Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2007

For calendar year 2007, or tax year beginning , 2007, and ending

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label Otherwise, print or type. See Specific Instructions		
Name of foundation		A Employer identification number
AIMEE & FRANK BATTEN, JR. FOUNDATION		54-1879266
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions)
150 W. BRAMBLETON AVENUE		(757) 446-2999
City or town, state, and ZIP code		
NORFOLK, VA 23510		

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 ▶ [ ]

H Check type of organization [X] 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)* ▶ $ 39,506,552.

J Accounting method [X] 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 page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	23,239.	23,239.		STMT 1
4	Dividends and interest from securities	515,197.	515,197.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,626,865.			
b	Gross sales price for all assets on line 6a 11,172,002.				
7	Capital gain net income (from Part IV, line 2)		3,626,865.		
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)	11,143.	11,143.		STMT 3
12	**Total.** Add lines 1 through 11	4,176,444.	4,176,444.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	NONE			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	6,177.	6,177.	NONE	NONE
c	Other professional fees (attach schedule) STMT 5	293,979.	293,979.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	17,636.	17,636.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 7	25.	25.		
24	**Total operating and administrative expenses** Add lines 13 through 23	317,817.	317,817.	NONE	NONE
25	Contributions, gifts, grants paid	7,560,000.			7,560,000.
26	**Total expenses and disbursements** Add lines 24 and 25	7,877,817.	317,817.	NONE	7,560,000.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-3,701,373.			
b	**Net investment income** (if negative, enter -0-)		3,858,627.		
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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	15,484.	8,681.	8,681.
2	Savings and temporary cash investments	1,080,339.	386,129.	386,129.
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 page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)**	NONE	NONE	NONE
b	Investments - corporate stock (attach schedule) STMT 9	29,341,515.	26,341,155.	39,111,742.
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)			
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)	30,437,338.	26,735,965.	39,506,552.
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)			
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. ▶ X			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	30,437,338.	26,735,965.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	30,437,338.	26,735,965.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	30,437,338.	26,735,965.	

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	30,437,338.
2	Enter amount from Part I, line 27a	2	-3,701,373.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,735,965.
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	26,735,965.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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	3,626,865.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2006	13,257,633.	39,038,536.	0.339604
2005	11,796,684.	48,313,977.	0.244167
2004	3,981,500.	54,060,403.	0.073649
2003	5,772,000.	53,287,872.	0.108317
2002	7,807,000.	58,519,682.	0.133408

2	**Total** of line 1, column (d)	2	0.899145
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	0.179829
4	Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	38,264,878.
5	Multiply line 4 by line 3	5	6,881,138.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38,586.
7	Add lines 5 and 6	7	6,919,724.
8	Enter qualifying distributions from Part XII, line 4	8	7,560,000.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling letter _________ (attach copy of ruling letter if necessary - see instructions) . . .		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b . . .	1	38,586.
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	
3	Add lines 1 and 2 . . .	3	38,586.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	38,586.
6	Credits/Payments		
a	2007 estimated tax payments and 2006 overpayment credited to 2007 . . . 6a 56,017.		
b	Exempt foreign organizations-tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d . . .	7	56,017.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶	10	17,431.
11	Enter the amount of line 10 to be **Credited to 2008 estimated tax** ▶ 17,431. **Refunded** ▶	11	

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 page 19 of the instructions for 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 organization 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 page 19 of the 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 2007 or the taxable year beginning in 2007 (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

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

		Line	Yes	No
11a	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 page 20 of the instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	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 ▶ FRANK BATTEN, JR. Telephone no ▶ 757-446-2999

Located at ▶ 150 W. BRAMBLETON AVE., NORFOLK, VA ZIP + 4 ▶ 23510

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here . . . N/A ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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.

		Line	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 page 22 of the instructions)?	1b	N/A	
	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 2007?	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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the 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 ▶			
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 2007 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 2007)*	3b		X
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 2007?	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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	[ ] Yes [X] 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 [X] 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 page 22 of the 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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If you answered "Yes" to 6b, also file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		X

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 page 23 of the 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
SEE STATEMENT 10		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ▶ NONE

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 page 23 of the 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 ▶ NONE

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 page 24 of the 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 page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	37,305,818.
b	Average of monthly cash balances	1b	1,541,774.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	38,847,592.
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	NONE
3	Subtract line 2 from line 1d	3	38,847,592.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	582,714.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	38,264,878.
6	**Minimum investment return.** Enter 5% of line 5	6	1,913,244.

Part XI **Distributable Amount** (see page 25 of the 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	1,913,244.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	38,586.		
b	Income tax for 2007 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	38,586.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,874,658.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,874,658.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,874,658.

Part XII **Qualifying Distributions** (see page 26 of the 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	7,560,000.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,560,000.
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 page 26 of the instructions)	5	38,586.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,521,414.

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

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Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1	Distributable amount for 2007 from Part XI, line 7				1,874,658.
2	Undistributed income, if any, as of the end of 2006				
a	Enter amount for 2006 only				
b	Total for prior years 2005 , ,		NONE		
3	Excess distributions carryover, if any, to 2007				
a	From 2002 4,953,635.				
b	From 2003 3,148,110.				
c	From 2004 1,376,980.				
d	From 2005 9,421,817.				
e	From 2006 11,350,440.				
f	Total of lines 3a through e	30,250,982.			
4	Qualifying distributions for 2007 from Part XII, line 4 ▶ $ 7,560,000.				
a	Applied to 2006, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d	Applied to 2007 distributable amount				1,874,658.
e	Remaining amount distributed out of corpus	5,685,342.			
5	Excess distributions carryover applied to 2007 *(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	35,936,324.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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 page 27 of the instructions		NONE		
e	Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	4,953,635.			
9	**Excess distributions carryover to 2008.** Subtract lines 7 and 8 from line 6a	30,982,689.			
10	Analysis of line 9				
a	Excess from 2003 3,148,110.				
b	Excess from 2004 1,376,980.				
c	Excess from 2005 9,421,817.				
d	Excess from 2006 11,350,440.				
e	Excess from 2007 5,685,342.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, 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) 2007	(b) 2006	(c) 2005	(d) 2004	(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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 page 28 of the 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))

FRANK BATTEN, JR.

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

NONE

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

Check here ▶ [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
VARIOUS - SEE ATTACHED				7,560,000.
Total ▶ 3a				7,560,000.
b Approved for future payment				
Total ▶ 3b				

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 page 28 of the 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			14	23,239.	
4 Dividends and interest from securities			14	515,197.	
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	3,626,865.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SECURITIES LIT.			18	11,143.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,176,444.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 4,176,444.

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions)
	NOT APPLICABLE

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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
	N/A		N/A

2 a 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 [X] 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 or fiduciary) is based on all information of which preparer has any knowledge

Frank Batten Jr — Signature of officer or trustee | 8-18-08 — Date | PRESIDENT — Title

Paid Preparer's Use Only

Preparer's signature	Date 8/14/08	Check if self-employed [ ]	Preparer's SSN or PTIN (See Signature on page 30 of the instructions) P00451457
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP 2100 DOMINION TOWER NORFOLK, VA 23510-3310	EIN 13-5565207	Phone no 757-616-7000

JSA
7E1493 2 000

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MERRILL LYNCH X07 ST				P	VAR	VAR
1,653,453.		1,397,208.					256,245.	
		MERRILL LYNCH X07 LT				P	VAR	VAR
9,518,549.		6,149,982.					3,368,567.	
		MERRILL LYNCH X07 CAP GAIN DIST					VAR	VAR
							2,053.	
TOTAL GAIN(LOSS)							3,626,865.	

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7E1730 1 000

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AIMEE AND FRANK BATTEN JR.

2007 ANNUAL STATEMENT SUMMARY

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

The Capital Gain and Loss Transaction section is provided to facilitate your review and may not include return of capital, sales load deferral, or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The cost basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income received. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize premium paid on the purchase of taxable bonds.

Dividend and Interest details are repeated in the following pages for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer or tax advisor. Please see your tax advisor for more information.

2007 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
CENTERPOINT ENERGY INC	4700.0000	08/30/06	04/24/07			88,911.83	67,633.00	21,278.83
QUANTA SERVICES INC	7000 0000	08/30/06	01/30/07			145,693.52	124,998.30	20,695.22
	23000.0000	09/20/06	01/30/07			478,707.31	412,679 80	66,027.51
WILLIAMS COMPANIES DEL	5000.0000	08/30/06	04/23/07			147,519.74	123,624.00	23,895.74
WHITE MTNS INS GRP LTD	200.0000	08/30/06	02/12/07			114,071.49	105,998.00	8,073 49
	1000 0000	09/20/06	02/12/07			570,357.49	525,012.00	45,345.49
		Subtotal				1,545,261.38	1,359,945.10	185,316.28
NET SHORT TERM CAPITAL GAIN (LOSS)								185,316.28

Merrill Lynch

Account No. 8PW-06X07 | Taxpayer No. 54-1879266

AIMEE AND FRANK BATTEN JR.

2007 ANNUAL STATEMENT SUMMARY

2007 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
LONG TERM CAPITAL GAINS								
ALLEGHENY ENERGY INC COM	11500.0000	12/23/05	01/29/07			532,188.70	366,830.45	165,358.25
	10200 0000	12/29/05	01/29/07			472,028.25	324,285.54	147,742.71
	3800.0000	12/29/05	03/06/07			175,177.66	120,812.25	54,365.41
	6000 0000	12/29/05	04/23/07			317,108.94	190,756.21	126,352.73
	7800 0000	01/06/06	04/23/07			412,241.64	254,415.72	157,825.92
	200.0000	01/06/06	10/02/07			10,687.41	6,523.48	4,163.93
	3600.0000	01/10/06	10/02/07			192,373.50	121,049.64	71,323.86
ANGLO AMERN PLC ADR	7400.0000	12/27/05	04/23/07			201,720.91	127,798 00	73,922.91
CMS ENERGY CORP	11100.0000	01/06/06	04/23/07			207,375.90	161,591.58	45,784.32
CNOOC LTD ADR	1000.0000	08/30/06	11/08/07			174,595.32	86,353.80	88,241.52
CENTERPOINT ENERGY INC	2000.0000	01/25/06	04/24/07			37,834.82	25,680 00	12,154.82
	5300.0000	08/30/06	11/07/07			95,588.27	76,267.00	19,321.27
EL PASO CORPORATION	4500.0000	09/24/02	04/23/07			68,758.94	26,472.17	42,286.77
	7500.0000	10/02/02	04/23/07			114,598.25	65,666 25	48,932.00
	1200 0000	10/07/02	04/23/07			18,335.72	7,144 92	11,190.80
	12000.0000	10/07/02	10/02/07			206,876.83	71,449.19	135,427.64
INTERNATIONAL SECS EXCHG	5600.0000	04/03/06	08/13/07			365,898.40	229,897.91	136,000.49
	4000.0000	04/03/06	10/02/07			266,735.91	164,212.81	102,523 10
KOREA ELEC POWER SPN ADR	17400 0000	12/23/05	01/29/07			405,118.72	347,142.17	57,976 55
	4000.0000	12/23/05	01/30/07			92,728.35	79,802.80	12,925.55
	14600.0000	12/23/05	04/10/07			304,275.40	291,280.23	12,995.17
	3900 0000	01/06/06	04/10/07			81,279.05	80,847 00	432 05
LEUCADIA NATL CORP	6700 0000	02/28/06	04/23/07			204,293.94	180,013 93	24,280 01
	6300.0000	02/28/06	10/02/07			311,067.19	169,266 81	141,800.38
	6400.0000	02/28/06	11/08/07			301,453.30	171,953 59	129,499.71

AIMEE AND FRANK BATTEN JR.

2007 ANNUAL STATEMENT SUMMARY

2007 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
NYSE EURONEXT	8000 0000	12/05/05	04/23/07			693,349.39	484,253 59	209,095.80
RELIANT ENERGY INC	34000.0000	01/12/06	04/23/07			798,977.57	360,549 59	438,427.98
	2000.0000	01/12/06	10/02/07			51,194.21	21,208 81	29,985 40
	6000.0000	07/12/06	10/02/07			153,582.65	72,497.40	81,085.25
SIERRA PACIFIC RES NEW	17000 0000	12/27/05	04/23/07			309,920.55	222,205.30	87,715.25
	3000.0000	12/27/05	05/11/07			55,683.64	39,212.70	16,470.94
	4000.0000	01/06/06	05/11/07			74,244.86	51,404.00	22,840 86
	11000.0000	01/09/06	05/11/07			204,173.38	143,164 99	61,008.39
HONG KONG EXCHANGES	10000.0000	12/27/05	10/02/07			313,999.99	40,300 00	273,699.99
	7000.0000	01/09/06	10/02/07			219,800.01	33,250.00	186,550.01
	3000.0000	01/09/06	11/08/07			91,650.00	14,250.00	77,400.00
	2000.0000	01/18/06	11/08/07			61,100.00	8,893.79	52,206.21
		Subtotal				8,598,017.57	5,238,703.62	3,359,313.95

LONG TERM CAPITAL LOSSES

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
KOREA ELEC POWER SPN ADR	10000 0000	01/06/06	04/23/07			206,576.83	207,300.00	(723.17)
	4100.0000	01/06/06	11/08/07			81,966.35	84,993.00	(3,026.65)
	6000.0000	01/11/06	11/08/07			119,950.77	128,520.00	(8,569.23)
NASDAQ STOCK MARKET INC	6300.0000	12/05/05	04/23/07			208,742.89	268,380.00	(59,637 11)
		Subtotal				617,236.84	689,193.00	(71,956.16)

NET LONG TERM CAPITAL GAIN (LOSS) 3,287,357.79

OTHER TRANSACTIONS

AIMEE AND FRANK BATTEN JR.

2007 ANNUAL STATEMENT SUMMARY

2007 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
CME GROUP INC	500.0000	09/13/06	10/02/07			303,293 75	222085	81209
		Subtotal				303,314.13	.00	
TOTAL CAPITAL GAINS AND LOSSES						11,063,829.92	7,287,841.72	3,472,674.07
TOTAL REPORTABLE GROSS PROCEEDS						11,172,001.74	ST	70929 #
DIFFERENCE						)(108,171.82) *	LT	81209
							Total Capital Gain	3624812

Note· Capital gains and losses in this statement are not reported to the IRS.
* Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e.g., liquidation of fractional shares and the proceeds from certain tender offers). It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g , option premium received).
N/A - Results which cannot be calculated because of insufficient data in the Capital Gain or (Loss) Column and are not included in the realized capital gain and loss summary

REALIZED CAPITAL GAIN AND LOSS SUMMARY

	SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
TOTAL	P9 185,316.28	.00	3,359,313.95	(71,956.16)

Other ST

	Sales	Costs	G/L
Anglo Amern PLC ADR	73,553	Ø	73,553
China Life INS CO SP ADR	20	Ø	20
GROUPE BRUXELLES LAM RT	8508	Ø	8508
WESTERN OIL SANDS INC	26,111	37263	(11152)
	108,192	37263	70929

Aimee & Frank Batten, Jr Foundation
Form 990-PF, Part XV, Grants and Contributions Paid during 2007 EIN 54-1879266

Date	Donee	Relationship to Foundation	Status of Recipient	Purpose of Donation	Value
1/30/2007	Norfolk Christian Schools	None	Public Charity	General Use	630,000 00
2/7/2007	Crisis Pregnancy Ctr	None	Public Charity	General Use	50,000 00
2/7/2007	Teen Challenge	None	Public Charity	General Use	10,000 00
2/12/2007	Bob Boyd Evangelistic Assn	None	Public Charity	General Use	20,000 00
2/12/2007	International Student Christian	None	Public Charity	General Use	5,000 00
2/12/2007	UVA Darden Sch Fdn	None	Public Charity	General Use	5,000 00
2/13/2007	Project Light	None	Public Charity	General Use	100,000 00
2/13/2007	Rafiki Fdn	None	Public Charity	General Use	1,000,000 00
2/13/2007	Discovery Institute	None	Public Charity	General Use	300,000 00
2/13/2007	Campus Crusade For Christ	None	Public Charity	General Use	10,000 00
2/14/2007	Urban Discovery Ministries	None	Public Charity	General Use	25,000 00
2/15/2007	Kanakuk Ministries	None	Public Charity	General Use	25,000 00
2/15/2007	Kids Across America	None	Public Charity	General Use	25,000 00
2/16/2007	Salvation Army	None	Public Charity	General Use	50,000 00
2/23/2007	World Mission Prayer Leage	None	Public Charity	General Use	50,000 00
3/7/2007	Tabernacle Ch of Norfolk	None	Public Charity	General Use	60,000 00
3/30/2007	The God's Story Project	None	Public Charity	General Use	50,000 00
4/16/2007	Greater Hampton Roads Franklin	None	Public Charity	General Use	25,000 00
4/16/2007	ODU Economic Club FDN	None	Public Charity	General Use	1,500 00
4/17/2007	Scriptures in Use	None	Public Charity	General Use	50,000 00
5/2/2007	Union Mission Ministries	None	Public Charity	General Use	462,510 00
5/2/2007	Wycliffe Bible Translators	None	Public Charity	General Use	2,000,000 00
5/2/2007	Tabernacle Ch of Norfolk	None	Public Charity	General Use	96,000 00
5/2/2007	Intervarsity Christian Fellowship	None	Public Charity	General Use	15,000 00
5/2/2007	Iranian Christian Intl	None	Public Charity	General Use	25,000 00
5/2/2007	Elam Ministries	None	Public Charity	General Use	50,000 00
5/2/2007	Teen Challenge	None	Public Charity	General Use	10,000 00
5/2/2007	WHRO	None	Public Charity	General Use	2,500 00
5/23/2007	Norfolk Christian Schools	None	Public Charity	General Use	200,000 00
5/23/2007	Grace Bible Church	None	Public Charity	General Use	500,000 00
6/12/2007	Tabernacle Ch of Norfolk	None	Public Charity	General Use	20,000 00
6/12/2007	Virginia Symphony	None	Public Charity	General Use	2,500 00
6/12/2007	Patrick Henry College	None	Public Charity	General Use	5,000 00
6/12/2007	CHKD	None	Public Charity	General Use	5,000 00
6/12/2007	Crossroads Ch	None	Public Charity	General Use	5,000 00
6/12/2007	Bearers of Light Ministries	None	Public Charity	General Use	15,000 00
6/12/2007	Recovery for the City	None	Public Charity	General Use	5,000 00
7/13/2007	Youth Outreach Urban Resources	None	Public Charity	General Use	50,000 00
8/8/2007	Tabernacle Ch of Norfolk	None	Public Charity	General Use	60,000 00
10/1/2007	Norfolk Christian Schools	None	Public Charity	General Use	525,000 00
10/1/2007	Focused Ultrasound Surgery Fdn	None	Public Charity	General Use	25,000 00
10/1/2007	United Way of S Hampton Roads	None	Public Charity	General Use	40,000 00
10/1/2007	Norfolk Foundation	None	Public Charity	General Use	25,000 00
10/1/2007	Chrysler Museum of Art	None	Public Charity	General Use	5,000 00
10/1/2007	EVMS Foundation	None	Public Charity	General Use	1,000 00
10/30/2007	Norfolk Christian Schools	None	Public Charity	General Use	250,000 00
10/30/2007	Union Mission Ministries	None	Public Charity	General Use	537,490 00
10/30/2007	WHRO	None	Public Charity	General Use	2,500 00
10/30/2007	Tidewater Pastoral Counseling	None	Public Charity	General Use	2,500 00
10/31/2007	Norfolk Crime Line	None	Public Charity	General Use	2,500 00
10/31/2007	AN Achievable Dream	None	Public Charity	General Use	5,000 00
10/31/2007	Tabernacle Ch of Norfolk	None	Public Charity	General Use	85,000 00
10/31/2007	Urban Discovery Ministries	None	Public Charity	General Use	9,000 00
11/28/2007	All India Mission	None	Public Charity	General Use	25,000 00
TOTAL					**7,560,000.00**

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH XX24	12,777.	12,777.
MERRILL LYNCH XX07	10,462.	10,462.
TOTAL	23,239.	23,239.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH X07		479,805.	479,805.
MERRILL LYNCH TREASURY FUND		25,038.	25,038.
MERRILL LYNCH TREASURY FUND		9,364.	9,364.
MERRILL LYNCH X07 PARTNERSHIP		990.	990.
	TOTAL	515,197.	515,197.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FANNIE MAE SETTLEMENT INCOME		11,143.	11,143.
	TOTALS	11,143.	11,143.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KPMG		6,177.	6,177.		
	TOTALS	6,177.	6,177.	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH XX07-INVESTMENT	283,377.	283,377.
SIGNATURE FINANCIAL MANAGEMENT	7,500.	7,500.
MERRILL LYNCH XX24 - BANK FEES	165.	165.
MERRILL LYNCH XX07 - CERT. FEE	2,787.	2,787.
SHUMADINE & RUCKER, P.C.	150.	150.
TOTALS	293,979.	293,979.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXES - FOREIGN	17,636.	17,636.
TOTALS	17,636.	17,636.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VIRGINIA LICENSE FEE	25.	25.
TOTALS	25.	25.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S. TREASURY BILLS	NONE	NONE
US OBLIGATIONS TOTAL	NONE	NONE

AIMEE & FRANK BATTEN, JR. FOUNDATION 54-1879266

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH XX07	26,341,155.	39,111,742.
TOTALS	26,341,155.	39,111,742.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FRANK BATTEN, JR. 7438 FLICKER POINT NORFOLK, VA 23505	PRES., SEC., TREAS., 2.00 HRS/WK	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2007

Name of estate or trust: AIMEE & FRANK BATTEN, JR. FOUNDATION

Employer identification number: 54-1879266

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	256,245.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2006 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	256,245.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	3,370,620.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2006 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	3,370,620.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 41)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			256,245.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			3,370,620.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			3,626,865.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** **b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 42 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 43 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 43 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,150	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 through 27, go to line 28 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Multiply line 26 by 5% (05)	27	
28	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 28 thru 31, go to line 32 ☐ **No.** Enter the smaller of line 17 or line 22	28	
29	Enter the amount from line 26 (If line 26 is blank, enter -0-)	29	
30	Subtract line 29 from line 28	30	
31	Multiply line 30 by 15% (15)	31	
32	Figure the tax on the amount on line 23 Use the 2007 Tax Rate Schedule on page 27 of the instructions	32	
33	Add lines 27, 31, and 32	33	
34	Figure the tax on the amount on line 17 Use the 2007 Tax Rate Schedule on page 27 of the instructions	34	
35	**Tax on all taxable income.** Enter the **smaller** of line 33 or line 34 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	35	

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2007

Name of estate or trust: AIMEE & FRANK BATTEN, JR. FOUNDATION

Employer identification number: 54-1879266

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 40 of the instructions)	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
MERRILL LYNCH X07 ST	VAR	VAR	1,653,453.	1,397,208.	256,245.

1b. Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 256,245.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2007

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 40 of the instructions)	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
MERRILL LYNCH X07 LT	VAR	VAR	9,518,549.	6,149,982.	3,368,567.
MERRILL LYNCH X07 CAP GAIN DIST	VAR	VAR			2,053.

6b. Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 3,370,620.

JSA
7F1222 4 000

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Form **8868** (Rev April 2008)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	AIMEE & FRANK BATTEN, JR. FOUNDATION	54-1879266
	Number, street, and room or suite no If a P O box, see instructions 150 W. BRAMBLETON AVENUE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NORFOLK, VA 23510	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ FRANK BATTEN, JR.

Telephone No ▶ 757 446-2999 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2008 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2007 or
▶ [ ] tax year beginning ________ , ____ , and ending ________ , ____

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ NONE
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization AIMEE & FRANK BATTEN, JR. FOUNDATION	Employer identification number 54-1879266
	Number, street, and room or suite no If a P O box, see instructions 150 W. BRAMBLETON AVENUE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions NORFOLK, VA 23510	

Check type of return to be filed (File a separate application for each return)

- [ ] Form 990
- [ ] Form 990-BL
- [ ] Form 990-EZ
- [X] Form 990-PF
- [ ] Form 990-T (sec 401(a) or 408(a) trust)
- [ ] Form 990-T (trust other than above)
- [ ] Form 1041-A
- [ ] Form 4720
- [ ] Form 5227
- [ ] Form 6069
- [ ] Form 8870

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

- The books are in the care of ▶ FRANK BATTEN, JR.

  Telephone No ▶ 757 446-2999 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2008

5 For calendar year 2007 , or other tax year beginning ______ and ending ______

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 38,586.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 56,017.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ NONE

Signature and Verification

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

Signature ▶ Brett A. Ross Title ▶ CPA Date ▶ 8/14/08

KPMG LLP
2100 DOMINION TOWER
NORFOLK, VA 23510-3310

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