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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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning 6/1/2015 **, and ending** 5/31/2016

Name of foundation D BAKER AMES CHARITABLE FOUNDATION	**A Employer identification number** 54-6034951
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1908 — Room/suite	**B** Telephone number (see instructions) (804) 273-7577
City or town ORLANDO — State FL — ZIP code 32802-1908	
Foreign country name — Foreign province/state/county — Foreign postal code	**C** If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 693,201

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

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

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

	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	13,387	13,708		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	22,124			
	b	Gross sales price for all assets on line 6a 171,229				
	7	Capital gain net income (from Part IV, line 2)		22,124		
	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	35,511	35,832	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	12,568	6,284		6,284
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,000			6,000
	c	Other professional fees (attach schedule)	3,500	2,625		875
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,440	266		
	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	24,359	9,175	0	14,010
	25	Contributions, gifts, grants paid	22,500			22,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	46,859	9,175	0	36,510
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-11,348			
	b	**Net investment income** (if negative, enter -0-)		26,657		
	c	**Adjusted net income** (if negative, enter -0-)			0	

AUG 17 2016
ENVELOPE POSTMARK DATE

SCANNED AUG 25 2016

AUG 29 2016

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	-12,112	125	125
	2	Savings and temporary cash investments	5,635	10,342	10,342
	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)	691,985	663,693	682,734
	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)	685,508	674,160	693,201
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	685,508	674,160	
	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)	685,508	674,160	
	31	**Total liabilities and net assets/fund balances** (see instructions)	685,508	674,160	

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	685,508
2	Enter amount from Part I, line 27a	2	-11,348
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	674,160
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	674,160

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				
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				

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				

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	32,873
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))
2014	39,215	771,629	0 050821
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

2	**Total** of line 1, column (d)	2	0 270475
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 054095
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	704,506
5	Multiply line 4 by line 3	5	38,110
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	267
7	Add lines 5 and 6	7	38,377
8	Enter qualifying distributions from Part XII, line 4	8	36,510

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	533
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	533
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	533
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 632		
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	632
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	99
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 99 **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 2015 or the taxable year beginning in 2015 (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 ▶ (888) 942-3272
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 2015, 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 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015)*	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 2015?	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? **6b** X (No)

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? **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 BANK P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE VARIOUS	12,568		

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	684,701
b	Average of monthly cash balances	1b	30,534
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	715,235
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	715,235
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	10,729
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	704,506
6	**Minimum investment return.** Enter 5% of line 5	6	35,225

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	35,225
2a	Tax on investment income for 2015 from Part VI, line 5	2a	533		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	533
3	Distributable amount before adjustments Subtract line 2c from line 1			3	34,692
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	34,692
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	34,692

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	36,510
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	36,510
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	36,510

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

Form 990-PF (2015) D BAKER AMES CHARITABLE FOUNDATION

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					34,692
2 Undistributed income, if any, as of the end of 2015:					
a Enter amount for 2014 only				0	
b Total for prior years. 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2015:					
a From 2010	2,775				
b From 2011	4,953				
c From 2012	2,184				
d From 2013	7,961				
e From 2014	1,677				
f **Total** of lines 3a through e		19,550			
4 Qualifying distributions for 2015 from Part XII, line 4. ▶ $ 36,510					
a Applied to 2014, 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 2015 distributable amount					34,692
e Remaining amount distributed out of corpus		1,818			
5 Excess distributions carryover applied to 2015 *(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		21,368			
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 2014. Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016					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 2010 not applied on line 5 or line 7 (see instructions)		2,775			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		18,593			
10 Analysis of line 9					
a Excess from 2011	4,953				
b Excess from 2012	2,184				
c Excess from 2013	7,961				
d Excess from 2014	1,677				
e Excess from 2015	1,818				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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				22,500
b *Approved for future payment*				
NONE				
Total ▶ 3b				0

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 VIRGINIA BEACH	**State** VA	**Zip Code** 23462-2837	**Foreign Country**
Relationship NONE	**Foundation Status** PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			**Amount** 1,000

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

Name VA BEACH TRUST FOR THE PSYCHIATRICALLY DISABLED-EXEMPT FUND			
Street 297 INDEPEND BLVD STE 218			
City VIRGINIA BEACH	**State** VA	**Zip Code** 23462	**Foreign Country**
Relationship NONE	**Foundation Status** PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			**Amount** 1,000

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

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

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

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 NORFOLK	**State** VA	**Zip Code** 23518	**Foreign Country**
Relationship NONE	**Foundation Status** PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			**Amount** 2,000

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

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

Name TIDEWATER WINDS			
Street P O BOX 62000			
City VIRGINIA BEACH	**State** VA	**Zip Code** 23466	**Foreign Country**
Relationship NONE	**Foundation Status** PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			**Amount** 1,000

Name FOUNDATION FOR UROLOGICAL RESEARCH			
Street 225 CLEARFIELD AVE			
City VIRGINIA BEACH	**State** VA	**Zip Code** 23462	**Foreign Country**
Relationship NONE	**Foundation Status** PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			**Amount** 1,500

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

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

Recipient(s) paid during the year

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**
GENERAL CHARITABLE PURPOSES					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**
GENERAL CHARITABLE PURPOSES					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**
GENERAL CHARITABLE PURPOSES					1,000

Name					
HAMPTON ROADS COMMUNITY DEVELOPMENT CORPORATION					
Street					
3654 SEWELLS POINT RD					
City		**State**	**Zip Code**	**Foreign Country**	
NORFOLK		VA	23513		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					1,500

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

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

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	13,387	
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	22,124	
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		35,511	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 35,511

(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 Alfred | 8/15/2016 | 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		8/15/2016		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

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

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	16,825		Capital Gains/Losses	401,036	368,163	32,873
Short Term CG Distributions	0		Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	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	ISHARES BARCLAYS 3-7 YEA	464288661	X				8/16/2013	3/3/2015	23,067	22,612				0	455
2	ISHARES BARCLAYS 3-7 YEA	464288661	X				1/29/2014	3/3/2015	491	485				0	6
3	ISHARES BARCLAYS 3-7 YEA	464288661	X				7/18/2014	3/3/2015	491	486				0	5
4	ISHARES TREASURY BOND E	46429B267	X				3/3/2015	6/10/2015	1,688	1,719				0	-31
5	ISHARES TREASURY BOND E	46429B267	X				3/3/2015	11/25/2015	2,059	2,073				0	-14
6	ISHARES CORE MSCI PACIFI	46434V696	X				3/3/2015	6/10/2015	1,827	1,790				0	37
7	ISHARES CORE MSCI PACIFI	46434V696	X				3/3/2015	11/25/2015	6,854	7,160				0	-306
8	ISHARES CORE MSCI EUROF	46434V738	X				3/3/2015	6/10/2015	1,579	1,536				0	43
9	JOHN HANCOCK III DISCPLN	47803U640	X				7/18/2014	3/3/2015	3,505	3,470				0	35
10	JOHN HANCOCK III DISCPLN	47803U640	X				1/29/2014	3/3/2015	22,829	20,625				0	2,204
11	JPMORGAN U S EQUITY FUI	4812A1142	X				3/9/2015	6/10/2015	34,393	33,871				0	522
12	WESTERN ASSET MTG BKD S	52469F333	X				8/16/2013	3/3/2015	15,408	15,213				0	195
13	WESTERN ASSET MTG BKD S	52469F333	X				1/29/2014	3/3/2015	475	464				0	11
14	WESTERN ASSET MTG BKD S	52469F333	X				7/18/2014	3/3/2015	155	153				0	2
15	MAINSTAY ICAP INTERNATIO	56063J716	X				1/29/2014	3/3/2015	8,884	8,966				0	-82
16	MAINSTAY ICAP INTERNATIO	56063J716	X				1/29/2014	6/10/2015	3,498	3,382				0	116
17	MANNING & NAPIER WORLD	563821545	X				12/3/2009	3/3/2015	14,242	15,123				0	-881
18	MANNING & NAPIER WORLD	563821545	X				9/15/2010	3/3/2015	181	191				0	-10
19	OPPENHEIMER DEVELOPING	683974505	X				11/19/2012	3/3/2015	11,017	10,282				0	735
20	OPPENHEIMER DEVELOPING	683974505	X				5/31/2012	3/3/2015	8,425	7,063				0	1,362
21	OPPENHEIMER DEVELOPING	683974505	X				5/31/2012	6/10/2015	333	281				0	52
22	OPPENHEIMER DEVELOPING	683974505	X				12/3/2009	6/10/2015	83	67				0	16
23	PIMCO INVESTMENT GRD CO	722005816	X				3/3/2015	11/25/2015	936	974				0	-38
24	PIMCO EMERGING LOCAL BO	72201F516	X				8/6/2012	6/10/2015	10,029	13,654				0	-3,625
25	PIMCO EMERGING LOCAL BO	72201F516	X				3/11/2013	6/10/2015	35	48				0	-13
26	PIMCO EMERGING LOCAL BO	72201F516	X				8/16/2013	6/10/2015	1,551	1,861				0	-310
27	PIMCO EMERGING LOCAL BO	72201F516	X				1/29/2014	6/10/2015	1,191	1,331				0	-140
28	ABERDEEN-EQY LONG SHOF	003020336	X				12/3/2009	3/3/2015	12,826	13,117				0	-291
29	ABERDEEN-EQY LONG SHOF	003020336	X				8/6/2012	3/3/2015	873	939				0	-66
30	CAMBIAR SMALL CAP-INS	0075W0593	X				3/3/2015	6/10/2015	686	657				0	29
31	PIMCO EMERGING LOCAL BO	72201F516	X				3/3/2015	6/10/2015	2,026	2,104				0	-78
32	PIMCO 1-5 YEAR US TIPS INC	72201R205	X				8/16/2013	3/3/2015	14,907	15,169				0	-262
33	PIMCO 1-5 YEAR US TIPS INC	72201R205	X				1/29/2014	3/3/2015	312	318				0	-6
34	PIMCO 1-5 YEAR US TIPS INC	72201R205	X				7/18/2014	3/3/2015	156	160				0	-4
35	OSTERWEIS STRATEGIC INC	742935489	X				1/29/2014	6/10/2015	338	345				0	-7
36	OSTERWEIS STRATEGIC INC	742935489	X				7/18/2014	6/10/2015	268	276				0	-8
37	OSTERWEIS STRATEGIC INC	742935489	X				8/16/2013	6/10/2015	955	969				0	-14
38	T ROWE PRICE DIVERS S/C G	779917103	X				9/4/2012	3/3/2015	538	346				0	192
39	T ROWE PRICE DIVERS S/C G	779917103	X				9/4/2012	6/10/2015	581	364				0	217
40	T ROWE PRICE REAL ESTATI	779919109	X				7/18/2014	3/3/2015	17,660	15,904				0	1,756
41	VAN ECK EMERGING MARKE	921075438	X				6/10/2015	11/25/2015	5,621	6,371				0	-750
42	VANGUARD M/B SECUR INDX	92206C755	X				3/3/2015	6/11/2015	928	933				0	-5
43	VANGUARD M/B SECUR INDX	92206C755	X				3/3/2015	11/25/2015	848	849				0	-1
44	WFA ABSOLUTE RETURN FU	94987W737	X				7/18/2014	6/10/2015	452	474				0	-22
45	FEDERATED STRATEGIC VAL	314172560	X				3/3/2015	6/10/2015	436	444				0	-8
46	FEDERATED STRATEGIC VAL	314172560	X				3/3/2015	11/25/2015	1,116	1,118				0	-2
47	FEDERATED STRATEGIC VAL	314172560	X				2/28/2011	11/25/2015	1,081	817				0	264
48	GOLDMAN SACHS LOC EMG	38145N303	X				3/11/2013	3/3/2015	10,344	14,135				0	-3,791
49	GOLDMAN SACHS LOC EMG	38145N303	X				8/16/2013	3/3/2015	1,514	1,817				0	-303
50	GOLDMAN SACHS LOC EMG	38145N303	X				1/29/2014	3/3/2015	1,309	1,452				0	-143
51	T ROWE PRICE INST L/C GR	45775L408	X				7/18/2014	3/3/2015	7,034	6,756				0	278
52	T ROWE PRICE INST L/C GR	45775L408	X				8/27/2007	3/3/2015	19,514	10,351				0	9,163
53	T ROWE PRICE INST L/C GR	45775L408	X				8/27/2007	6/10/2015	4,996	2,614				0	2,382
54	T ROWE PRICE INST L/C GR	45775L408	X				8/27/2007	11/25/2015	4,269	2,178				0	2,091
55	MANNING & NAPIER WORLD	563821545	X				9/15/2011	3/3/2015	320	316				0	4
56	MANNING & NAPIER WORLD	563821545	X				11/19/2012	3/3/2015	10,649	10,355				0	294
57	MANNING & NAPIER WORLD	563821545	X				12/15/2011	6/10/2015	2,333	1,913				0	420
58	MANNING & NAPIER WORLD	563821545	X				5/15/2012	6/10/2015	1,277	1,121				0	156
59	MANNING & NAPIER WORLD	563821545	X				5/31/2012	6/10/2015	9,358	7,842				0	1,516
60	MANNING & NAPIER WORLD	563821545	X				11/19/2012	6/10/2015	43,228	40,746				0	2,482
61	OPPENHEIMER DEVELOPING	683974505	X				5/15/2012	3/3/2015	496	432				0	64
62	BRANDES INTL S/C EQUITY-I	105262737	X				7/18/2014	6/10/2015	1,712	1,809				0	-97
63	DOUBLELINE TOTAL RET BD-	258620103	X				11/19/2012	3/3/2015	639	662				0	-23
64	DOUBLELINE TOTAL RET BD-	258620103	X				11/19/2012	6/10/2015	1,295	1,359				0	-64
65	DOUBLELINE TOTAL RET BD-	258620103	X				11/19/2012	11/25/2015	1,151	1,207				0	-56
66	EATON VANCE ATLANTA CAF	277902698	X				1/29/2014	3/3/2015	2,006	1,769				0	237
67	EATON VANCE ATLANTA CAF	277902698	X				1/29/2014	6/10/2015	1,533	1,306				0	227
68	EATON VANCE ATLANTA CAF	277902698	X				1/29/2014	11/25/2015	1,859	1,542				0	317
69	EATON VANCE FLOATING RA	277911491	X				3/11/2013	3/3/2015	18,420	18,784				0	-364
70	EATON VANCE FLOATING RA	277911491	X				8/16/2013	3/3/2015	203	207				0	-4
71	EATON VANCE FLOATING RA	277911491	X				1/29/2014	3/3/2015	369	378				0	-9
72	EATON VANCE FLOATING RA	277911491	X				7/18/2014	3/3/2015	549	558				0	-9

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		6,000	0	0	6,000
1	TAX PREP FEES	6,000			6,000

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		3,500	2,625	0	875
1	PROFESSIONAL FEES	3,500	2,625		875

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,440	266	0	0
1	FOREIGN TAXES PAID	266	266		
2	PY EXCISE TAXES PAID	542			
3	ESTIMATED EXCISE TAXES PAID	632			

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

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

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			691,985	663,693	666,927
1				0	
2	ADVISORS CAMBIAR SMALL CAP-I		0	7,119	6,902
3	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	4,716	6,951
4	VAN ECK EMERGING MARKETS-I		0	15,775	13,508
5	OPPENHEIMER DEVELOPING MKTS INSTI		0	13,049	13,735
6	WFA ABSOLUTE RETURN FUND-INS		0	15,956	13,955
7	BRANDES INTL S/C EQUITY-I		0	15,769	14,043
8	ISHARES CORE MSCI PACIFIC ETF		0	15,086	14,077
9	EATON VANCE ATLANTA CAP SMID-CAP-I		0	17,064	19,946
10	VANGUARD MTG BACKED SECS INDEX-S		0	21,709	21,545
11	OSTERWEIS STRATEGIC INCOME-I		0	26,998	24,542
12	ISHARES CORE MSCI EUROPE		0	30,544	28,259
13	FEDERATED STRATEGIC VALUE-I		0	27,348	34,124
14	MAINSTAY ICAP INTL-I		0	39,360	34,813
15	DOUBLELINE TOTAL RETURN BD-I		0	37,452	35,851
16	WASATCH LONG/SHORT-I		0	53,444	43,267
17	ISHARES TREASURY BOND ETF		0	47,216	46,812
18	PIMCO INVT GRADE CORP BD-I		0	51,374	48,745
19	JOHCM INTERNATIONAL SEL-I		0	58,202	50,030
20	T ROWE PRICE INSTL LARGE-CAP GRWTI		0	28,414	54,771
21	JPMORGAN TR I US EQUITY-I		0	58,617	60,598
22	JOHN HANCOCK III DISCIPLINED VALUE-I		0	78,481	80,453

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

	Amount
Long Term CG Distributions	16,825
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 Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						384,211	0	0	368,163	16,048	0	0	0	16,048
1	ISHARES BARCLAYS 3-7 YEA	464288661		8/16/2013	3/3/2015	23,067		0	22,612	455	0	0	0	455
2	ISHARES BARCLAYS 3-7 YEA	464288661		1/29/2014	3/3/2015	491		0	485	6	0	0	0	6
3	ISHARES BARCLAYS 3-7 YEA	464288661		7/18/2014	3/3/2015	491		0	486	5	0	0	0	5
4	ISHARES TREASURY BOND E	46429B267		3/3/2015	6/10/2015	1,688		0	1,719	-31	0	0	0	-31
5	ISHARES TREASURY BOND E	46429B267		3/3/2015	11/25/2015	2,059		0	2,073	-14	0	0	0	-14
6	ISHARES CORE MSCI PACIFI	46434V696		3/3/2015	6/10/2015	1,827		0	1,790	37	0	0	0	37
7	ISHARES CORE MSCI PACIFI	46434V696		3/3/2015	11/25/2015	6,854		0	7,160	-306	0	0	0	-306
8	ISHARES CORE MSCI EUROF	46434V738		3/3/2015	6/10/2015	1,579		0	1,536	43	0	0	0	43
9	JOHN HANCOCK III DISCPLN	47803U640		7/18/2014	3/3/2015	3,505		0	3,470	35	0	0	0	35
10	JOHN HANCOCK III DISCPLN	47803U640		1/29/2014	3/3/2015	22,829		0	20,625	2,204	0	0	0	2,204
11	JPMORGAN U S EQUITY FUI	4812A1142		3/9/2015	6/10/2015	34,393		0	33,871	522	0	0	0	522
12	WESTERN ASSET MTG BKD	52469F333		8/16/2013	3/3/2015	15,408		0	15,213	195	0	0	0	195
13	WESTERN ASSET MTG BKD	52469F333		1/29/2014	3/3/2015	475		0	464	11	0	0	0	11
14	WESTERN ASSET MTG BKD	52469F333		7/18/2014	3/3/2015	155		0	153	2	0	0	0	2
15	MAINSTAY ICAP INTERNATIC	56063J716		1/29/2014	3/3/2015	8,884		0	8,966	-82	0	0	0	-82
16	MAINSTAY ICAP INTERNATIC	56063J716		1/29/2014	6/10/2015	3,498		0	3,382	116	0	0	0	116
17	MANNING & NAPIER WORLD	563821545		12/3/2009	3/3/2015	14,242		0	15,123	-881	0	0	0	-881
18	MANNING & NAPIER WORLD	563821545		9/15/2010	3/3/2015	181		0	191	-10	0	0	0	-10
19	OPPENHEIMER DEVELOPINC	683974505		11/19/2012	3/3/2015	11,017		0	10,282	735	0	0	0	735
20	OPPENHEIMER DEVELOPINC	683974505		5/31/2012	3/3/2015	8,425		0	7,063	1,362	0	0	0	1,362
21	OPPENHEIMER DEVELOPINC	683974505		5/31/2012	6/10/2015	333		0	281	52	0	0	0	52
22	OPPENHEIMER DEVELOPINC	683974505		12/3/2009	6/10/2015	83		0	67	16	0	0	0	16
23	PIMCO INVESTMENT GRD CC	722005816		3/3/2015	11/25/2015	936		0	974	-38	0	0	0	-38
24	PIMCO EMERGING LOCAL BC	72201F516		8/6/2012	6/10/2015	10,029		0	13,654	-3,625	0	0	0	-3,625
25	PIMCO EMERGING LOCAL BC	72201F516		3/11/2013	6/10/2015	35		0	48	-13	0	0	0	-13
26	PIMCO EMERGING LOCAL BC	72201F516		8/16/2013	6/10/2015	1,551		0	1,861	-310	0	0	0	-310
27	PIMCO EMERGING LOCAL BC	72201F516		1/29/2014	6/10/2015	1,191		0	1,331	-140	0	0	0	-140
28	ABERDEEN-EQY LONG SHOF	003020336		12/3/2009	3/3/2015	12,826		0	13,117	-291	0	0	0	-291
29	ABERDEEN-EQY LONG SHOF	003020336		8/6/2012	3/3/2015	873		0	939	-66	0	0	0	-66
30	CAMBIAR SMALL CAP-INS	0075W0593		3/3/2015	6/10/2015	686		0	657	29	0	0	0	29
31	PIMCO EMERGING LOCAL BC	72201F516		3/3/2015	6/10/2015	2,026		0	2,104	-78	0	0	0	-78
32	PIMCO 1-5 YEAR US TIPS INI	72201R205		8/16/2013	3/3/2015	14,907		0	15,169	-262	0	0	0	-262
33	PIMCO 1-5 YEAR US TIPS INI	72201R205		1/29/2014	3/3/2015	312		0	318	-6	0	0	0	-6
34	PIMCO 1-5 YEAR US TIPS INI	72201R205		7/18/2014	3/3/2015	156		0	160	-4	0	0	0	-4
35	OSTERWEIS STRATEGIC INC	742935489		1/29/2014	6/10/2015	338		0	345	-7	0	0	0	-7
36	OSTERWEIS STRATEGIC INC	742935489		7/18/2014	6/10/2015	268		0	276	-8	0	0	0	-8
37	OSTERWEIS STRATEGIC INC	742935489		8/16/2013	6/10/2015	955		0	969	-14	0	0	0	-14
38	T ROWE PRICE DIVERS S/C (	779917103		9/4/2012	3/3/2015	538		0	346	192	0	0	0	192
39	T ROWE PRICE DIVERS S/C (	779917103		9/4/2012	6/10/2015	581		0	364	217	0	0	0	217
40	T ROWE PRICE REAL ESTAT	779919109		7/18/2014	3/3/2015	17,660		0	15,904	1,756	0	0	0	1,756
41	VAN ECK EMERGING MARKE	921075438		6/10/2015	11/25/2015	5,621		0	6,371	-750	0	0	0	-750
42	VANGUARD M/B SECUR INDX	92206C755		3/3/2015	6/11/2015	928		0	933	-5	0	0	0	-5
43	VANGUARD M/B SECUR INDX	92206C755		3/3/2015	11/25/2015	848		0	849	-1	0	0	0	-1
44	WFA ABSOLUTE RETURN FU	94987W737		7/18/2014	6/10/2015	452		0	474	-22	0	0	0	-22
45	FEDERATED STRATEGIC VAI	314172560		3/3/2015	6/10/2015	436		0	444	-8	0	0	0	-8
46	FEDERATED STRATEGIC VAI	314172560		3/3/2015	11/25/2015	1,116		0	1,118	-2	0	0	0	-2
47	FEDERATED STRATEGIC VAI	314172560		2/28/2011	11/25/2015	1,081		0	817	264	0	0	0	264
48	GOLDMAN SACHS LOC EMG	38145N303		3/11/2013	3/3/2015	10,344		0	14,135	-3,791	0	0	0	-3,791
49	GOLDMAN SACHS LOC EMG	38145N303		8/16/2013	3/3/2015	1,514		0	1,817	-303	0	0	0	-303
50	GOLDMAN SACHS LOC EMG	38145N303		1/29/2014	3/3/2015	1,309		0	1,452	-143	0	0	0	-143
51	T ROWE PRICE INST L/C GR	45775L408		7/18/2014	3/3/2015	7,034		0	6,756	278	0	0	0	278
52	T ROWE PRICE INST L/C GR	45775L408		8/27/2007	3/3/2015	19,514		0	10,351	9,163	0	0	0	9,163
53	T ROWE PRICE INST L/C GR	45775L408		8/27/2007	6/10/2015	4,996		0	2,614	2,382	0	0	0	2,382
54	T ROWE PRICE INST L/C GR	45775L408		8/27/2007	11/25/2015	4,269		0	2,178	2,091	0	0	0	2,091
55	MANNING & NAPIER WORLD	563821545		9/15/2011	3/3/2015	320		0	316	4	0	0	0	4
56	MANNING & NAPIER WORLD	563821545		11/19/2012	3/3/2015	10,649		0	10,355	294	0	0	0	294
57	MANNING & NAPIER WORLD	563821545		12/15/2011	6/10/2015	2,333		0	1,913	420	0	0	0	420
58	MANNING & NAPIER WORLD	563821545		5/15/2012	6/10/2015	1,277		0	1,121	156	0	0	0	156
59	MANNING & NAPIER WORLD	563821545		5/31/2012	6/10/2015	9,358		0	7,842	1,516	0	0	0	1,516
60	MANNING & NAPIER WORLD	563821545		11/19/2012	6/10/2015	43,228		0	40,746	2,482	0	0	0	2,482
61	OPPENHEIMER DEVELOPINC	683974505		5/15/2012	3/3/2015	496		0	432	64	0	0	0	64
62	BRANDES INTL S/C EQUITY-I	105262737		7/18/2014	6/10/2015	1,712		0	1,809	-97	0	0	0	-97
63	DOUBLELINE TOTAL RET BD	258620103		11/19/2012	3/3/2015	639		0	662	-23	0	0	0	-23
64	DOUBLELINE TOTAL RET BD	258620103		11/19/2012	6/10/2015	1,295		0	1,359	-64	0	0	0	-64
65	DOUBLELINE TOTAL RET BD	258620103		11/19/2012	11/25/2015	1,151		0	1,207	-56	0	0	0	-56
66	EATON VANCE ATLANTA CAF	277902698		1/29/2014	3/3/2015	2,006		0	1,769	237	0	0	0	237
67	EATON VANCE ATLANTA CAF	277902698		1/29/2014	6/10/2015	1,533		0	1,306	227	0	0	0	227
68	EATON VANCE ATLANTA CAF	277902698		1/29/2014	11/25/2015	1,859		0	1,542	317	0	0	0	317
69	EATON VANCE FLOATING RA	277911491		3/11/2013	3/3/2015	18,420		0	18,784	-364	0	0	0	-364

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

	Amount
Long Term CG Distributions	16,825
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	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						384,211	0	0	368,163	16,048	0	0	0	16,048
70	EATON VANCE FLOATING RA	277911491		8/16/2013	3/3/2015	203		0	207	-4	0	0	0	-4
71	EATON VANCE FLOATING RA	277911491		1/29/2014	3/3/2015	369		0	378	-9	0	0	0	-9
72	EATON VANCE FLOATING RA	277911491		7/18/2014	3/3/2015	549		0	558	-9	0	0	0	-9

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

											12,568	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANK		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	VARIOUS	12,568		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	10/9/2015	2	11
3	Second quarter estimated tax payment	11/13/2015	3	229
4	Third quarter estimated tax payment	2/12/2015	4	176
5	Fourth quarter estimated tax payment	5/13/2016	5	216
6	Other payments		6	
7	Total		7	632

SunTrust

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

PORTFOLIO DETAIL

AS OF 05/31/16

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						
STIF & MONEY MARKET FUNDS						
6,208.45	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	6,208.45 1.000 0.90 %	6,208.45 1.00	0.00	11	0.18 % 0.00 %
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
669	ISHARES CORE MSCI EUROPE ETF CUSIP: 46434V738	28,238.49 42.210 4.07 %	30,544.13 45.66	2,305.64-	789	2.79 % 0.00 %
295	ISHARES CORE MSCI PACIFIC ETF CUSIP: 46434V696	13,994.80 47.440 2.02 %	15,086.30 51.14	1,091.50-	366	2.62 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		42,233.29	45,630.43	3,397.14-	1,154	2.73 %

SUNTRUST

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

PORTFOLIO DETAIL
AS OF 05/31/16

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-FIXED INCOME						
1,868	ISHARES CORE US TREASURY BOND CUSIP: 46429B267	48,016.94 25.705 6.93 %	47,216.12 25.28	800.82	628	1.31 % 0.00 %
TOTAL EQUITY SECURITIES		90,250.23	92,846.55	2,596.32-	1,782	1.97 %
MUTUAL FUNDS						
1,100.542	BRANDES INTERNATIONAL SMALL CAP EQUITY FUND CUSIP: 105262737	14,747.26 13.400 2.13 %	15,768.57 14.33	1,021.31-	271	1.84 % 0.00 %
412.795	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	6,910.19 16.740 1.00 %	7,119.14 17.25	208.95-	74	1.07 % 0.00 %
3,325.682	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	36,050.39 10.840 5.20 %	37,451.53 11.26	1,401.14-	1,426	3.96 % 0.00 %
769.529	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP: 277902698	21,439.08 27.860 3.09 %	17,063.59 22.17	4,375.49	0	0.00 % 0.00 %
6,050.441	FEDERATED STRATEGIC VAL DIV IS CUSIP: 314172560	36,968.19 6.110 5.33 %	27,347.99 4.52	9,620.20	1,216	3.29 % 0.00 %
2,815.396	JOHCM INTERNATIONAL SELECT FUND CUSIP: 00770G847	51,183.90 18.180 7.38 %	58,201.59 20.67	7,017.69-	186	0.36 % 0.00 %

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
4,677.487	JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND CUSIP: 47803U640	82,464.10 17.630 11.90 %	78,481.37 16.78	3,982.73	1,137	1.38 % 0.00 %
4,391.126	JPMORGAN U.S. EQUITY FUND CUSIP: 4812A1142	61,870.97 14.090 8.93 %	58,617.19 13.35	3,253.78	698	1.13 % 0.00 %
1,130.308	MAINSTAY ICAP INTERNATIONAL FUND CUSIP: 56063J716	34,519.61 30.540 4.98 %	39,360 46 34.82	4,840.85-	555	1.61 % 0.00 %
457.973	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	14,009.39 30.590 2.02 %	13,048.59 28.49	960.80	103	0.74 % 0.00 %
2,302.233	OSTERWEIS STRATEGIC INCOME FUND CUSIP: 742935489	25,117.36 10.910 3.62 %	26,998.01 11.73	1,880.65-	1,432	5.70 % 0.00 %
4,913.803	PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 722005816	50,415.62 10.260 7.27 %	51,373.84 10.46	958.22-	2,066	4.10 % 0.00 %
1,895.85	T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND CUSIP: 45775L408	52,742.55 27.820 7.61 %	28,413.58 14.99	24,328.97	19	0.04 % 0.00 %
270 482	T ROWE QM US SMALL CAP GROWTH EQUITY CUSIP: 779917103	7,067.69 26.130 1.02 %	4,716.24 17.44	2,351.45	0	0.00 % 0.00 %
1,038.312	VAN ECK EMERGING MARKETS FUND CUSIP: 921075438	13,383.84 12.890 1.93 %	15,775.27 15.19	2,391.43-	0	0.00 % 0.00 %

SUNTRUST

PORTFOLIO DETAIL

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

AS OF 05/31/16

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
1,022.06	VANGUARD MORTGAGE-BACKED SECURITIES INDEX FUND CUSIP: 92206C755	21,820.98 21.350 3.15 %	21,708.54 21.24	112.44	370	1.70 % 0.00 %
3,842.532	WASATCH LONG/SHORT FUND CUSIP: 936793769	47,762.67 12.430 6.89 %	53,444.49 13.91	5,681.82-	102	0.21 % 0.00 %
1,373.496	WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND CUSIP: 94987W737	14,009.66 10.200 2.02 %	15,956.09 11.62	1,946.43-	91	0.65 % 0.00 %
TOTAL MUTUAL FUNDS		592,483.45	570,846.08	21,637.37	9,746	1.64 %
PRINCIPAL PORTFOLIO TOTAL		**688,942.13**	**669,901.08**	**19,041.05**	**11,538**	**1.67 %**
INCOME PORTFOLIO						
	INCOME CASH	124.64 0.02 %	124.64			
STIF & MONEY MARKET FUNDS						
4,133.96	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	4,133.96 1.000 0.60 %	4,133.96 1.00	0.00	7	0.17 % 0.00 %
INCOME PORTFOLIO TOTAL		**4,258.60**	**4,258.60**	**0.00**	**7**	**0.17 %**

SUNTRUST

PORTFOLIO DETAIL

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

AS OF 05/31/16

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
TOTAL ASSETS		693,200.73	674,158.68	19,042.05	11,545	1.67 %