Original cost basis (\$)	Date acquired (Box 1b)	Date / sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8): ROUSE PTYS INC													
Sell	2,537.0000				01/19/12	09/25/13		50,373.54	28,442.81				21,930.73
Sell	5,065.0000				04/23/12	09/25/13		100,568.38	66,713.65				33,854.73
Sub Total	7,602.0000							150,941.92	95,156.46				55,785.46
Description (Box 8): WPX ENERGY INC													
Sell	895.0000				02/01/12	04/18/13		14,600.11	14,899.16				(299.05)
Long-term total													
Box D, Part II	34,335.0000							\$748,275.66	\$773,724.35				\$(25,448.69)

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8): BEIJING CAPITAL INTL ARPT CO LTD CNY										
Sell	244,000.0000		11/03/06	03/25/13	171,330.04	159,429.60				11,900.44
Sell	155,300.0000		12/22/06	03/25/13	109,047.35	118,136.71				(9,089.36)
Sell	144,700.0000		12/22/06	04/26/13	99,365.49	110,073.29				(10,707.80)
Sub Total	544,000.0000				379,742.88	387,639.60				(7,896.72)
Description (Box 8): FRANCO NEV CORP CAD										
Sell	3,313.0000		03/24/10	02/21/13	159,922.58	83,255.69				76,666.89
Sell	1,168.0000		03/24/10	05/21/13	47,552.14	29,351.84				18,200.30
Sell	3,905.0000		11/17/10	05/21/13	158,982.11	127,154.61				31,827.50
Sub Total	8,386.0000				366,456.83	239,762.14				126,694.69

continued next page

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8): GENERAL GROWTH PPTYS INC NEW COM										
						CUSIP: 370023103	Symbol (Box 1d): GGP			
Sell	7,512.0000		08/05/10	02/26/13	143,852.26	84,588.22				59,264.04
Sell	3,164.0000		08/05/10	03/19/13	62,904.00	35,627.95				27,276.05
Sell	7,235.0000		08/10/10	03/19/13	143,840.20	80,558.76				63,281.44
Sub Total	17,911.0000				350,596.46	200,774.93				149,821.53
Description (Box 8): GREENLIGHT CAPITAL RE LTD CL A ORD										
						CUSIP: G40951109	Symbol (Box 1d): GLRE			
Sell	551.0000		11/10/09	06/26/13	13,015.16	12,649.47				365.69
Sell	3,160.0000		02/25/10	06/26/13	74,642.33	80,751.90				(6,109.57)
Sub Total	3,711.0000				87,657.49	93,401.37				(5,743.88)
Description (Box 8): JARDEN CORP										
						CUSIP: 471109108	Symbol (Box 1d): JAH			
Sell	3,481.0000		10/16/09	04/09/13	149,625.70	65,285.23				84,340.47
Description (Box 8): JARDINE STRATEGIC HOLDINGS LTD UNSPON ADR										
						CUSIP: 471122200	Symbol (Box 1d): JSHLY			
Sell	9,024.0000		08/12/10	08/07/13	150,968.90	108,852.00				42,116.90
Sell	2,461.0000		08/19/10	08/07/13	41,171.81	29,416.40				11,755.41
Sell	6,963.0000		08/19/10	09/17/13	119,217.71	83,228.91				35,988.80
Sell	6,000.0000		09/22/10	09/17/13	102,729.62	81,725.70				21,003.92
Sell	1,294.0000		09/30/10	09/17/13	22,155.35	17,469.00				4,686.35
Sell	8,858.0000		09/30/10	09/18/13	151,697.70	119,583.00				32,114.70
Sell	1,654.0000		10/13/10	09/18/13	28,325.58	22,760.65				5,564.93
Sell	6,346.0000		10/13/10	11/01/13	106,535.43	87,327.15				19,208.28
Sell	8,000.0000		11/03/10	11/01/13	134,302.46	109,798.00				24,504.46
Sub Total	50,600.0000				857,104.56	660,160.81				196,943.75
Description (Box 8): LINK REIT ESTATE INVST TRUST UNITS HKD										
						CUSIP: Y5281M111	Symbol (Box 1d): LKREF			
Sell	25,000.0000		05/15/07	01/09/13	125,709.68	57,207.50				68,502.18

continued next page

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date of		Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
			Date acquired (Box 1b)	sale / exchange (Box 1a)						
Description (Box 8): PHILIP MORRIS INTL INC										
Sell	1,205.0000		08/26/08	05/14/13	114,270.65	66,258.61				48,012.04
Description (Box 8): WPX ENERGY INC										
Sell	8,964.0000		02/19/09	04/18/13	146,229.52	64,675.28				81,554.24
Long-term total										
Box E, Part II	663,258.0000				\$2,577,393.77	\$1,835,165.47				\$742,228.30
Total					\$3,802,331.28					

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

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- 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.

Enter filer's identifying number

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

Application or	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 (other than individual)	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, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 7,488.
b If this application is for Forms 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	\$ 27,074.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

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.	Employer identification number (EIN) or
	AIMEE & FRANK BATTEN, JR. FOUNDATION	54-1879266
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	150 GRANBY STREET	
	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 (other than individual)	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

☐. 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 17, 2014.

- 5 For calendar year 2013, 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	7,537.
b If this application is for Forms 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	\$	27,074.
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. 1-2014)