

Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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

2006

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

For calendar year 2006, or tax year beginning , 2006, 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.

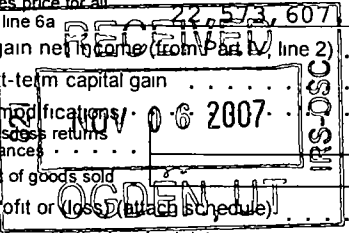
Name of foundation
AIMEE & FRANK BATTEN, JR. FOUNDATION
Number and street (or P O box number if mail is not delivered to street address) Room/suite
150 W. BRAMBLETON AVENUE
City or town, state, and ZIP code
NORFOLK, VA 23510

A Employer identification number
54-1879266
B Telephone number (see page 11 of the instructions)
(757) 446-2999

- C If exemption application 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 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) **\$ 38,461,414.**
J Accounting method Cash Accrual Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	144,867.	144,867.		STMT 1
	4 Dividends and interest from securities	573,544.	573,544.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,874,690.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,874,690.		
	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)	1,572.	1,572.		STMT 3	
12 Total. Add lines 1 through 11	2,594,673.	2,594,673.			
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) STMT 4	1,812.	1,812.	NONE	NONE
	b Accounting fees (attach schedule) STMT 5	4,215.	4,215.	NONE	NONE
	c Other professional fees (attach schedule) STMT 6	342,557.	342,557.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	9,389.	9,389.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	25.	25.		
	24 Total operating and administrative expenses. Add lines 13 through 23	357,998.	357,998.	NONE	NONE
	25 Contributions, gifts, grants paid	13,280,000.			13,280,000.
26 Total expenses and disbursements Add lines 24 and 25	13,637,998.	357,998.	NONE	13,280,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-11,043,325.				
b Net investment income (if negative, enter -0-)		2,236,675.			
c Adjusted net income (if negative, enter -0-)			-0-		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	278,263.	15,484.	15,484.	
	2	Savings and temporary cash investments	15,473,583.	1,080,339.	1,080,339.	
	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)* *	3,012,945.	NONE	NONE	
	b	Investments - corporate stock (attach schedule) . STMT 10	22,715,872.	29,341,515.	37,365,591.	
	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 page 17 of the instructions Also, see page 1, item I)	41,480,663.	30,437,338.	38,461,414.		
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	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	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	41,480,663.	30,437,338.		
30	Total net assets or fund balances (see page 18 of the instructions)	41,480,663.	30,437,338.			
31	Total liabilities and net assets/fund balances (see page 18 of the instructions)	41,480,663.	30,437,338.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	41,480,663.
2	Enter amount from Part I, line 27a	2	-11,043,325.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	30,437,338.
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	30,437,338.

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(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				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	1,874,690.	
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 18 of the instructions) If (loss), enter -0- in Part I, line 8						

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 19 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))
2005	11,796,684.	48,313,977.	0.24416710717
2004	3,981,500.	54,060,403.	0.07364909951
2003	5,772,000.	53,287,872.	0.10831732969
2002	7,807,000.	58,519,682.	0.13340810704
2001	2,708,815.	58,272,365.	0.04648541380
2 Total of line 1, column (d)			2 0.60602705721
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 0.12120541144
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5			4 39,038,536.
5 Multiply line 4 by line 3			5 4,731,682.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 22,367.
7 Add lines 5 and 6			7 4,754,049.
8 Enter qualifying distributions from Part XII, line 4			8 13,280,000.

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 19

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	22,367.
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	22,367.
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	22,367.
6	Credits/Payments		
a	2006 estimated tax payments and 2005 overpayment credited to 2006	6a	78,384.
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	78,384.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	56,017.
11	Enter the amount of line 10 to be Credited to 2007 estimated tax	11	56,017. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 20 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 20 of the instructions) <u>VA,</u>		
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? <i>If "No," attach explanation</i>	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 2006 or the taxable year beginning in 2006 (see instructions for Part XIV on page 28)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities Continued

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 instructions)		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?		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address \blacktriangleright <u>N/A</u>	X	
14	The books are in care of \blacktriangleright <u>FRANK BATTEN, JR.</u> Telephone no \blacktriangleright <u>757-446-2999</u> Located at \blacktriangleright <u>150 W. BRAMBLETON AVE., NORFOLK, VA</u> ZIP + 4 \blacktriangleright <u>23510</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here \blacktriangleright <u>N/A</u> and enter the amount of tax-exempt interest received or accrues during the year \blacktriangleright <u>15</u>		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here \blacktriangleright <input type="checkbox"/>	1b	N/A
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 2006?	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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years \blacktriangleright _____		
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 \blacktriangleright _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2006 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 2006)	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 2006?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 23 of the instructions)? **5b** N/A
- 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? Yes No **N/A**
- 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? Yes No **6b** X
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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 11		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 24 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 24 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 up by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments. See page 25 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 25 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	34,892,284.
b	Average of monthly cash balances	1b	4,740,747.
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	39,633,031.
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	39,633,031.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 26 of the instructions)	4	594,495.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,038,536.
6	Minimum investment return. Enter 5% of line 5	6	1,951,927.

Part XI Distributable Amount (see page 26 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	1,951,927.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	22,367.
b	Income tax for 2006 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	22,367.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,929,560.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,929,560.
6	Deduction from distributable amount (see page 26 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,929,560.

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	13,280,000.
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	13,280,000.
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 27 of the instructions)	5	22,367.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,257,633.

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

Part XIII Undistributed Income (see page 27 of the instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				1,929,560.
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only				
b Total for prior years <u>2004</u>		NONE		
3 Excess distributions carryover, if any, to 2006				
a From 2001	NONE			
b From 2002	4,953,635.			
c From 2003	3,148,110.			
d From 2004	1,376,980.			
e From 2005	9,421,817.			
f Total of lines 3a through e	18,900,542.			
4 Qualifying distributions for 2006 from Part XII, line 4 ▶ \$ <u>13,280,000.</u>				
a Applied to 2005, 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 2006 distributable amount				1,929,560.
e Remaining amount distributed out of corpus	11,350,440.			
5 Excess distributions carryover applied to 2006 (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	30,250,982.			
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 2005 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2006 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2007				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions)				
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)		NONE		
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	30,250,982.			
10 Analysis of line 9				
a Excess from 2002	4,953,635.			
b Excess from 2003	3,148,110.			
c Excess from 2004	1,376,980.			
d Excess from 2005	9,421,817.			
e Excess from 2006	11,350,440.			

Part XIV Private Operating Foundations (see page 28 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2006, 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)	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
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 organization 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))

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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 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 <i>Paid during the year</i> VARIOUS - SEE ATTACHED				13,280,000.
Total ▶ 3a				13,280,000.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with columns Yes and No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

Table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 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

Table with columns (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Signature section containing: Signature of officer or trustee (Frank Battaglia), Date (10-31-07), Title (President), Preparer's signature (Beth A. Row), Date (10/30/07), Firm's name (KPMG LLP), Address (2100 DOMINION TOWER NORFOLK, VA), EIN (13-5565207), and Phone no (757-616-7000).

**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)	
6,388,042.		MERRILL-LYNCH X07 ST PROPERTY TYPE: SECURITIES 6,010,253.				P	VAR 377,789.	VAR
16185565.		MERRILL-LYNCH X07 LT PROPERTY TYPE: SECURITIES 14689394.				P	VAR 1,496,171.	VAR
		MERRILL-LYNCH X07 CAP GAIN DIS					VAR 730.	VAR
TOTAL GAIN (LOSS)							----- 1,874,690. =====	



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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 be reclassified 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.

2006 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Liquidated		Amortization/Accretion	Sales Price	Cost Basis	Gain or (Loss)
		Cover of Short	Short Sale				
SHORT TERM CAPITAL GAINS							
ALLEGHENY ENERGY INC COM	4000.0000	12/23/05	07/12/06		153,923.27	127,593.20	26,330.07
	4500.0000	12/23/05	12/21/06		205,678.78	143,542.35	62,136.43
FREDDIE MAC	1700.0000	09/28/05	09/07/06		107,743.38	93,828.61	13,914.77
MICROSOFT CORP	4900.0000	10/05/05	01/20/06		131,707.95	121,657.69	10,050.26
	20000.0000	10/06/05	09/25/06		540,583.40	494,504.01	46,079.39
PFIZER INC DEL PV\$0.05	10000.0000	10/21/05	09/25/06		283,925.30	213,085.00	70,840.30
			Subtotal		1,423,562.08	1,194,210.86	229,351.22

SHORT TERM CAPITAL LOSSES

MICROSOFT CORP	10400.0000	10/05/05	07/12/06		236,176.74	258,212.24	(22,035.50)
	9600.0000	10/06/05	07/12/06		218,009.31	237,361.91	(19,352.60)
TYCO INTL LTD NEW COM	400.0000	08/29/05	07/12/06		10,895.43	11,115.03	(219.60)
	4000.0000	08/29/05	08/25/06		104,476.79	111,150.41	(6,673.62)



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2006 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
WAL-MART STORES INC	1900.0000	04/29/05	01/12/06		87,588.44	88,716.71	(1,128.27)
	1000.0000	05/12/05	01/12/06		46,099.18	46,948.10	(848.92)
	1000.0000	05/13/05	01/12/06		46,099.19	47,040.50	(941.31)
	1000.0000	05/16/05	01/12/06		46,099.19	47,049.80	(950.61)
	100.0000	05/17/05	01/12/06		4,609.92	4,700.33	(90.41)
	4000.0000	08/16/05	07/12/06		180,954.44	189,936.40	(8,981.96)
	4700.0000	08/17/05	07/12/06		212,621.48	223,036.62	(10,415.14)
	800.0000	08/29/05	07/12/06		36,190.90	36,515.35	(324.45)
	3800.0000	08/29/05	08/01/06		166,776.87	173,447.97	(6,671.10)
	3200.0000	09/19/05	08/01/06		140,443.68	140,829.44	(385.76)
	3000.0000	09/19/05	08/01/06		131,665.97	131,980.80	(314.83)
		Subtotal			1,668,707.53	1,748,041.61	(79,334.08)
NET SHORT TERM CAPITAL GAIN (LOSS)							150,017.14
LONG TERM CAPITAL GAINS							
ALTRIA GROUP INC	1500.0000	07/05/00	07/12/06		116,741.41	41,625.01	75,116.40
	1600.0000	01/19/01	07/12/06		124,524.17	69,900.00	54,624.17
	400.0000	01/19/01	07/12/06		31,131.04	17,450.00	13,681.04
	2100.0000	03/27/02	07/12/06		163,437.98	111,825.00	51,612.98
	6800.0000	05/14/04	07/12/06		529,227.77	323,981.24	205,246.53
	600.0000	06/14/04	09/25/06		47,136.95	28,586.58	18,550.37
	400.0000	07/23/04	09/25/06		345,670.99	207,900.00	137,770.99
AMERIPRISE FINL INC	660.0000	03/21/01	09/25/06		30,524.06	14,260.88	16,263.18
	1480.0000	03/22/01	09/25/06		68,447.89	31,833.60	36,614.29
	900.0000	09/17/01	09/25/06		41,623.72	16,565.14	25,058.58
	860.0000	09/20/01	09/25/06		39,773.78	14,124.68	25,649.10
	180.0000	11/06/03	09/25/06		8,324.74	5,275.70	3,049.04
	180.0000	11/14/03	09/25/06		8,324.74	5,089.63	3,235.11
	1160.0000	12/12/03	09/25/06		53,648.35	32,666.54	20,981.81
	1720.0000	06/14/04	09/25/06		79,547.57	54,754.22	24,793.35
	1140.0000	07/23/04	09/25/06		52,723.39	34,167.39	18,556.00



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Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)	
AMER EXPRESS COMPANY	3300.0000	03/21/01	07/12/06			173,321.24	100,100.62	73,220.62	
	7400.0000	03/22/01	07/12/06			388,659.74	223,447.89	165,211.85	
	4500.0000	09/17/01	07/12/06			236,347.14	116,274.85	120,072.29	
	4300.0000	09/20/01	07/12/06			225,842.83	99,144.62	126,698.21	
	900.0000	11/06/03	07/12/06			47,269.43	37,031.49	10,237.94	
	900.0000	11/14/03	07/12/06			47,269.43	35,725.36	11,544.07	
	100.0000	12/12/03	07/12/06			5,252.16	3,953.35	1,298.81	
	5700.0000	12/12/03	09/07/06			299,245.94	225,341.16	73,904.78	
	8600.0000	06/14/04	09/07/06			451,493.87	384,333.39	67,160.48	
	5700.0000	07/23/04	09/07/06			299,245.95	239,829.32	59,416.63	
	COCA COLA COM	3000.0000	09/27/04	01/20/06			121,436.27	119,457.00	1,979.27
		5600.0000	09/27/04	07/12/06			244,152.50	222,986.40	21,166.10
		1600.0000	10/08/04	07/12/06			69,757.86	63,969.27	5,788.59
7200.0000		10/08/04	09/12/06			322,230.42	287,861.77	34,368.65	
FREDDIE MAC		1300.0000	08/15/00	02/28/06			87,587.67	57,687.50	29,900.17
	1900.0000	08/30/00	02/28/06			128,012.74	79,681.25	48,331.49	
	500.0000	08/30/00	02/28/06			33,687.56	20,968.75	12,718.81	
	100.0000	08/30/00	02/28/06			6,737.51	4,193.75	2,543.76	
	1600.0000	01/19/01	02/28/06			107,800.21	100,600.00	7,200.21	
	900.0000	01/19/01	02/28/06			60,637.62	56,587.50	4,050.12	
	200.0000	01/19/01	02/28/06			13,475.03	12,575.00	900.03	
	1500.0000	12/20/01	02/28/06			101,062.70	98,355.00	2,707.70	
	2100.0000	02/20/02	02/28/06			141,487.77	129,954.93	11,532.84	
	1500.0000	02/28/02	02/28/06			101,062.69	95,550.00	5,512.69	
	3900.0000	06/24/03	02/28/06			262,763.01	195,390.00	67,373.01	
	1100.0000	09/23/03	02/28/06			74,112.64	59,818.00	14,294.64	
	7400.0000	06/14/04	02/28/06			498,576.00	445,214.33	53,361.67	
3400.0000	06/14/04	09/07/06			215,486.74	204,557.95	10,928.79		



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Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
HCA INC	900.0000	07/01/03	07/12/06		39,282.71	28,710.00	10,572.71
	2200.0000	07/11/03	07/12/06		96,024.40	70,026.00	25,998.40
	1300.0000	09/23/03	07/12/06		56,741.70	46,150.00	10,591.70
	1600.0000	06/14/04	07/12/06		69,835.94	63,840.00	5,995.94
	4000.0000	06/14/04	08/25/06		196,753.95	159,600.00	37,153.95
JOHNSON AND JOHNSON COM	3600.0000	04/06/04	01/20/06		221,714.66	184,249.08	37,465.58
	400.0000	06/14/04	01/20/06		24,634.97	22,760.00	1,874.97
	2400.0000	06/14/04	07/12/06		145,745.60	136,560.00	9,185.60
	2400.0000	06/14/04	09/25/06		154,003.27	136,560.00	17,443.27
KRAFT FOODS INC VA CL A	2000.0000	06/14/04	09/12/06		67,277.93	61,600.01	5,677.92
MARSH & MCLENNAN COS INC	8000.0000	10/19/04	08/11/06		198,832.29	192,701.60	6,130.69
	8600.0000	10/20/04	08/11/06		213,744.72	206,119.64	7,625.08
	10700.0000	10/21/04	08/11/06		265,938.21	262,616.52	3,321.69
OLD REPUB INTL CORP	7312.0000	07/05/00	07/12/06		156,083.73	69,225.01	86,858.72
	1125.0000	07/05/00	07/12/06		24,014.52	10,650.00	13,364.52
	1563.0000	06/14/04	07/12/06		33,364.19	29,238.60	4,125.59
	7312.0000	06/14/04	08/11/06		153,349.13	136,783.54	16,565.59
	2125.0000	06/17/04	08/11/06		44,566.05	39,967.00	4,599.05
PFIZER INC DEL PV\$0.05	2600.0000	01/20/05	09/25/06		73,820.57	64,760.02	9,060.55
	2090.0000	01/20/05	09/25/06		56,785.05	49,784.60	7,000.45
	1800.0000	01/21/05	09/25/06		51,106.55	44,749.62	6,356.93
	3000.0000	02/01/05	09/25/06		85,177.58	71,963.10	13,214.48
	3000.0000	02/01/05	09/25/06		85,177.58	71,788.10	13,388.48
	1600.0000	02/03/05	09/25/06		45,428.04	38,356.32	7,071.72
PITNEY BOWES INC	1500.0000	10/18/00	07/12/06		61,966.84	38,489.06	23,477.78
	1500.0000	10/18/00	07/12/06		61,966.84	38,489.06	23,477.78
	1000.0000	10/18/00	07/12/06		41,311.23	25,659.37	15,651.86
	400.0000	10/18/00	07/12/06		16,524.49	10,263.75	6,260.74



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Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
PITNEY BOWES INC	100.0000	10/18/00	07/12/06		4,131.12	2,565.93	1,565.19
	1500.0000	10/30/00	07/12/06		61,966.87	40,505.15	21,461.72
	2500.0000	10/30/00	09/25/06		111,705.81	67,508.60	44,197.21
	2400.0000	06/15/04	09/25/06		107,237.59	106,275.12	962.47
TYCO INTL LTD NEW COM	12000.0000	06/07/02	01/10/06		367,648.31	126,000.01	241,648.30
	2500.0000	06/07/02	07/12/06		68,096.40	26,250.01	41,846.39
TIME WARNER INC NEW	6400.0000	07/19/02	07/12/06		105,212.76	70,080.01	35,132.75
	9600.0000	07/26/02	07/12/06		157,819.16	101,387.52	56,431.64
	4800.0000	07/26/02	08/11/06		76,845.63	50,693.76	26,151.87
WYETH	3000.0000	07/16/02	07/12/06		131,995.94	109,500.01	22,495.93
	4800.0000	07/19/02	07/12/06		211,193.52	143,760.00	67,433.52
	1000.0000	11/12/03	07/12/06		43,998.65	39,465.80	4,532.85
	3300.0000	11/12/03	09/25/06		165,852.90	130,237.14	35,615.76
	4700.0000	06/14/04	09/25/06		236,214.75	167,602.00	68,612.75
			Subtotal		<u>11,095,915.37</u>	<u>8,224,088.12</u>	<u>2,871,827.25</u>

LONG TERM CAPITAL LOSSES

FREDDIE MAC	12000.0000	06/14/04	07/12/06		685,487.35	721,969.20	(36,481.85)
	3000.0000	03/22/05	09/07/06		190,135.36	191,888.70	(1,753.34)
	3900.0000	03/23/05	09/07/06		247,175.97	248,126.19	(950.22)
FANNIE MAE (USA) COM NPV	6000.0000	05/14/04	07/12/06		294,664.75	416,709.00	(122,044.25)
	6000.0000	06/14/04	08/01/06		283,079.10	416,709.01	(133,629.91)
KRAFT FOODS INC VA CL A	1600.0000	11/26/03	01/20/06		46,302.57	50,709.44	(4,406.87)
	1900.0000	01/22/04	01/20/06		54,984.31	60,006.56	(5,022.25)
	1500.0000	06/14/04	01/20/06		43,408.67	46,199.99	(2,791.32)
	3000.0000	06/14/04	07/12/06		92,097.17	92,400.00	(302.83)



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Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
MARSH & MCLENNAN COS INC	100.0000	05/18/04	07/12/06			2,596.33	4,270.01	(1,673.68)
	1500.0000	05/25/04	07/12/06			38,944.95	64,430.10	(25,485.15)
	5200.0000	06/14/04	07/12/06			135,009.17	225,963.40	(90,954.23)
	2000.0000	07/22/04	07/12/06			51,926.60	87,158.80	(35,232.20)
	2000.0000	07/22/04	07/12/06			51,926.60	87,099.40	(35,172.80)
	1000.0000	07/23/04	07/12/06			25,963.30	43,332.80	(17,369.50)
	1000.0000	07/26/04	07/12/06			25,963.30	43,361.30	(17,398.00)
	1000.0000	07/30/04	07/12/06			25,963.30	43,981.30	(18,018.00)
	900.0000	08/03/04	07/12/06			23,366.97	39,564.00	(16,197.03)
	2900.0000	10/14/04	07/12/06			75,293.57	100,778.77	(25,485.20)
	2000.0000	10/14/04	07/12/06			51,926.60	70,036.40	(18,109.80)
	16400.0000	10/15/04	07/12/06			425,798.21	470,296.24	(44,498.03)
	2000.0000	10/15/04	08/11/06			49,708.07	57,353.20	(7,645.13)
	1000.0000	10/15/04	08/11/06			24,854.03	28,862.20	(4,008.17)
	5700.0000	10/18/04	08/11/06			141,668.01	151,380.60	(9,712.59)
PFIZER INC DEL PV\$0.05	1800.0000	06/14/04	07/12/06			41,722.71	63,054.00	(21,331.29)
	3500.0000	09/28/04	07/12/06			81,127.50	104,924.40	(23,796.90)
	2500.0000	09/28/04	07/12/06			57,948.21	74,900.00	(16,951.79)
	1200.0000	10/07/04	07/12/06			27,815.14	34,620.01	(6,804.87)
	1000.0000	10/07/04	07/12/06			23,179.29	29,550.00	(6,370.71)
	1000.0000	10/07/04	07/12/06			23,179.29	29,355.40	(6,176.11)
	3600.0000	11/17/04	07/12/06			83,445.44	100,461.60	(17,016.16)
	1400.0000	12/06/04	07/12/06			32,451.00	38,080.00	(5,629.00)
	1000.0000	12/08/04	07/12/06			23,179.29	27,182.30	(4,003.01)
	7000.0000	12/10/04	07/12/06			162,255.02	190,180.20	(27,925.18)
	1000.0000	12/10/04	07/12/06			23,179.28	27,098.70	(3,919.42)
	4300.0000	12/13/04	07/12/06			99,670.95	116,696.41	(17,025.46)
	1000.0000	12/17/04	07/12/06			23,179.29	25,414.60	(2,235.31)
	4300.0000	12/20/04	07/12/06			99,670.95	107,307.36	(7,636.41)
	1400.0000	01/20/05	07/12/06			32,451.02	34,870.78	(2,419.76)



Account No.
8PW-06X07

Taxpayer No.
54-1879266

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AIMEE AND FRANK BATTEN JR.

2006 ANNUAL STATEMENT SUMMARY

2006 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
TENET HEALTHCARE CORP	6700.0000	12/20/02	07/12/06		43,833.40	105,190.01	(61,356.61)
	4500.0000	02/28/03	07/12/06		29,440.34	83,250.00	(53,809.66)
	3600.0000	03/26/03	07/12/06		23,552.27	59,904.00	(36,351.73)
	3200.0000	04/25/03	07/12/06		20,935.35	46,336.64	(25,401.29)
	10000.0000	06/09/03	07/12/06		65,422.99	160,035.00	(94,612.01)
	12000.0000	06/26/03	07/12/06		78,507.61	141,000.00	(62,492.39)
	2000.0000	06/26/03	09/12/06		16,751.08	23,500.00	(6,748.92)
	2000.0000	07/01/03	09/12/06		16,751.08	23,060.00	(6,308.92)
	36000.0000	06/14/04	09/12/06		301,519.55	450,000.00	(148,480.45)
TYCO INTL LTD NEW COM	5100.0000	06/17/04	07/12/06		138,916.68	160,632.15	(21,715.47)
TIME WARNER INC NEW	2000.0000	07/13/05	08/11/06		32,019.01	32,579.60	(560.59)
	2000.0000	07/20/05	08/11/06		32,019.01	32,900.60	(881.59)
	5000.0000	07/21/05	08/11/06		80,047.55	82,500.00	(2,452.45)
	2400.0000	07/25/05	08/11/06		38,422.83	39,569.76	(1,146.93)
WAL-MART STORES INC	2900.0000	05/17/05	07/12/06		131,191.96	136,309.87	(5,117.91)
	2600.0000	05/18/05	07/12/06		117,620.38	122,256.16	(4,635.78)
		Subtotal			5,089,649.73	6,465,306.16	(1,375,656.43)
NET LONG TERM CAPITAL GAIN (LOSS)							1,496,170.82

OTHER TRANSACTIONS -- SHORT TERM

U.S. TREASURY BILL	2218000.0000	07/28/05	01/26/06		2,218,000.00	2,218,000.00	0
U.S. TREASURY BILL	850000.0000	08/18/05	02/16/06		850,000.00	850,000.00	0
OLD REPUB INTL CORP	15550.0000	02/14/06	02/14/06		10.63	N/A	10.63
		Subtotal			3,068,010.63	3,068,000.00	10.63

Other Short Term GAINS
Group Bruxelles Lambertie
London Stock Exchange

VAR 6/8/06
6/12/06
6/8/06

6672.56
221,089.20
227,761.76

0
0
227,761.76

6672.56
221,089.20
227,761.76

Date	Donee	Relationship to Foundation	Status of Recipient	Purpose of Donation	Value
1/12/2006	Norfolk Christian Schools	None	Public Charity	General Use	10,000.00
1/27/2006	Norfolk Christian Schools	None	Public Charity	General Use	2,700,000.00
1/27/2006	Teen Challenge	None	Public Charity	General Use	10,000.00
2/2/2006	Bob Boyd Evangelistic Assn	None	Public Charity	General Use	15,000.00
2/7/2006	Crisis Pregnancy Ctr of Tdwtr	None	Public Charity	General Use	50,000.00
2/3/2006	Kanakuk Ministries	None	Public Charity	General Use	25,000.00
2/2/2006	Kids Across America Fdn	None	Public Charity	General Use	25,000.00
2/2/2006	World Mission Prayer League	None	Public Charity	General Use	50,000.00
2/1/2006	Project Light	None	Public Charity	General Use	100,000.00
2/1/2006	Urban Discovery Ministries	None	Public Charity	General Use	25,000.00
2/1/2006	Patrick Henry College	None	Public Charity	General Use	10,000.00
2/8/2006	UVA Darden Sch Fdn	None	Public Charity	General Use	2,500.00
2/22/2006	Tabernacle Church of Norfolk	None	Public Charity	General Use	65,000.00
3/29/2006	Norfolk Christian Schools	None	Public Charity	General Use	525,000.00
3/30/2006	Sought Out	None	Public Charity	General Use	10,000.00
4/4/2006	Crossroads Ch	None	Public Charity	General Use	10,000.00
4/4/2006	Kanakuk Ministries	None	Public Charity	General Use	10,000.00
5/9/2006	Economics Club of HR Fdn	None	Public Charity	General Use	1,000.00
5/15/2006	Wycliffe Bible Translators	None	Public Charity	General Use	400,000.00
5/10/2006	Tabernacle Ch of Norfolk	None	Public Charity	General Use	119,000.00
5/12/2006	Prison Fellowship	None	Public Charity	General Use	100,000.00
5/12/2006	Bearers of Light Ministries	None	Public Charity	General Use	20,000.00
5/15/2006	Bethany Christian Services	None	Public Charity	General Use	5,000.00
5/16/2006	Youth Outreach Urban Resources	None	Public Charity	General Use	50,000.00
5/15/2006	Rafiki Fdn	None	Public Charity	General Use	100,000.00
5/15/2006	Intervarsity Christian Fellows	None	Public Charity	General Use	15,000.00
5/17/2006	Campus Crusade For Christ	None	Public Charity	General Use	10,000.00
5/18/2006	Regent Univ	None	Public Charity	General Use	25,000.00
5/30/2006	Christ The Redeemer Anglican C	None	Public Charity	General Use	200,000.00
5/30/2006	Teen Challenge	None	Public Charity	General Use	25,000.00
6/8/2006	Community Church of Chesapeake	None	Public Charity	General Use	10,000.00
6/2/2006	American Red Cross	None	Public Charity	General Use	5,000.00
7/7/2006	United Way	None	Public Charity	General Use	35,000.00
8/1/2006	Wycliffe Bible Translators	None	Public Charity	General Use	4,600,000.00
8/1/2006	Tabernacle Ch of Norfolk	None	Public Charity	General Use	1,060,000.00
8/4/2006	Norfolk Christian Schools	None	Public Charity	General Use	2,000,000.00
8/8/2006	Team	None	Public Charity	General Use	36,000.00
8/4/2006	Va Symphony	None	Public Charity	General Use	2,500.00
9/20/2006	Norfolk Christian Schools	None	Public Charity	General Use	300,000.00
9/22/2006	Access College Fdn	None	Public Charity	General Use	37,500.00
10/23/2006	Jubilee Campaign	None	Public Charity	General Use	35,000.00
10/27/2006	Teen Mania Ministries	None	Public Charity	General Use	250,000.00
10/30/2006	National Maritime Ctr	None	Public Charity	General Use	2,500.00
10/25/2006	Chrysler Museum	None	Public Charity	General Use	5,000.00
10/23/2006	CHKD	None	Public Charity	General Use	5,000.00
10/24/2006	Tabernacle Ch of Norfolk	None	Public Charity	General Use	84,000.00
12/18/2006	Friends of Tyndale Library Fdn	None	Public Charity	General Use	100,000.00
TOTAL					<u>13,280,000.00</u>

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH XX24	12,922.	12,922.
MERRILL LYNCH XX07	131,945.	131,945.
TOTAL	144,867.	144,867.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH XX07	460,817.	460,817.
MERRILL LYNCH TREASURY FUND	111,756.	111,756.
MERRILL LYNCH INSTITUTIONAL FUND	971.	971.
TOTAL	573,544.	573,544.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SECURITIES LITIGATION INCOME	1,572.	1,572.
TOTALS	1,572.	1,572.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL	1,812.	1,812.		
TOTALS	1,812.	1,812.	NONE	NONE

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KPMG	4,215.	4,215.		
TOTALS	4,215.	4,215.	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH XX07-INVESTMENT	332,529.	332,529.
SIGNATURE FINANCIAL MANAGEMENT	7,500.	7,500.
MERRILL LYNCH XX24 - BANK FEES	150.	150.
MERRILL LYNCH XX07 - CERT. FEE	2,378.	2,378.
TOTALS	342,557.	342,557.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXES - FOREIGN	9,389.	9,389.
TOTALS	9,389.	9,389.

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
FORM 990PF, PART II - CORPORATE STOCK
=====

54-1879266

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
MERRILL LYNCH XX07	29,341,515.	37,365,591.
TOTALS	29,341,515.	37,365,591.

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

NAME AND ADDRESS	TITLE AND TIME 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

OMB No 1545-0092

2006

▶ 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).

Name of estate or trust

Employer identification number

AIMEE & FRANK BATTEN, JR. FOUNDATION

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 35)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
1 SEE STATEMENT 1			6,388,042.	6,010,253.	377,789.
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 2005 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1 through 4 in column (f) Enter here and on line 13, column (3) below					5 377,789.

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 35)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
6 SEE STATEMENT 2			16,185,565.	14,689,394.	1,496,901.
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 2005 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6 through 11 in column (f) Enter here and on line 14a, column (3) below					12 1,496,901.

Part III Summary of Parts I and II

Caution: Read the instructions before completing this part.

	(1) Beneficiaries' (see page 36)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)			377,789.
14 Net long-term gain or (loss):			
a Total for year			1,496,901.
b Unrecaptured section 1250 gain (see line 18 of the worksheet on page 36).			
c 28% rate gain.			
15 Total net gain or (loss). Combine lines 13 and 14a			1,874,690.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4. 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.

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

Schedule D (Form 1041) 2006

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4, the smaller of
 a The loss on line 15, column (3) or
 b \$3,000

16	()
----	-----

If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 39 of the instructions to determine your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates (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)

Note: If line 14b, column (2) or line 14c, column (2) is more than zero, complete the worksheet on page 38 of the instructions and skip Part V Otherwise, go to line 17

17 Enter taxable income from Form 1041, line 22	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)	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 \$2,050	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 through 27, go to line 28 and check the "No" box <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 28 through 31, go to line 32 <input type="checkbox"/> 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 2006 Tax Rate Schedule on page 23 of the instructions	32		
33 Add lines 27, 31, and 32	33		
34 Figure the tax on the amount on line 17 Use the 2006 Tax Rate Schedule on page 23 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	35		

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

▶ If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

• 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).

Section 501(c) corporations 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 section 501(c) corporations 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 Form 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 File by the due date for filing your 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	
	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)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> 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 section 501(c) corporation required to file Form 990-T) extension of time until 08/15, 2007, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ calendar year 2006 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	\$ 56,000.
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	\$ 78,384.
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

or Privacy Act and Paperwork Reduction Act Notice, see 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)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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

- I request an additional 3-month extension of time until 11/15, 20 07
- For calendar year 2006, or other tax year beginning _____, 20____ and ending _____, 20____
- If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period
- 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 \$ 56,000.
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 \$ 78,384.
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 \$

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 *Paul A. Row* Title CPA Date 8/13/07

Notice to Applicant. (To Be Completed by the IRS)

- We have approved this application Please attach this form to the organization's return
- We have not approved this application However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions) This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return Please attach this form to the organization's return
- We have not approved this application After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file We are not granting a 10-day grace period
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested
- Other _____

Director _____ By _____ Date _____

Alternate Mailing Address. Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name KPMG LLP
	Number and street (include suite, room, or apt. no.) or a P.O. box number 2100 DOMINION TOWER
	City or town, province or state, and country (including postal or ZIP code) NORFOLK, VA 23510-3310