Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 6/1/2014 **, and ending** 5/31/2015

Name of foundation: D BAKER AMES CHARITABLE FOUNDATION

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

City or town: ORLANDO | State: FL | ZIP code: 32802-1908

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number: 54-6034951

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

C If exemption application is pending, check here ▶ ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 763,105

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

	Line	Description	(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	17,810	17,429		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	45,417			
	b	Gross sales price for all assets on line 6a 341,079				
	7	Capital gain net income (from Part IV, line 2)		45,417		
	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	63,227	62,846	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,728	10,364		10,364
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	587	332		
	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	24,666	10,696	0	13,715
	25	Contributions, gifts, grants paid	25,500			25,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	50,166	10,696	0	39,215
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	13,061			
	b	**Net investment income** (if negative, enter -0-)		52,150		
	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	142	-12,112	-12,112
	2	Savings and temporary cash investments	1,703	5,635	5,635
	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			
	10a	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)	670,621	691,985	769,582
	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)	672,466	685,508	763,105
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	672,466	685,508	
	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)	672,466	685,508	
	31	**Total liabilities and net assets/fund balances** (see instructions)	672,466	685,508	

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	672,466
2	Enter amount from Part I, line 27a	2	13,061
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	685,527
5	Decreases not included in line 2 (itemize) ▶ RETURN OF CAPITAL	5	19
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	685,508

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	45,417
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))
2013	45,486	770,545	0.059031
2012	37,586	722,976	0 051988
2011	39,720	707,507	0 056141
2010	37,876	721,532	0 052494
2009	36,223	688,506	0 052611

2	**Total** of line 1, column (d)	2	0 272265
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 054453
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	771,629
5	Multiply line 4 by line 3	5	42,018
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	522
7	Add lines 5 and 6	7	42,540
8	Enter qualifying distributions from Part XII, line 4	8	39,215

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,043
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	1,043
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	1,043
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 501		
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	501
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	542
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 2015 estimated tax** ▶ — **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
4a	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	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2014 or the taxable year beginning in 2014 (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 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014)*	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 2014?	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 4945(d)(4)(A)? (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	☐ 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? *If "Yes" to 6b, file Form 8870*		**6b**		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	TRUSTEE AS REQ'D	13,728	NONE	NONE
BURKE W MARGULIES 222 CENTRAL PARK AVE VIRGINIA BEACH, VA 234(	CO-TRUSTEE VARIOUS	3,500	NONE	NONE
ARTHUR D. LILIES P O BOX 97 MATTHEWS, 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 ▶				

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 ▶		

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	755,484
b	Average of monthly cash balances		1b	27,896
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	783,380
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	783,380
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	11,751
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	771,629
6	**Minimum investment return.** Enter 5% of line 5		6	38,581

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	38,581
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,043		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,043
3	Distributable amount before adjustments Subtract line 2c from line 1			3	37,538
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	37,538
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	37,538

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	39,215
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	39,215
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	39,215

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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7					37,538
2	Undistributed income, if any, as of the end of 2014					
a	Enter amount for 2013 only				0	
b	Total for prior years. 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2014					
a	From 2009	1,976				
b	From 2010	2,775				
c	From 2011	4,953				
d	From 2012	2,184				
e	From 2013	7,961				
f	**Total** of lines 3a through e		19,849			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 39,215					
a	Applied to 2013, 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 2014 distributable amount					37,538
e	Remaining amount distributed out of corpus		1,677			
5	Excess distributions carryover applied to 2014 *(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		21,526			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		1,976			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		19,550			
10	Analysis of line 9.					
a	Excess from 2010	2,775				
b	Excess from 2011	4,953				
c	Excess from 2012	2,184				
d	Excess from 2013	7,961				
e	Excess from 2014	1,677				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a 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 address 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

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**	25,500
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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	17,810	
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	45,417	
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		63,227	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 63,227

(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 | 7/20/2015 | 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		7/20/2015		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	

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	PC

Purpose of grant/contribution	Amount
	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	PC

Purpose of grant/contribution	Amount
	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	PC

Purpose of grant/contribution	Amount
	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	PC

Purpose of grant/contribution	Amount
	1,000

Name
VIRGINIA SYMPHONY ORCHESTRA
Street
150 BOUCH STREET, SUITE 201

City	State	Zip Code	Foreign Country
NORFOLK	VA	23510	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
	1,000

Name
VIRGINIA STAGE COMPANY
Street
110E TAZEWELL ST

City	State	Zip Code	Foreign Country
NORFOLK	VA	23510	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
	1,500

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

Recipient(s) paid during the year

Name				
NORFOLK BOTANICAL GARDEN				
Street				
6700 AZALEA GARDEN ROAD				
City		**State**	**Zip Code**	**Foreign Country**
NORFOLK		VA	23518	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				2,000

Name				
DART CENTER				
Street				
208 E MAIN STREET				
City		**State**	**Zip Code**	**Foreign Country**
NORFOLK		VA	23510	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				3,500

Name				
VIRGINIA ARTS FESTIVAL				
Street				
440 BANK STREET				
City		**State**	**Zip Code**	**Foreign Country**
NORFOLK		VA	23510	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				1,000

Name				
TIDEWATER WINDS				
Street				
P O BOX 62000				
City		**State**	**Zip Code**	**Foreign Country**
VIRGINIA BEACH		VA	23466	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				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	PC			
Purpose of grant/contribution				**Amount**
				1,500

Name				
AMERICAN RED CROSS, TIDEWATER CHAPTER				
Street				
611 W BRAMBLETON AVE				
City		**State**	**Zip Code**	**Foreign Country**
NORFOLK		VA	23510	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				1,500

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

Recipient(s) paid during the year

Name					
EASTERN VIRGINIA MEDICAL SCHOOL FOUNDATION					
Street					
P O BOX 5					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23501		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
					2,500

Name					
EDMARC					
Street					
516 LONDON ST					
City		**State**	**Zip Code**	**Foreign Country**	
PORTSMOUTH		VA	23704		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
					2,000

Name					
TEENS WITH A PURPOSE					
Street					
700 E OLNEY ROAD					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23504		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
					1,000

Name					
HOPE HOUSE					
Street					
902 LAFAYETTE BLVD					
City		**State**	**Zip Code**	**Foreign Country**	
FREDERICKSBURG		VA	22401		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
					1,000

Name					
YOUNG AUDIENCES OF VIRGINIA, INC					
Street					
420 N CENTER DRIVE STE 239					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23502		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
					1,000

Name					
SAVE OUR YOUTH FOUNDATION					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
					1,000

SUNTRUST

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

PORTFOLIO DETAIL
AS OF 05/31/15

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	12,226.87- 1.60-%	12,226.87-			
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
511	ISHARES CORE MSCI EUROPE ETF CUSIP: 46434V738	24,369.59 47.690 3.19 %	23,792.16 46.56	577.43	288	1.18 % 0.00 %
470	ISHARES CORE MSCI PACIFIC ETF CUSIP: 46434V696	24,811.44 52.790 3.25 %	24,035.80 51.14	775.64	425	1.71 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		49,181.03	47,827.96	1,353.07	713	1.45 %
MUTUAL FUNDS-FIXED INCOME						
2,018	ISHARES TREASURY BOND ETF CUSIP: 46429B267	50,974.68 25.260 6.68 %	51,007.57 25.28	32.89-	599	1.18 % 0.00 %
TOTAL EQUITY SECURITIES		100,155.71	98,835.53	1,320.18	1,312	1.31 %

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PORTFOLIO DETAIL

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

AS OF 05/31/15

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS						
1,225.439	BRANDES INTERNATIONAL SMALL CAP EQUITY FUND CUSIP: 105262737	16,616.95 13.560 2.18 %	17,577.08 14.34	960.13-	238	1.43 % 0.00 %
380.518	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	8,078.40 21.230 1.06 %	6,641.92 17.45	1,436.48	0	0.00 % 0.00 %
3,551.011	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	38,990.10 10.980 5.11 %	40,018.03 11.27	1,027.93-	1,704	4.37 % 0.00 %
890.666	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP: 277902698	23,985.64 26.930 3.14 %	19,911.52 22.36	4,074.12	0	0.00 % 0.00 %
6,491.935	FEDERATED STRATEGIC VAL DIV IS CUSIP: 314172560	39,016.53 6.010 5.11 %	29,726.81 4.58	9,289.72	1,350	3.46 % 0.00 %
3,270.12	JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND CUSIP: 47803U640	63,374.93 19.380 8.30 %	51,170.65 15.65	12,204.28	481	0.76 % 0.00 %
6,292.793	JPMORGAN U.S. EQUITY FUND CUSIP: 4812A1142	95,084.10 15.110 12.46 %	86,996.94 13.82	8,087.16	1,139	1.20 % 0.00 %
1,144.157	MAINSTAY ICAP INTERNATIONAL FUND CUSIP: 56063J716	41,498.57 36.270 5.44 %	40,091.25 35.04	1,407.32	1,241	2.99 % 0.00 %

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

PORTFOLIO DETAIL

AS OF 05/31/15

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
7,167.833	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	55,837.42 7.790 7.32 %	51,622.77 7.20	4,214.65	717	1.28 % 0.00 %
443.652	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	15,705.28 35.400 2.06 %	12,576.93 28.35	3,128.35	99	0.63 % 0.00 %
2,378.127	OSTERWEIS STRATEGIC INCOME FUND CUSIP: 742935489	27,728.96 11.660 3.63 %	27,950.85 11.75	221.89-	1,524	5.50 % 0.00 %
1,901.559	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP: 72201F516	15,060.35 7.920 1.97 %	19,153.77 10.07	4,093.42-	840	5.58 % 0.00 %
4,391.041	PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 722005816	46,764.59 10.650 6.13 %	45,952.14 10.46	812.45	1,783	3.81 % 0.00 %
291.234	T ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC CUSIP: 779917103	8,096.31 27.800 1.06 %	5,080.23 17.44	3,016.08	0	0.00 % 0.00 %
2,203.44	T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND CUSIP: 45775L408	65,243.86 29.610 8.55 %	33,205.83 15.07	32,038.03	0	0.00 % 0.00 %
1,030.792	VAN ECK EMERGING MARKETS FUND CUSIP: 921075438	16,420.52 15.930 2.15 %	15,657.73 15.19	762.79	0	0.00 % 0.00 %
1,105.958	VANGUARD MORTGAGE-BACKED SECURITIES INDEX FUND CUSIP: 92206C755	23,567.96 21.310 3.09 %	23,490.54 21.24	77.42	332	1.41 % 0.00 %

SUNTRUST

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

PORTFOLIO DETAIL
AS OF 05/31/15

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE / MARKET PRICE / % OF MARKET	FED TAX COST / COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
3,591.968	WASATCH LONG/SHORT FUND CUSIP: 936793769	52,801.93 14.700 6.92 %	50,083.74 13.94	2,718.19	617	1.17 % 0.00 %
1,396.184	WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND CUSIP: 94987W737	15,553.49 11.140 2.04 %	16,240.54 11.63	687.05-	445	2.86 % 0.00 %
TOTAL MUTUAL FUNDS		669,425.89	593,149.27	76,276.62	12,512	1.87 %
PRINCIPAL PORTFOLIO TOTAL		**757,354.73**	**679,757.93**	**77,596.80**	**13,824**	**1.80 %**
INCOME PORTFOLIO						
	INCOME CASH	114.91 0.02 %	114.91			
STIF & MONEY MARKET FUNDS						
5,634.53	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	5,634.53 1.000 0.74 %	5,634.53 1.00	0.00	1	0.02 % 0.00 %
INCOME PORTFOLIO TOTAL		**5,749.44**	**5,749.44**	**0.00**	**1**	**0.02 %**

SUNTRUST

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

PORTFOLIO DETAIL

AS OF 05/31/15

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY

[redacted]

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

	Amount
Long Term CG Distributions	26,572
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	341,079	295,662	45,417
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-EQY LONG SHOR	003020336			12/3/2009		3/3/2015	12,825	13,117				0	-292
2	X	ABERDEEN-EQY LONG SHOR	003020336			8/6/2012		3/3/2015	873	939				0	-66
3	X	DOUBLELINE TOTAL RET BD-	258620103			11/19/2012		3/3/2015	639	662				0	-23
4	X	EATON VANCE ATLANTA CAP	277902698			1/29/2014		3/3/2015	2,006	1,769				0	237
5	X	EATON VANCE FLOATING RA	277911491			3/11/2013		3/3/2015	18,420	18,790				0	-370
6	X	EATON VANCE FLOATING RA	277911491			8/16/2013		3/3/2015	203	207				0	-4
7	X	EATON VANCE FLOATING RA	277911491			1/29/2014		3/3/2015	369	378				0	-9
8	X	EATON VANCE FLOATING RA	277911491			7/18/2014		3/3/2015	549	558				0	-9
9	X	GOLDMAN SACHS LOC EMG I	38145N303			3/11/2013		3/3/2015	10,344	14,236				0	-3,892
10	X	GOLDMAN SACHS LOC EMG I	38145N303			8/16/2013		3/3/2015	1,514	1,832				0	-318
11	X	GOLDMAN SACHS LOC EMG I	38145N303			1/29/2014		3/3/2015	1,309	1,464				0	-155
12	X	T ROWE PRICE INST L/C GRV	45775L408			7/18/2014		3/3/2015	7,034	6,756				0	278
13	X	T ROWE PRICE INST L/C GRV	45775L408			8/27/2007		3/3/2015	19,514	10,351				0	9,163
14	X	ISHARES BARCLAYS 3-7 YEAI	464288661			8/16/2013		3/3/2015	23,067	22,612				0	455
15	X	ISHARES BARCLAYS 3-7 YEAI	464288661			1/29/2014		3/3/2015	491	485				0	6
16	X	ISHARES BARCLAYS 3-7 YEAI	464288661			7/18/2014		3/3/2015	491	486				0	5
17	X	JOHN HANCOCK III DISCPLN \	47803U640			7/18/2014		3/3/2015	3,505	3,470				0	35
18	X	JOHN HANCOCK III DISCPLN \	47803U640			1/29/2014		3/3/2015	22,829	20,625				0	2,204
19	X	WESTERN ASSET MTG BKD S	52469F333			8/16/2013		3/3/2015	15,408	15,213				0	195
20	X	WESTERN ASSET MTG BKD S	52469F333			1/29/2014		3/3/2015	475	464				0	11
21	X	WESTERN ASSET MTG BKD S	52469F333			7/18/2014		3/3/2015	155	153				0	2
22	X	MAINSTAY ICAP INTERNATIO	56063J716			1/29/2014		3/3/2015	8,884	8,966				0	-82
23	X	MANNING & NAPIER WORLD (	563821545			12/3/2009		3/3/2015	14,242	15,123				0	-881
24	X	MANNING & NAPIER WORLD (	563821545			9/15/2010		3/3/2015	181	191				0	-10
25	X	MANNING & NAPIER WORLD (	563821545			9/15/2011		3/3/2015	320	316				0	4
26	X	MANNING & NAPIER WORLD (	563821545			11/19/2012		3/3/2015	10,649	10,355				0	294
27	X	OPPENHEIMER DEVELOPING	683974505			5/15/2012		3/3/2015	496	432				0	64
28	X	OPPENHEIMER DEVELOPING	683974505			11/19/2012		3/3/2015	11,017	10,282				0	735
29	X	OPPENHEIMER DEVELOPING	683974505			5/31/2012		3/3/2015	8,425	7,063				0	1,362
30	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			8/16/2013		3/3/2015	14,907	15,169				0	-262
31	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			1/29/2014		3/3/2015	312	318				0	-6
32	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/18/2014		3/3/2015	156	160				0	-4
33	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		3/3/2015	538	346				0	192
34	X	T ROWE PRICE REAL ESTATE	779919109			7/18/2014		3/3/2015	17,660	15,904				0	1,756
35	X	2014 SHORT TERM SALES	VARIOUS			6/1/2014		12/31/2014	5,051	4,873					178
36	X	2014 LONG TERM SALES	VARIOUS			1/1/2001		12/31/2014	79,649	71,597					8,052

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		587	332	0	0
1	FOREIGN TAX WITHHELD	332	332		
2	ESTIMATED TAX PAYMENTS	255			

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			851

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

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			670,621	691,985	769,582
1	SEE ATTACHED			691,985	769,582

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

	Amount
Long Term CG Distributions	28,572
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	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
						314,507	0	0	295,662	18,845	0	0	0	18,845
1	ABERDEEN-EQY LONG SHORT-IN	003020336		12/3/2009	3/3/2015	12 825		0	13,117	-292	0	0	0	-292
2	ABERDEEN-EQY LONG SHORT-IN	003020336		8/6/2012	3/3/2015	873		0	939	-66	0	0	0	66
3	DOUBLELINE TOTAL RET BD-I	258620103		11/19/2012	3/3/2015	639		0	662	-23	0	0	0	-23
4	EATON VANCE ATLANTA CAPITAL SMID	277902698		1/29/2014	3/3/2015	2 006		0	1,769	237	0	0	0	237
5	EATON VANCE FLOATING RATE-I	277911491		3/11/2013	3/3/2015	18 420		0	18 790	-370	0	0	0	-370
6	EATON VANCE FLOATING RATE-I	277911491		8/16/2013	3/3/2015	203		0	207	-4	0	0	0	-4
7	EATON VANCE FLOATING RATE-I	277911491		1/29/2014	3/3/2015	369		0	378	-9	0	0	0	-9
8	EATON VANCE FLOATING RATE-I	277911491		7/18/2014	3/3/2015	549		0	558	-9	0	0	0	-9
9	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/11/2013	3/3/2015	10,344		0	14 236	-3,892	0	0	0	-3 892
10	GOLDMAN SACHS LOC EMG MK-I	38145N303		8/16/2013	3/3/2015	1 514		0	1,832	-318	0	0	0	-318
11	GOLDMAN SACHS LOC EMG MK-I	38145N303		1/29/2014	3/3/2015	1,309		0	1,464	-155	0	0	0	-155
12	T ROWE PRICE INST L/C GRWTH	45775L408		7/18/2014	3/3/2015	7 034		0	6,756	278	0	0	0	278
13	T ROWE PRICE INST L/C GRWTH	45775L408		8/27/2007	3/3/2015	19,514		0	10 351	9,163	0	0	0	9 163
14	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		8/16/2013	3/3/2015	23,067		0	22,612	455	0	0	0	455
15	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		1/29/2014	3/3/2015	491		0	485	6	0	0	0	6
16	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		7/18/2014	3/3/2015	491		0	486	5	0	0	0	5
17	JOHN HANCOCK III DISCPLN V-I	47803U640		7/18/2014	3/3/2015	3,505		0	3 470	35	0	0	0	35
18	JOHN HANCOCK III DISCPLN V-I	47803U640		1/29/2014	3/3/2015	22,829		0	20,625	2,204	0	0	0	2 204
19	WESTERN ASSET MTG BKD SEC-I	52469F333		8/16/2013	3/3/2015	15,408		0	15 213	195	0	0	0	195
20	WESTERN ASSET MTG BKD SEC-I	52469F333		1/29/2014	3/3/2015	475		0	464	11	0	0	0	11
21	WESTERN ASSET MTG BKD SEC-I	52469F333		7/18/2014	3/3/2015	155		0	153	2	0	0	0	2
22	MAINSTAY ICAP INTERNATIONAL I	56063J716		1/29/2014	3/3/2015	8,884		0	8,966	-82	0	0	0	-82
23	MANNING & NAPIER WORLD OPPOR	563821545		12/3/2009	3/3/2015	14 242		0	15 123	-881	0	0	0	-881
24	MANNING & NAPIER WORLD OPPOR	563821545		9/15/2010	3/3/2015	181		0	191	-10	0	0	0	-10
25	MANNING & NAPIER WORLD OPPOR	563821545		9/15/2011	3/3/2015	320		0	316	4	0	0	0	4
26	MANNING & NAPIER WORLD OPPOR	563821545		11/19/2012	3/3/2015	10 649		0	10 355	294	0	0	0	294
27	OPPENHEIMER DEVELOPING MKT-Y	683974505		5/15/2012	3/3/2015	496		0	432	64	0	0	0	64
28	OPPENHEIMER DEVELOPING MKT-Y	683974505		11/19/2012	3/3/2015	11,017		0	10 282	735	0	0	0	735
29	OPPENHEIMER DEVELOPING MKT-Y	683974505		5/31/2012	3/3/2015	8,425		0	7 063	1 362	0	0	0	1,362
30	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		8/16/2013	3/3/2015	14 907		0	15 169	-262	0	0	0	-262
31	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		1/29/2014	3/3/2015	312		0	318	-6	0	0	0	-6
32	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/18/2014	3/3/2015	156		0	160	-4	0	0	0	-4
33	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	3/3/2015	538		0	346	192	0	0	0	192
34	T ROWE PRICE REAL ESTATE FUND	779919109		7/18/2014	3/3/2015	17,660		0	15 904	1,756	0	0	0	1,756
35	2014 SHORT TERM SALES	VARIOUS		6/1/2014	12/31/2014	5 051			4 873	178	0	0	0	178
36	2014 LONG TERM SALES	VARIOUS		1/1/2001	12/31/2014	79 649			71,597	8,052	0	0	0	8,052

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
										20,728	0	0
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	13,728	NONE	NONE
2	BURKE W MARGULIES		222 CENTRAL PARK AVE	VIRGINIA BEACH	VA	23462-3026		CO-TRUSTEE	VARIOUS	3,500	NONE	NONE
3	ARTHUR D LILIES		P O BOX 97	MATTHEWS	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		1	246
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	11/12/2014	3	5
4	Third quarter estimated tax payment	2/12/2015	4	125
5	Fourth quarter estimated tax payment	5/12/2015	5	125
6	Other payments		6	
7	Total		7	501

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
D BAKER AMES CHARITABLE FOUNDATION
Trust Year 6/1/2014 - 12/31/2014

Account Id: 7027395

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
003020336	ABERDEEN EQUITY LONG SHORT-I								
Sold		07/18/14	635 27	7,966 28					
Acq		08/06/12	525 705	6,592 34	5,982 52	5,982 52	609 82	609 82	L
Acq		01/29/14	55 183	691 99	663 85	663 85	28 14	28 14	S
Acq		03/11/13	34 62	434 13	413 71	413 71	20 42	20 42	L
Acq		12/20/12	19 762	247 82	227 86	227 86	19 96	19 96	L
		Total for 7/18/2014			7,287 94	7,287 94	678 34	678 34	
0075W0593	ADVISORS CAMBIAR SMALL CAP-I								
Sold		07/18/14	8 112	190 64					
Acq		05/31/12	8 112	190 64	137 82	137 82	52 82	52 82	L
		Total for 7/18/2014			137 82	137 82	52 82	52 82	
277902698	EATON VANCE ATLANTA CAP SMID-CAP-I								
Sold		07/18/14	21 163	518 91					
Acq		01/29/14	21 163	518 91	497 54	497 54	21 37	21 37	S
		Total for 7/18/2014			497 54	497 54	21 37	21 37	
314172560	FEDERATED STRATEGIC VALUE-I								
Sold		07/18/14	510 4	3,241 04					
Acq		02/28/11	510 4	3,241 04	2,307 01	2,307 01	934 03	934 03	L
		Total for 7/18/2014			2,307 01	2,307 01	934 03	934 03	
34984T600	FORUM ABSOLUTE STRATEGIES-I								
Sold		07/18/14	3523 721	39,500 91					
Acq		12/10/08	77 684	870 84	689 05	689 05	181 79	181 79	L
Acq		01/29/14	115 895	1,299 18	1,278 32	1,278 32	20 86	20 86	S
Acq		08/16/13	31 993	358 64	358 00	358 00	0 64	0 64	S
Acq		03/11/13	287 803	3,226 27	3,209 00	3,209 00	17 27	17 27	L
Acq		08/06/12	1283 196	14,384 63	14,397 46	14,397 46	-12 83	-12 83	L
Acq		12/10/09	0 675	7 57	7 10	7 10	0 47	0 47	L
Acq		12/03/09	995 905	11,164 09	10,457 00	10,457 00	707 09	707 09	L
Acq		06/03/08	730 57	8,189 69	7,882 85	7,882 85	306 84	306 84	L
		Total for 7/18/2014			38,278 78	38,278 78	1,222 13	1,222 13	
38145N303	GOLDMAN SACHS LOCAL EMRG MKTS DEBT-I								
Sold		07/18/14	80 813	699 84					
Acq		03/11/13	80 813	699 84	786 28	795 20	-86 44	-95 36	L
		Total for 7/18/2014			786 28	795 20	-86 44	-95 36	
4812A1142	JPMORGAN TR I US EQUITY-I								
Sold		07/18/14	167 539	2,546 60					
Acq		03/11/13	167 539	2,546 60	2,067 43	2,067 43	479 17	479 17	L
		Total for 7/18/2014			2,067 43	2,067 43	479 17	479 17	
56063J716	MAINSTAY ICAP INTL-I								
Sold		07/18/14	42 24	1,550 22					
Acq		01/29/14	42 24	1,550 22	1,480 09	1,480 09	70 13	70 13	S
		Total for 7/18/2014			1,480 09	1,480 09	70 13	70 13	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
D BAKER AMES CHARITABLE FOUNDATION
Trust Year 6/1/2014 - 12/31/2014

Account Id: 7027395

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
563821545	MANNING & NAPIER WORLD OPPTYS-A								
Sold		07/18/14	523 106	4,938 12					
Acq		12/03/09	523 106	4,938 12	4,221 46	4,221 46	716 66	716 66	L
			Total for 7/18/2014		4,221 46	4,221 46	716 66	716 66	
683974505	OPPENHEIMER DEVELOPING MKTS INSTL-Y								
Sold		07/18/14	314 587	12,602 34					
Acq		11/19/12	314 587	12,602 34	10,387 67	10,387 67	2,214 67	2,214 67	L
			Total for 7/18/2014		10,387 67	10,387 67	2,214 67	2,214 67	
722005816	PIMCO INVT GRADE CORP BD-I								
Sold		07/18/14	16 015	171 52					
Acq		08/16/13	16 015	171 52	165 53	167 04	5 99	4 48	S
			Total for 7/18/2014		165 53	167 04	5 99	4 48	
72201F516	PIMCO EMERGING LOCAL BD-I								
Sold		07/18/14	83 741	813 96					
Acq		03/11/13	83 741	813 96	907 67	916 13	-93 71	-102 17	L
			Total for 7/18/2014		907 67	916 13	-93 71	-102 17	
936793769	WASATCH LONG/SHORT-I								
Sold		07/18/14	589 349	9,959 99					
Acq		01/29/14	27 274	460 93	429 30	429 30	31 63	31 63	S
Acq		08/06/12	562 075	9,499 06	7,514 94	7,514 94	1,984 12	1,984 12	L
			Total for 7/18/2014		7,944 24	7,944 24	2,015 75	2,015 75	
			Total for Account: 7027395		76,469 46	76,488 35	8,230 91	8,212 02	

Total Proceeds:

84,700 37

	Fed	State
S/T Gain/Loss	178 77	177 26
L/T Gain/Loss	8,052 14	8,034 76