

Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

2005

For calendar year 2005, or tax year beginning , 2005, and ending

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

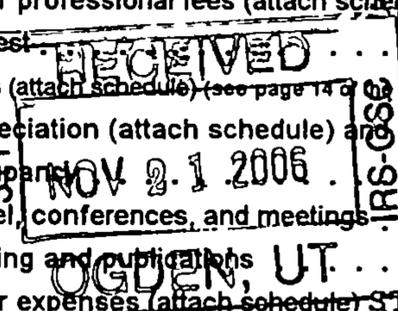
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization AIMEE & FRANK BATTEN, JR. FOUNDATION		A Employer identification number 54-1879266
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 150 W. BRAMBLETON AVENUE		B Telephone number (see page 10 of the instructions) (757) 446-2999
	City or town, state, and ZIP code NORFOLK, VA 23510		
	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

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) ▶ \$ **44,422,013.**

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	275,932.	275,932.		STMT 1
	4 Dividends and interest from securities	806,502.	806,502.		STMT 2
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,302,586.			
	b Gross sales price for all assets on line 6a 35,812,718.				
	7 Capital gain net income (from Part IV, line 2)		1,302,586.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	2,385,020.	2,385,020.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule) . . . STMT 3	150.	150.	NONE	NONE
	b Accounting fees (attach schedule) STMT 4	4,757.	4,757.	NONE	NONE
	c Other professional fees (attach schedule) STMT 5	338,445.	338,445.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) *	156,500.	NONE		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7	50.	50.		
	24 Total operating and administrative expenses. Add lines 13 through 23	499,902.	343,402.	NONE	NONE
	25 Contributions, gifts, grants paid	11,817,100.			11,817,100.
26 Total expenses and disbursements. Add lines 24 and 25	12,317,002.	343,402.	NONE	11,817,100.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-9,931,982.				
b Net investment income (if negative, enter -0-)		2,041,618.			
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		50,196.	278,263.	278,263.
	2	Savings and temporary cash investments		19,897,416.	15,473,583.	15,473,583.
	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 15 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 - US and state government obligations (attach schedule) **		7,018,181.	3,012,945.	3,058,508.
	b	Investments - corporate stock (attach schedule) . STMT 9 . .		24,446,852.	22,715,872.	25,611,659.
	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 16 of the instructions Also, see page 1, item I)		51,412,645.	41,480,663.	44,422,013.	
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		51,412,645.	41,480,663.	
30	Total net assets or fund balances (see page 17 of the instructions)		51,412,645.	41,480,663.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		51,412,645.	41,480,663.		

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	51,412,645.
2	Enter amount from Part I, line 27a	2	-9,931,982.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	41,480,663.
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	41,480,663.

** STMT 8

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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,302,586.
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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . Yes No
 If "Yes," the organization 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))
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
2000	12,709,513.	60,127,984.	0.21137434111

2 Total of line 1, column (d)	2	0.57323429115
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	0.11464685823
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5	4	48,313,977.
5 Multiply line 4 by line 3	5	5,539,046.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,416.
7 Add lines 5 and 6	7	5,559,462.
8 Enter qualifying distributions from Part XII, line 4	8	11,817,100.

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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic organizations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 78,384.

Part VII-A Statements Regarding Activities

Table with 13 rows for activity statements. Includes questions about political campaigns, political expenditures, unrelated business income, and substantial contributors. Includes a section for books in care of FRANK BATTEN, JR. at 150 W. BRAMBLETON AVE., NORFOLK, VA.

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.

Table with columns for question descriptions, Yes/No checkboxes, and Yes/No columns. Includes questions 1a through 6a and 6b regarding disqualifying activities, taxes, and investments.

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 21 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 21 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**

3 Five highest-paid independent contractors for professional services - (see page 21 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 22 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 22 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 22 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	36,991,939.
b Average of monthly cash balances	1b	12,057,784.
c Fair market value of all other assets (see page 23 of the instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	49,049,723.
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	49,049,723.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	735,746.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,313,977.
6 Minimum investment return. Enter 5% of line 5	6	2,415,699.

Part XI Distributable Amount (see page 23 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	2,415,699.
2a Tax on investment income for 2005 from Part VI, line 5	2a		20,416.
b Income tax for 2005. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c		20,416.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		2,395,283.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		2,395,283.
6 Deduction from distributable amount (see page 24 of the instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		2,395,283.

Part XII Qualifying Distributions (see page 24 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	11,817,100.
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	11,817,100.
5 Organizations 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 24 of the instructions)	5	20,416.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,796,684.

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 24 of the instructions)

	(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				2,395,283.
2 Undistributed income, if any, as of the end of 2004				
a Enter amount for 2004 only			NONE	
b Total for prior years <u>2003</u>		NONE		
3 Excess distributions carryover, if any, to 2005				
a From 2000	10,735,458.			
b From 2001	NONE			
c From 2002	4,953,635.			
d From 2003	3,148,110.			
e From 2004	1,376,980.			
f Total of lines 3a through e	20,214,183.			
4 Qualifying distributions for 2005 from Part XII, line 4: ▶ \$ <u>11,817,100.</u>				
a Applied to 2004, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 25 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 25 of the instructions)	NONE			
d Applied to 2005 distributable amount				2,395,283.
e Remaining amount distributed out of corpus	9,421,817.			
5 Excess distributions carryover applied to 2005 (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	29,636,000.			
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 25 of the instructions		NONE		
e Undistributed income for 2004 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions			NONE	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)				
8 Excess distributions carryover from 2000 not applied on line 5 or line 7 (see page 25 of the instructions)	10,735,458.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	18,900,542.			
10 Analysis of line 9:				
a Excess from 2001	NONE			
b Excess from 2002	4,953,635.			
c Excess from 2003	3,148,110.			
d Excess from 2004	1,376,980.			
e Excess from 2005	9,421,817.			

Part XIV Private Operating Foundations (see page 26 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 2005, enter the date of the ruling

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
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					
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 26 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 if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc (see page 26 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				11,817,100.
Total				▶ 3a 11,817,100.
b <i>Approved for future payment</i>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: 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 organization's exempt purposes.

NOT APPLICABLE

**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)	
25069641.						P	VAR 249,998.	VAR
10743077.						P	VAR 1,052,588.	VAR
TOTAL GAIN (LOSS)							----- 1,302,586. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH XX24	8,439.	8,439.
MERRILL LYNCH XX07	267,493.	267,493.
TOTAL	275,932.	275,932.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH XX07	493,854.	493,854.
MERRILL LYNCH TREASURY FUND	312,648.	312,648.
TOTAL	806,502.	806,502.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL	150.	150.		
TOTALS	150.	150.	NONE	NONE

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KPMG	4,757.	4,757.		
TOTALS	4,757.	4,757.	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH XX07-INVESTMENT	330,757.	330,757.
SIGNATURE FINANCIAL MANAGEMENT	7,500.	7,500.
MERRILL LYNCH XX24 - BANK FEES	188.	188.
TOTALS	338,445.	338,445.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXES - 990PF	156,500.	NONE
TOTALS	156,500.	NONE

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VIRGINIA LICENSE FEE	50.	50.
TOTALS	50.	50.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S. TREASURY BILLS	3,012,945.	3,058,508.
US OBLIGATIONS TOTAL	3,012,945.	3,058,508.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH XX07	22,715,872.	25,611,659.
TOTALS	22,715,872.	25,611,659.

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 HRS/WK	NONE	NONE	NONE
GRAND TOTALS				
		NONE	NONE	NONE

Aimee and Frank Batten, Jr. Foundation
 Form 990-PF, Part XV, Grants and Contributions Paid During 2005

EIN: 54-1879266

Date of Contribution	Donee	Relationship to Foundation	Status of Recipient	Purpose of Donation	Amount
1/3/05	Project Light	None	Public Charity	General Use	100,000
1/7/05	Teen Challenge	None	Public Charity	General Use	10,000
1/10/05	Bob Boyd Evangelistic Association	None	Public Charity	General Use	15,000
1/11/05	Crisis Pregnancy Center	None	Public Charity	General Use	50,000
1/11/05	Crossroads Church	None	Public Charity	General Use	10,000
1/11/05	Samaritans Purse	None	Public Charity	General Use	10,000
1/12/05	Kids Across America Foundation	None	Public Charity	General Use	10,000
1/14/05	World Mission Prayer League	None	Public Charity	General Use	50,000
1/14/05	Bethany Christian Services	None	Public Charity	General Use	10,000
1/14/05	Team	None	Public Charity	General Use	53,000
1/18/05	International Religious Freedom Watch	None	Public Charity	General Use	10,000
1/19/05	Patrick Henry College	None	Public Charity	General Use	10,000
1/31/05	Wycliffe Foundation	None	Public Charity	General Use	340,000
2/8/05	Wycliffe Bible Translators	None	Public Charity	General Use	1,000,000
2/15/05	Focus on the Family	None	Public Charity	General Use	2,000,000
2/28/05	Economics Club of HR Scholarship	None	Public Charity	General Use	1,000
3/9/05	Tabernacle Church of Norfolk	None	Public Charity	General Use	86,000
3/10/05	Dartmouth College Fund	None	Public Charity	General Use	1,000
4/7/05	Young Life VA	None	Public Charity	General Use	50,000
4/14/05	Virginia Opera	None	Public Charity	General Use	5,000
4/15/05	Children's Hospital Fund	None	Public Charity	General Use	10,000
4/15/05	UVA Darden School of Business	None	Public Charity	General Use	2,500
4/18/05	Urban Discovery Ministries	None	Public Charity	General Use	25,000
5/2/05	Foresight Institution	None	Public Charity	General Use	5,000
5/2/05	Wycliffe Foundation	None	Public Charity	General Use	160,000
5/3/05	Norfolk Christian Schools	None	Public Charity	General Use	225,000
5/5/05	Dansk Europamission	None	Public Charity	General Use	450,000
5/9/05	Tabernacle Church of Norfolk	None	Public Charity	General Use	65,000
5/10/05	American Red Cross	None	Public Charity	General Use	5,000
5/10/05	Bearers of Light Ministries	None	Public Charity	General Use	10,000
5/11/05	Beckett Fund for Religious Liberation	None	Public Charity	General Use	450,000
6/16/05	Sense Resource Center	None	Public Charity	General Use	1,900
6/20/05	Physicians for Peace	None	Public Charity	General Use	25,000
6/22/05	Intervarsity Christian Fellows	None	Public Charity	General Use	15,000
6/23/05	Rafiki Foundation	None	Public Charity	General Use	100,000
6/27/05	Kanakuk Ministries	None	Public Charity	General Use	25,000
7/1/05	Norfolk Christian Schools	None	Public Charity	General Use	25,000
7/12/05	Eastern Shore of Virginia Barrier Island	None	Public Charity	General Use	25,000
7/13/05	Teen Challenge	None	Public Charity	General Use	25,000
7/14/05	Campus Crusade for Christ	None	Public Charity	General Use	10,000
8/12/05	Tabernacle Church of Norfolk	None	Public Charity	General Use	55,000
8/15/05	Samaritans Purse	None	Public Charity	General Use	1,000,000
8/15/05	Virginia Symphony	None	Public Charity	General Use	2,500
8/18/05	Wycliffe Bible Translators	None	Public Charity	General Use	725,000
8/18/05	Salvation Army	None	Public Charity	General Use	100,000
9/9/05	All India Mission	None	Public Charity	General Use	2,400,000
9/12/05	Kanakuk Ministries	None	Public Charity	General Use	50,000
9/19/05	Virginia Wesleyan College	None	Public Charity	General Use	1,000,000
10/4/05	Salvation Army	None	Public Charity	General Use	250,000
10/5/05	United Way	None	Public Charity	General Use	35,000
10/6/05	National Institute for Learning Disabilities	None	Public Charity	General Use	5,000
10/7/05	Chrysler Museum	None	Public Charity	General Use	5,000
10/31/05	Tabernacle Church of Norfolk	None	Public Charity	General Use	106,000
11/2/05	Prison Fellowship	None	Public Charity	General Use	50,000
11/2/05	Team	None	Public Charity	General Use	100,000
11/4/05	Wycliffe Bible Translators	None	Public Charity	General Use	275,000
11/16/05	Youth Outreach Urban Resources	None	Public Charity	General Use	50,000
11/21/05	International Student Christian Fellowship	None	Public Charity	General Use	5,000
11/21/05	First Presbyterian Church	None	Public Charity	General Use	50,000
11/22/05	Crosspoint Church	None	Public Charity	General Use	20,000
12/12/05	Tabernacle Church of Norfolk	None	Public Charity	General Use	53,200
TOTAL					11,817,100

**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

2005

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 34)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
1 SEE STATEMENT 1			25,069,641.	24,819,643.	249,998.
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 2004 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					5 249,998.

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 34)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
6 SEE STATEMENT 2			10,743,077.	9,690,489.	1,052,588.
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 2004 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 1,052,588.

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)	13			249,998.
14 Net long-term gain or (loss):				
a Total for year	14a			1,052,588.
b Unrecaptured section 1250 gain (see line 18 of the worksheet on page 35).	14b			
c 28% rate gain or (loss)	14c			
15 Total net gain or (loss). Combine lines 13 and 14a	15			1,302,586.

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) 2005

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	
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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 37 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 \$2,000	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 2005 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 2005 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

Department of the Treasury
Internal Revenue Service

▶ 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)

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only.

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns
Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers) However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit www.irs.gov/efile.

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 Form 990-T corporation) extension of time until 08/15, 2006 to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ calendar year 2005 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 \$ 40,900.

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 \$ 98,800.

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 \$ 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

For 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.

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 - Must File Original and One Copy.

Name of Exempt Organization: AIMEE & FRANK BATTEN, JR. FOUNDATION
Employer identification number: 54-1879266
Number, street, and room or suite no.: 150 W. BRAMBLETON AVENUE
City, town or post office, state, and ZIP code: NORFOLK, VA 23510

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

- Form 990 (checked), Form 990-BL, Form 990-EZ, 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.

- I request an additional 3-month extension of time until 11/15/2006
For calendar year 2005, or other tax year beginning and ending
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 \$ 40,900.
8b 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 \$ 98,800.
8c 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 \$ 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: [Handwritten Signature] Title: CPA Date: 8/9/06

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.

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