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

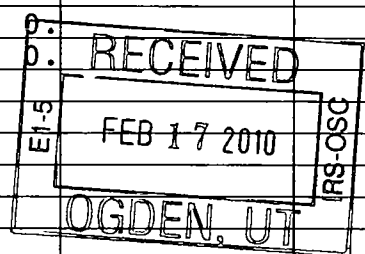
2008

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

For calendar year **2008**, or tax year beginning **OCT 1, 2008**, and ending **SEP 30, 2009**
 G Check all that apply: Initial return Final return Amended return Address change Name change

Name of foundation: LUCY & EMILY BEASLEY CHARITABLE TRUST
Employer identification number: 6800230400 / V15913003
Address: C/O JPMORGAN CHASE BANK, NA; PO BOX 3038
City or town, state, and ZIP code: MILWAUKEE, WI 53201
Telephone number: (414) 977-1210
Accounting method: Cash Accrual
Fair market value of all assets at end of year: \$ 7,485,242. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		223,914.	223,914.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<717,097.>			STATEMENT 1
b Gross sales price for all assets on line 6a		19,036.			
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income		5,930.	3,368.		STATEMENT 3
12 Total. Add lines 1 through 11		<487,253.>	227,282.		
13 Compensation of officers, directors, trustees, etc		118,329.	88,746.		29,583.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		1,212.			1,212.
b Accounting fees STMT 5		825.			825.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		200.	0.		200.
24 Total operating and administrative expenses. Add lines 13 through 23		120,566.	88,746.		31,820.
25 Contributions, gifts, grants paid		405,000.			405,000.
26 Total expenses and disbursements. Add lines 24 and 25		525,566.	88,746.		436,820.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,012,819.>			
b Net investment income (if negative, enter -0-)			138,536.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		1,000.	1,000.
	2 Savings and temporary cash investments	680,899.	477,175.	477,175.
	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			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	0.	4,180,607.	4,024,625.
	c Investments - corporate bonds STMT 9	0.	2,908,227.	2,982,442.
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	7,919,193.			
14 Land, buildings, and equipment: basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	8,600,092.	7,567,009.	7,485,242.	
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			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	8,600,092.	7,567,009.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	8,600,092.	7,567,009.		
31 Total liabilities and net assets/fund balances	8,600,092.	7,567,009.		

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	8,600,092.
2 Enter amount from Part I, line 27a	2	<1,012,819.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	7,587,273.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	20,264.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,567,009.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SALES OF PUBLICLY TRADED SECURITIES			
b CLASS ACTION SETTLEMENT	P		
c CAPITAL GAINS DIVIDENDS			
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			<736,133.>
b 3,925.			3,925.
c 15,111.			15,111.
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			<736,133.>
b			3,925.
c			15,111.
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	<717,097.>
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2007	443,714.	8,969,674.	.049468
2006	432,998.	9,572,462.	.045234
2005	403,719.	8,926,054.	.045229
2004	333,531.	7,687,243.	.043388
2003	270,224.	7,304,624.	.036994

2 Total of line 1, column (d)	2	.220313
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	.044063
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	6,876,054.
5 Multiply line 4 by line 3	5	302,980.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,385.
7 Add lines 5 and 6	7	304,365.
8 Enter qualifying distributions from Part XII, line 4	8	436,820.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	1,385.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,385.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,385.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	6,200.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,200.
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	4,815.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 1,400. Refunded <input checked="" type="checkbox"/>	11	3,415.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>JPMORGAN CHASE BANK, NA</u> Telephone no. ▶ <u>(330) 972-1969</u> Located at ▶ <u>50 S MAIN ST, AKRON, OH</u> ZIP+4 ▶ <u>44308</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 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 2008.) <u>N/A</u>	3b	
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 2008?	4b	X

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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)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here 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
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) 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
 If you answered "Yes" to 6b, also file Form 8870. 6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No 7b

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.

(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
JPMORGAN CHASE BANK, NA P.O. BOX 3038 MILWAUKEE, WI 53201	AGENT 2.00	46,142.	0.	0.
HOWARD W CABLE JR 390 SOMERSET ROAD AKRON, OH 44313	TRUSTEE 2.00	52,187.	0.	0.
ROBERT E HISSONG P.O. BOX 495 BATH, OH 44210	ADVISOR 2.00	10,000.	0.	0.
A RUSSELL SMITH 503 KEY BUILDING, 159 SOUTH MAIN ST AKRON, OH 44308	ADVISOR 2.00	10,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions. 3 N/A	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,199,467.
b	Average of monthly cash balances	1b	781,298.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,980,765.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,980,765.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	104,711.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,876,054.
6	Minimum investment return. Enter 5% of line 5	6	343,803.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	343,803.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,385.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,385.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	342,418.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	342,418.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	342,418.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	436,820.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	436,820.
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	5	1,385.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	435,435.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				342,418.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			404,661.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 436,820.				
a Applied to 2007, but not more than line 2a			404,661.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				32,159.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				310,259.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

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 2008, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 foundation had \$5,000 or more in assets at any time during the year-see 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).)

NONE

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 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:
JPMORGAN CHASE BANK, NA, (216) 781-2204
1300 EAST 9TH STREET, CLEVELAND, OH 44114

b The form in which applications should be submitted and information and materials they should include:
BY LETTER - DESCRIPTION OF ORGANIZATION AND NEED

c Any submission deadlines:
NO DEADLINE - ANYTIME DURING THE YEAR

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NO RESTRICTIONS OF ANY KIND

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
SALES OF PUBLICLY TRADED SECURITIES						
	0.	0.	0.		0.	<736,133.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENT						
	3,925.	0.	0.	PURCHASED		
						3,925.

CAPITAL GAINS DIVIDENDS FROM PART IV						15,111.
TOTAL TO FORM 990-PF, PART I, LINE 6A						<717,097.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	239,025.	15,111.	223,914.
TOTAL TO FM 990-PF, PART I, LN 4	239,025.	15,111.	223,914.

FORM 990-PF **OTHER INCOME** **STATEMENT** **3**

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRETION	3,368.	3,368.	
EXCISE TAX REFUND-FYE 2008	2,562.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,930.	3,368.	

FORM 990-PF **LEGAL FEES** **STATEMENT** **4**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES	1,212.	0.		1,212.
TO FM 990-PF, PG 1, LN 16A	1,212.	0.		1,212.

FORM 990-PF **ACCOUNTING FEES** **STATEMENT** **5**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	825.	0.		825.
TO FORM 990-PF, PG 1, LN 16B	825.	0.		825.

FORM 990-PF **OTHER EXPENSES** **STATEMENT** **6**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO AG REGISTRATION FEE	200.	0.		200.
TO FORM 990-PF, PG 1, LN 23	200.	0.		200.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACCESS P O BOX 1007, AKRON, OH 44309	NONE PROGRAM SUPPORT	CHARITABLE	35,000.
AKRON BOARD OF EDUCATION 70 NORTH BROADWAY, AKRON, OH 44308	NONE PROGRAM SUPPORT	CHARITABLE	10,000.
AKRON ROTARY FOUNDATION 4460 REX LAKE DRIVE, AKRON, OH 44319	NONE PROGRAM SUPPORT	CHARITABLE	10,000.
AKRON ZOO 500 EDGEWOOD AVE, AKRON, OH 44307	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
AKRON-SUMMIT COUNTY PUBLIC LIBRARY 60 S HIGH ST, AKRON, OH 44326	NONE PROGRAM SUPPORT	CHARITABLE	10,000.
ARDMORE FOUNDATION 981 E. MARKET STREET, AKRON, OH 44305	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
BATTERED WOMAN'S SHELTER 759 W.MARKET STREET, AKRON, OH 44303	NONE PROGRAM SUPPORT	CHARITABLE	5,000.
BELMONT UNIVERSITY 1900 BELMONT BLVD., NASHVILLE, TN 37212	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
BOYS & GIRLS CLUB OF THE WESTERN RESERVE INC 889 JONATHAN AVE, AKRON, OH 44306	NONE PROGRAM SUPPORT	CHARITABLE	5,000.

CUMBERLAND COLLEGE 816 WALNUT STREET, WILLIAMSBURG, KY 40769	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
GENNESARET P O BOX 4933, AKRON, OH 44310	NONE PROGRAM SUPPORT	CHARITABLE	30,000.
GOODWILL INDUSTRIES 570 E. WATERLOO ROAD, AKRON, OH 44319	NONE PROGRAM SUPPORT	CHARITABLE	50,000.
GUARDIAN SUPPORT SERVICES, INC 4200 MUNSON ST NW, CANTON, OH 44718	NONE PROGRAM SUPPORT	CHARITABLE	3,000.
H M LIFE OPPORTUNITIES SERVICES P O BOX 8174, AKRON, OH 44320	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
HUMANE SOCIETY OF GREATER AKRON 4904 QUICK ROAD, PENINSULA, OH 44264	NONE PROGRAM SUPPORT	CHARITABLE	10,000.
INTERVAL BROTHERHOOD HOME 3445 S.MAIN STREET, AKRON, OH 44319	NONE PROGRAM SUPPORT	CHARITABLE	25,000.
KENT STATE UNIVERSITY FOUNDATION PO BOX 5190, KENT, OH 44242	NONE PROGRAM SUPPORT	CHARITABLE	75,000.
PROJECT LEARN OF SUMMIT COUNTY 1040 E. TALLMADGE AVE., AKRON, OH 44310	NONE PROGRAM SUPPORT	CHARITABLE	5,000.
SALVATION ARMY 190 S. MAPLE STREET, AKRON, OH 44302	NONE PROGRAM SUPPORT	CHARITABLE	50,000.
UNIVERSITY OF AKRON FOUNDATION 105 FIR HILL, AKRON, OH 44325	NONE PROGRAM SUPPORT	CHARITABLE	75,000.

VALLEY VIEW BAPTIST CHURCH NONE
2442 EASTLAND AVE., NASHVILLE, TN PROGRAM SUPPORT
37206

CHARITABLE 1,000.

WEBB SCHOOL NONE
P O BOX 488, BELLE BUCKLE, TN PROGRAM SUPPORT
37020

CHARITABLE 1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

405,000.

PORTFOLIO SUMMARY
AS OF 9/30/09
BEASLEY CHARITABLE TRUST PCTAA

ASSET CATEGORY	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME	YLD AT MKT/MAT
PRINCIPAL					
CASH EQUIVALENTS	477,174.17	477,174.17	0.00	40.28	0.07
FIXED INCOME TAXABLE	2,908,227.16	2,982,441.63	74,214.47	19,608.78	4.94 4.17
EQUITIES	4,180,607.04	4,024,624.74	155,982.30-	2,456.14	1.72
TOTAL PRINCIPAL	7,566,008.37	7,484,240.54	81,767.83-	22,105.20	2.90
INCOME					
CASH	1,000.00	1,000.00	0.00	0.00	0.00
TOTAL INCOME	1,000.00	1,000.00	0.00	0.00	0.00
TOTAL ACCOUNT	7,567,008.37	7,485,240.54	81,767.83-	22,105.20	2.90

SCHEDULE OF ASSETS
AS OF 9/30/09
BEASLEY CHARITABLE TRUST PCTAA

ACCOUNT NO 6800230400

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
PRINCIPAL					
CASH EQUIVALENTS					
477,174.17	JPMORGAN DEPOSIT SWEEP PREMIER SUB-ACCOUNT 6800230400 SUB-ACCOUNT 6800230401	477,174.17 454,904.2700 22,269.9000	477,174.17	0 00	40 28
FIXED INCOME TAXABLE					
40,918 71	FIDELITY ADVISOR SER II HIGH INCOME ADVANTAGE FD SUB-ACCOUNT 6800230400	385,000.00 40,918 7050	340,852.81	44,147.19-	0 00
1,677 00	ISHARES TR BARCLAYS TIPS BD FD SUB-ACCOUNT 6800230400	178,738 17 1,677 0000	172,529.76	6,208 41-	0 00
6,602.11	JPMORGAN STRATEGIC INCOME OPPTYS FD SELECT CL (JSOSX) SUB-ACCOUNT 6800230400	75,000.00 6,602 1130	75,660.21	660.21	224 47
10,000.00	LEHMAN BROS HLDGS INC SUB NT DTD 07/19/2007 6.50% DUE 07/19/2017 *** DEFAULTED *** SUB-ACCOUNT 6800230401	9,908 20 10,000.0000	1.00	9,907.20-	0 00
10,000.00	UNITED STATES TREAS BD STRIPPED CALL PRIN & INT PMT 11 75% DUE 11/15/2014 SUB-ACCOUNT 6800230401	9,936.57 10,000 0000	9,996.70	60.13	0 00
15,000 00	DUKE ENERGY CORP NT DTD 03/10/2000 7 375% DUE 03/01/2010 SUB-ACCOUNT 6800230401	16,904 70 15,000 0000	15,389 10	1,515 60-	92 19
5,000.00	HONEYWELL INTL INC NT DTD 03/01/2000 7.50% DUE 03/01/2010 SUB-ACCOUNT 6800230401	6,188 20 5,000.0000	5,153 60	1,034 60-	31 25

SCHEDULE OF ASSETS
AS OF 9/30/09
BEASLEY CHARITABLE TRUST PCTAA

ACCOUNT NO 6800230400

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
10,000.00	INTERNATIONAL LEASE FIN CORP NT DTD 04/11/2005 5.00% DUE 04/15/2010 SUB-ACCOUNT 6800230401 10,000.0000	10,137.20	9,711.70	425 50-	230 56
5,000 00	UNITED TECHNOLOGIES CORP NT DTD 11/14/2000 7 125% DUE 11/15/2010 SUB-ACCOUNT 6800230401 5,000.0000	5,352.45	5,321.75	30 70-	134.58
5,000.00	TARGET CORP DTD 01/05/2001 6 35% DUE 01/15/2011 SUB-ACCOUNT 6800230401 5,000.0000	4,955 45	5,316 55	361 10	67 03
20,000.00	MORGAN STANLEY DEAN WITTER & CO GLOBAL NT DTD 04/23/2001 6 75% DUE 04/15/2011 SUB-ACCOUNT 6800230401 20,000.0000	20,500.00	21,325.40	825 40	622 50
5,000 00	POTASH CORP SASK INC NT DTD 05/21/2001 7 75% DUE 05/31/2011 SUB-ACCOUNT 6800230401 5,000 0000	5,367.60	5,468.35	100 75	130 24
15,000 00	WACHOVIA CORP NEW NT DTD 10/23/2006 5 30% DUE 10/15/2011 SUB-ACCOUNT 6800230401 15,000.0000	14,132 25	15,892 35	1,760 10	366 58
10,000.00	CREDIT SUISSE FIRST BOSTON USA INC NT DTD 11/06/2001 6 125% DUE 11/15/2011 SUB-ACCOUNT 6800230401 10,000.0000	10,291 70	10,794.90	503 20	231.39
5,000 00	WELLPOINT HEALTH NETWORKS INC NEW NT DTD 01/16/2002 6 375% DUE 01/15/2012 SUB-ACCOUNT 6800230401 5,000.0000	5,127.30	5,351.55	224 25	67 29
30,000.00	UNITED STATES TREAS NTS DTD 01/31/2007 4.75% DUE 01/31/2012 SUB-ACCOUNT 6800230401 30,000 0000	30,375.00	32,505.60	2,130.60	240.08
5,000.00	INTUIT SR NT DTD 03/12/2007 5 40% DUE 03/15/2012 SUB-ACCOUNT 6800230401 5,000.0000	5,063.25	5,247.55	184.30	12.00

SCHEDULE OF ASSETS
AS OF 9/30/09
BEASLEY CHARITABLE TRUST PCTAA

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
25,000.00	UNITED STATES TREAS NTS DTD 04/30/2007 4.50% DUE 04/30/2012 SUB-ACCOUNT 6800230401 25,000.00000	27,682.70	27,086.00	596.70-	473.36
15,000.00	HOUSEHOLD FIN CORP NT DTD 05/22/2002 7.00% DUE 05/15/2012 SUB-ACCOUNT 6800230401 15,000.00000	13,350.00	16,203.90	2,853.90	396.67
10,000.00	MERRILL LYNCH & CO INC MEDIUM TERM NTS TRANCHE # TR 00642 DTD 08/15/2007 6.05% DUE 08/15/2012 SUB-ACCOUNT 6800230401 10,000.00000	9,917.60	10,664.90	747.30	77.31
10,000.00	MONSANTO CO NEW SR NT DTD 08/14/2002 7.375% DUE 08/15/2012 SUB-ACCOUNT 6800230401 10,000.00000	10,759.80	11,482.60	722.80	94.24
10,000.00	SBC COMMUNICATIONS INC NT DTD 08/19/2002 5.875% DUE 08/15/2012 SUB-ACCOUNT 6800230401 10,000.00000	10,268.10	10,944.80	676.70	75.07
20,000.00	VERIZON GLOBAL FDG CORP GLOBAL NT DTD 08/26/2002 7.375% DUE 09/01/2012 SUB-ACCOUNT 6800230401 20,000.00000	21,825.00	22,724.40	899.40	122.92
10,000.00	GENERAL MLS INC NT DTD 08/29/2007 5.65% DUE 09/10/2012 SUB-ACCOUNT 6800230401 10,000.00000	10,238.40	10,913.70	675.30	32.96
50,000.00	UNITED STATES TREAS NTS DTD 02/15/2003 3.875% DUE 02/15/2013 SUB-ACCOUNT 6800230401 50,000.00000	50,237.11	53,730.50	3,493.39	247.45
30,000.00	CAPITAL ONE MULTI-ASSET EXECUTION TR 2005-3 NT CL A 4.05% DUE 03/15/2013 SUB-ACCOUNT 6800230401 30,000.00000	29,394.14	30,585.30	1,191.16	54.00
25,000.00	FORD CR AUTO OWNER TR SER 2008-B ASSET BKD CTF CL A4A 04/22/2008 4.95% DUE 03/15/2013 SUB-ACCOUNT 6800230401 25,000.00000	24,796.88	26,301.75	1,504.87	55.00

SCHEDULE OF ASSETS
AS OF 9/30/09
BEASLEY CHARITABLE TRUST PCTAA

ACCOUNT NO. 6800230400

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
25,000.00	GOLDMAN SACHS GROUP NT DTD 03/31/2003 5.25% DUE 04/01/2013 SUB-ACCOUNT 6800230401 25,000 0000	25,348.25	26,566.50	1,218.25	656.25
10,000 00	PRINCIPAL LIFE INCOME FDGS TRS SECD MEDIUM TERM NTS TRANCHE # TR 00533 DTD 04/24/2008 5.30% DUE 04/24/2013 SUB-ACCOUNT 6800230401 10,000 0000	9,849.20	10,258.90	409.70	231.14
5,000.00	ALLSTATE LIFE GLOBAL FDG SECD MEDIUM TERM NTS TRANCHE # TR 00039 DTD 04/30/2008 5.375% DUE 04/30/2013 SUB-ACCOUNT 6800230401 5,000.0000	4,934.40	5,322.00	387.60	112.73
5,000.00	KEYCORP MEDIUM TERM SR NTS TRANCHE # SR 00098 DTD 05/14/2008 6.50% DUE 05/14/2013 SUB-ACCOUNT 6800230401 5,000 0000	4,979.40	5,118.35	138.95	123.68
2,424.51	FED NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 251760 6.00% DUE 06/01/2013 SUB-ACCOUNT 6800230401 2,424.5100	2,392.68	2,598.59	205.91	12.12
5,000 00	TRANSCANADA PIPELINES LTD NT DTD 06/12/2003 4.00% DUE 06/15/2013 SUB-ACCOUNT 6800230401 5,000 0000	4,680.45	5,094.45	414.00	58.89
5,000.00	TIME WARNER CABLE INC NT DTD 06/19/2008 6.20% DUE 07/01/2013 SUB-ACCOUNT 6800230401 5,000 0000	4,989.40	5,447.00	457.60	77.50
20,000 00	AMERICAN EXPRESS CO DTD 07/24/2003 4.875% DUE 07/15/2013 SUB-ACCOUNT 6800230401 20,000.0000	20,066.85	20,608.60	541.75	205.83
10,000.00	DEUTSCHE TELEKOM INTL FIN BV GLOBAL NT DTD 07/22/2003 5.25% DUE 07/22/2013 SUB-ACCOUNT 6800230401 10,000.0000	9,540.40	10,664.30	1,123.90	100.63

SCHEDULE OF ASSETS
AS OF 9/30/09
BEASLEY CHARITABLE TRUST PCTAA

ACCOUNT NO 6800230400

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
5,000.00	BP CAP MKTS P L C GTD NT DTD 11/07/2008 5.25% DUE 11/07/2013 SUB-ACCOUNT 6800230401 5,000 0000	5,415.00	5,477.15	62.15	105.00
5,000.00	DAIMLERCHRYSLER NORTH AMER HLDG CORP SR NT DTD 11/06/2003 6.50% DUE 11/15/2013 SUB-ACCOUNT 6800230401 5,000.0000	5,219.40	5,386.75	167.35	122.78
10,000.00	METLIFE INC NT DTD 11/24/2003 5.00% DUE 11/24/2013 SUB-ACCOUNT 6800230401 10,000 0000	10,181.60	10,333.70	152.10	176.39
10,000.00	OHIO PWR CO SR NT SER H DTD 07/11/2003 4.85% DUE 01/15/2014 SUB-ACCOUNT 6800230401 10,000 0000	9,979.00	10,462.70	483.70	102.39
4,082.28	GNMA GTD PASS THRU CTF POOL NBR 486942X 6.00% DUE 02/15/2014 SUB-ACCOUNT 6800230401 4,082.2800	4,107.78	4,384.94	277.16	20.41
5,000.00	HRPT PPTYS TR SR NT DTD 10/30/2003 5.75% DUE 02/15/2014 SUB-ACCOUNT 6800230401 5,000 0000	4,828.90	4,803.50	25.40-	36.74
60,000.00	UNITED STATES TREAS NTS DTD 02/17/2004 4.00% DUE 02/15/2014 SUB-ACCOUNT 6800230401 60,000.0000	57,447.07	64,898.40	7,451.33	306.52
20,000.00	CAPITAL ONE MULTI-ASSET EXECUTION TR 2006-6 NT CL A 5.30% DUE 02/18/2014 SUB-ACCOUNT 6800230401 20,000.0000	20,128.12	21,187.60	1,059.48	47.11
13,215.62	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 0486831 5.50% DUE 03/01/2014 SUB-ACCOUNT 6800230401 13,215.6200	12,965.25	14,094.19	1,128.94	60.57

SCHEDULE OF ASSETS
AS OF 9/30/09
BEASLEY CHARITABLE TRUST PCTAA

ACCOUNT NO 6800230400

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
17,706.80	GNMA GTD PASS THRU CTF POOL NBR 465268 6.00% DUE 03/15/2014 SUB-ACCOUNT 6800230401	17,524.20	19,019.58	1,495.38	88.53
5,000.00	PROGRESS ENERGY INC SR NT DTD 03/19/2009 6.05% DUE 03/15/2014 SUB-ACCOUNT 6800230401	4,986.25	5,483.80	497.55	13.44
10,000.00	VODAFONE GROUP PLC NEW NT DTD 06/10/2009 4.15% DUE 06/10/2014 SUB-ACCOUNT 6800230401	9,993.30	10,269.30	276.00	127.96
30,000.00	UNITED STATES TREAS NTS DTD 08/16/2004 4.25% DUE 08/15/2014 SUB-ACCOUNT 6800230401	28,569.54	32,793.90	4,224.36	162.84
25,000.00	WELLS FARGO & CO NEW SUB NTS DTD 11/06/2002 5.00% DUE 11/15/2014 SUB-ACCOUNT 6800230401	24,143.60	25,678.50	1,534.90	472.22
5,000.00	NATIONAL CITY CORP SR NT DTD 01/12/2005 4.90% DUE 01/15/2015 SUB-ACCOUNT 6800230401	4,439.35	5,060.35	621.00	51.72
30,000.00	UNITED STATES TREAS NTS DTD 02/15/2005 4.000% DUE 02/15/2015 SUB-ACCOUNT 6800230401	29,193.35	32,325.00	3,131.65	153.26
5,000.00	MERCK & CO INC NT DTD 02/17/2005 4.75% DUE 03/01/2015 SUB-ACCOUNT 6800230401	5,057.80	5,437.95	380.15	19.79
8,583.28	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2785 CL 2785-VD 4.50% DUE 05/15/2015 SUB-ACCOUNT 6800230401	8,347.23	9,066.78	719.55	32.19
10,000.00	EXELON CORP NT DTD 06/09/2005 4.90% DUE 06/15/2015 SUB-ACCOUNT 6800230401	9,369.80	10,366.10	996.30	144.28

SCHEDULE OF ASSETS
AS OF 9/30/09
BEASLEY CHARITABLE TRUST PCTAA

ACCOUNT NO 6800230400

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
15,000.00	KIMBERLY CLARK CORP NT DTD 08/11/2005 4.875% DUE 08/15/2015 SUB-ACCOUNT 6800230401 15,000.0000	14,924.25	16,345.65	1,421.40	93.44
15,000.00	NATIONSBANK CORP SUB NT DTD 09/05/1995 7.750% DUE 08/15/2015 SUB-ACCOUNT 6800230401 15,000.0000	17,110.20	16,202.40	907.80	148.54
2,580.20	FED HOME LN MTG CORP PARTN CTFS GROUP NBR G1-1040 7.50% DUE 09/01/2015 SUB-ACCOUNT 6800230401 2,580.2000	2,659.23	2,793.43	134.20	16.13
15,000.00	BHP BILLITON FIN USA LTD GTD SR NT DTD 12/12/2005 5.25% DUE 12/15/2015 SUB-ACCOUNT 6800230401 15,000.0000	14,667.60	16,199.40	1,531.80	231.88
37,597.38	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2775 CL OC 4.50% DUE 12/15/2015 SUB-ACCOUNT 6800230401 37,597.3800	36,727.94	38,601.23	1,873.29	140.99
25,000.00	FEDERAL HOME LN BKS CONS BD DTD 11/04/2005 5.022% DUE 12/21/2015 SUB-ACCOUNT 6800230401 25,000.0000	24,241.50	27,422.00	3,180.50	347.22
25,000.00	CITIGROUP INC GLOBAL NT DTD 12/08/2005 5.30% DUE 01/07/2016 SUB-ACCOUNT 6800230401 25,000.0000	24,926.00	24,323.25	602.75	309.17
15,000.00	CISCO SYS INC SR NT DTD 02/22/2006 5.50% DUE 02/22/2016 SUB-ACCOUNT 6800230401 15,000.0000	14,624.10	16,517.25	1,893.15	89.38
15,000.00	HOME DEPOT INC SR NT DTD 03/24/2006 5.40% DUE 03/01/2016 SUB-ACCOUNT 6800230401 15,000.0000	14,628.90	15,682.35	1,053.45	67.50
80,000.00	UNITED STATES TREAS BDS DTD 05/15/1986 7.250% DUE 05/15/2016 SUB-ACCOUNT 6800230401 80,000.0000	95,027.35	101,256.00	6,228.65	2,190.76

SCHEDULE OF ASSETS
AS OF 9/30/09
BEASLEY CHARITABLE TRUST PCTAA

ACCOUNT NO 6800230400

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
65,000.00	UNITED STATES TREAS NTS DTD 05/31/2009 3.25% DUE 05/31/2016 SUB-ACCOUNT 6800230401 65,000.0000	65,413.87	66,589.25	1,175.38	709.94
10,000.00	CAPITAL ONE FINL CORP SUB NT DTD 08/29/2006 6.15% DUE 09/01/2016 SUB-ACCOUNT 6800230401 10,000.0000	9,999.20	9,819.90	179.30-	51.25
17,215.24	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2003-1 CL HA 4.50% DUE 11/25/2016 SUB-ACCOUNT 6800230401 17,215.2400	16,838.66	17,830.86	992.20	64.56
5,000.00	SIMON PPTY GROUP L P NT DTD 12/12/2006 5.25% DUE 12/01/2016 SUB-ACCOUNT 6800230401 5,000.0000	4,697.50	4,928.50	231.00	87.50
10,000.00	COMCAST CORP NEW NT DTD 07/14/2006 6.50% DUE 01/15/2017 SUB-ACCOUNT 6800230401 10,000.0000	10,801.00	10,975.70	174.70	139.03
14,134.76	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2002-5 CL-B DUE 5.50% DUE 02/25/2017 SUB-ACCOUNT 6800230401 14,134.7600	14,117.07	15,072.88	955.81	64.78
12,131.07	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2568 CL XA 5.000% DUE 03/15/2017 SUB-ACCOUNT 6800230401 12,131.0700	12,028.72	12,617.65	588.93	50.55
13,100.47	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTFS REMIC TR 2002-12 CL PG 6.00% DUE 03/25/2017 SUB-ACCOUNT 6800230401 13,100.4700	13,272.41	14,125.19	852.78	65.50
5,000.00	WYETH NT DTD 03/27/2007 5.45% DUE 04/01/2017 SUB-ACCOUNT 6800230401 5,000.0000	5,062.45	5,417.85	355.40	136.25

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
5,000.00	NORFOLK SOUTHN CORP NT DTD 05/19/1997 7.70% DUE 05/15/2017 SUB-ACCOUNT 6800230401 5,000.0000	5,581.75	5,909.35	327.60	145.44
35,000.00	UNITED STATES TREAS BD STRIPPED PRIN PMT 8.75% DUE 05/15/2017 SUB-ACCOUNT 6800230401 35,000.0000	26,156.64	27,258.00	1,101.36	0.00
5,000.00	ERP OPER LTD PARTNERSHIP NT DTD 06/04/2007 5.75% DUE 06/15/2017 SUB-ACCOUNT 6800230401 5,000.0000	4,957.95	4,952.65	5.30-	60.69
15,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2670 CL 2670-HD 5.00% DUE 07/15/2017 SUB-ACCOUNT 6800230401 15,000.0000	14,662.50	15,846.75	1,184.25	62.50
35,000.00	UNITED STATES TREAS NTS DTD 08/15/2007 4.75% DUE 08/15/2017 SUB-ACCOUNT 6800230401 35,000.0000	38,721.48	39,000.50	279.02	212.33
5,000.00	SUNTRUST BKS INC SR NT DTD 09/10/2007 6.00% DUE 09/11/2017 SUB-ACCOUNT 6800230401 5,000.0000	4,999.60	4,904.45	95.15-	16.67
25,000.00	GENERAL ELEC CAP CORP MEDIUM TERM NTS TRANCHE # TR 00800 DTD 09/24/2007 5.625% DUE 09/15/2017 SUB-ACCOUNT 6800230401 25,000.0000	24,234.75	25,313.25	1,078.50	62.50
15,000.00	DIAGEO CAP PLC GTD NT DTD 10/26/2007 5.75% DUE 10/23/2017 SUB-ACCOUNT 6800230401 15,000.0000	15,468.60	16,463.70	995.10	378.54
29,232.45	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2002-62 CL-ZE 5.50% DUE 11/25/2017 SUB-ACCOUNT 6800230401 29,232.4500	29,605.89	30,913.32	1,307.43	133.98

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
30,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2002-71 CL-UC 5.00% DUE 11/25/2017 SUB-ACCOUNT 6800230401	28,443.75	31,842.30	3,398.55	125.00
5,000.00	TEXTRON INC NT DTD 12/04/2007 5.60% DUE 12/01/2017 SUB-ACCOUNT 6800230401	5,235.55	4,655.75	579.80-	93.33
23,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2707 CL OD 5.00% DUE 12/15/2017 SUB-ACCOUNT 6800230401	22,827.50	24,437.50	1,610.00	95.83
10,000.00	MIDAMERICAN ENERGY CO SR NT DTD 03/25/2008 5.30% DUE 03/15/2018 SUB-ACCOUNT 6800230401	9,971.80	10,550.10	578.30	23.56
5,000.00	ORACLE CORP NT DTD 04/09/2008 5.75% DUE 04/15/2018 SUB-ACCOUNT 6800230401	4,997.65	5,509.20	511.55	132.57
90,000.00	UNITED STATES TREAS NTS DTD 05/15/2008 3.875% DUE 05/15/2018 SUB-ACCOUNT 6800230401	95,473.92	94,324.50	1,149.42-	1,317.29
25,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2003-32 CL-NG 5.00% DUE 05/25/2018 SUB-ACCOUNT 6800230401	24,210.94	26,432.25	2,221.31	104.17
10,000.00	DU PONT E I DE NEMOURS & CO BT 5 DTD 07/28/2008 6.00% DUE 07/15/2018 SUB-ACCOUNT 6800230401	10,159.70	11,184.70	1,025.00	126.67
5,000.00	PEPSICO INC SR NT DTD 10/21/2008 7.90% DUE 11/01/2018 SUB-ACCOUNT 6800230401	5,773.65	6,313.60	539.95	164.58

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12,022.32	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 697953 4 50% DUE 01/01/2019 SUB-ACCOUNT 6800230401 12,022.3200	12,234.57	12,662.27	427.70	45.08
30,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2892 CL 2982-BN 5.00% DUE 01/15/2019 SUB-ACCOUNT 6800230401 30,000.0000	30,107.81	31,700.10	1,592.29	125.00
5,000.00	SEMPRA ENERGY NT DTD 11/20/2008 9.80% DUE 02/15/2019 SUB-ACCOUNT 6800230401 5,000.0000	5,327.15	6,403.75	1,076.60	62.61
5,000.00	ANADARKO PETE CORP SR NT DTD 03/05/2009 8.70% DUE 03/15/2019 SUB-ACCOUNT 6800230401 5,000.0000	4,944.95	5,978.30	1,033.35	19.33
5,000.00	ATMOS ENERGY CORP NT DTD 03/26/2009 8.50% DUE 03/15/2019 SUB-ACCOUNT 6800230401 5,000.0000	4,990.65	6,172.80	1,182.15	18.89
13,488.07	FEDERAL HOME LN MTG CORP MULTICLASS GTD PARTN CTFS GTD SER 3110 CL 3110-AG 5.00% DUE 03/15/2019 SUB-ACCOUNT 6800230401 13,488.0700	13,359.51	14,047.69	688.18	56.20
5,000.00	EATON CORP NT DTD 03/16/2009 6.95% DUE 03/20/2019 SUB-ACCOUNT 6800230401 5,000.0000	5,189.95	5,764.25	574.30	10.62
30,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2798 CL JL 4 50% DUE 05/15/2019 SUB-ACCOUNT 6800230401 30,000.0000	29,596.88	31,289.70	1,692.82	112.50
10,000.00	ACE INA HLDG INC GTD SR NT DTD 06/08/2009 5.90% DUE 06/15/2019 SUB-ACCOUNT 6800230401 10,000.0000	10,850.00	10,890.50	40.50	185.19

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5,000.00	BUNGE LTD FIN CORP GTD SR NT DTD 06/09/2009 8.50% DUE 06/15/2019 SUB-ACCOUNT 6800230401	5,126.81	5,764.15	637.34	132.22
13,561.15	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 761534 5.00% DUE 07/01/2019 SUB-ACCOUNT 6800230401	13,834.50	14,373.73	539.23	56.50
17,962.73	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 790734 5.00% DUE 09/01/2019 SUB-ACCOUNT 6800230401	17,802.77	19,039.06	1,236.29	74.84
5,000.00	BURLINGTON NORTHN SANTA FE CORP NT DTD 09/24/2009 4.70% DUE 10/01/2019 SUB-ACCOUNT 6800230401	4,991.25	5,059.55	68.30	4.57
5,000.00	THOMSON REUTERS CORP NT DTD 09/29/2009 4.70% DUE 10/15/2019 SUB-ACCOUNT 6800230401	4,982.45	4,988.45	6.00	1.31
18,320.33	FED HOME LN MTG CORP PARTN CTFS GROUP NBR B1-7378 4.50% DUE 12/01/2019 SUB-ACCOUNT 6800230401	18,268.81	19,284.16	1,015.35	68.70
19,234.44	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 805119 5.50% DUE 01/01/2020 SUB-ACCOUNT 6800230401	19,136.02	20,537.19	1,401.17	88.16
14,285.26	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 822435 4.50% DUE 04/01/2020 SUB-ACCOUNT 6800230401	14,194.91	14,965.38	770.47	53.57
18,900.42	GNMA GTD PASS THRU CTF POOL NBR 782040 6.00% DUE 06/15/2020 SUB-ACCOUNT 6800230401	19,372.94	20,252.93	879.99	94.50

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25,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2783 CL JT 5.00% DUE 02/15/2022 SUB-ACCOUNT 6800230401 25,000.0000	24,121.09	26,282.75	2,161.66	55.56
19,315.77	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 1992-G61 CL Z 7.00% DUE 10/25/2022 SUB-ACCOUNT 6800230401 19,315.7700	20,136.72	21,242.90	1,106.18	112.68
25,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2003-28 CL 28-TC 5.50% DUE 04/25/2023 SUB-ACCOUNT 6800230401 25,000.0000	24,278.32	26,679.75	2,401.43	114.58
25,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2003-55 CL CD 5.00% DUE 06/25/2023 SUB-ACCOUNT 6800230401 25,000.0000	23,929.69	26,216.75	2,287.06	104.17
24,409.62	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2003-46 CL-HB 4.00% DUE 06/25/23 SUB-ACCOUNT 6800230401 24,409.6200	22,639.92	24,929.30	2,289.38	16.27
14,343.85	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2004-92 CL MR 4.25% DUE 08/25/2023 SUB-ACCOUNT 6800230401 14,343.8500	13,729.76	14,657.55	927.79	50.80
15,857.29	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 1591 CL 1591-PK 6 350% DUE 10/15/2023 SUB-ACCOUNT 6800230401 15,857.2900	16,350.37	16,892.93	542.56	83.91
32,124.52	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 888656 6.50% DUE 04/01/2025 SUB-ACCOUNT 6800230401 32,124.5200	33,085.76	34,913.57	1,827.81	174.01

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
25,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 3132 CL MC 5.50% DUE 03/15/2026 SUB-ACCOUNT 6800230401 25,000 0000	25,070.31	26,622.75	1,552.44	114.58
2,585.85	GNMA GTD PASS THRU CTF POOL NBR 0462816 7.00% DUE 06/15/2028 SUB-ACCOUNT 6800230401 2,585.8500	2,635.94	2,850.87	214.93	15.08
18,209.37	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 1998-37 CL-VZ 6.00% DUE 06/17/2028 SUB-ACCOUNT 6800230401 18,209 3700	18,573.55	19,829.28	1,255.73	91.05
13,156.11	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2004-70 CL DN 4.000% DUE 12/25/2029 SUB-ACCOUNT 6800230401 13,156 1100	12,473.64	13,529.61	1,055.97	43.85
30,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2005-45 CL-YB 5.500% DUE 07/25/2030 SUB-ACCOUNT 6800230401 30,000 0000	30,009.38	31,601.40	1,592.02	137.50
8,660.72	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 0630225 6.50% DUE 03/01/2032 SUB-ACCOUNT 6800230401 8,660.7200	8,681.05	9,345.78	664.73	46.91
30,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2744 CL 2744-TU 5.50% DUE 05/15/2032 SUB-ACCOUNT 6800230401 30,000.0000	29,700.00	31,364.70	1,664.70	137.50
15,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2737 CL UD 5.50% DUE 07/15/2032 SUB-ACCOUNT 6800230401 15,000 0000	14,732.81	15,747.30	1,014.49	36.67

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
19,188.71	FED HOME LN MTG CORP PARTN CTFS GROUP NBR C01435 6.00% DUE 12/01/2032 SUB-ACCOUNT 6800230401	19,734.37	20,431.18	696.81	95.94
4,715.03	FED HOME LN MTG CORP PARTN CTFS GROUP NBR C76970 5.50% DUE 02/01/2033 SUB-ACCOUNT 6800230401	4,897.74	4,962.10	64.36	21.61
27,718.26	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 688980 5.50% DUE 05/01/2033 SUB-ACCOUNT 6800230401	28,021.60	29,336.73	1,315.13	127.04
25,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2624 CL QH 5.00% DUE 06/15/2033 SUB-ACCOUNT 6800230401	23,257.81	25,488.00	2,230.19	104.17
25,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2005-1 CL-GE 5.00% DUE 07/25/2033 SUB-ACCOUNT 6800230401	23,687.50	26,249.00	2,561.50	104.17
26,408.40	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 756207 5.00% DUE 12/01/2033 SUB-ACCOUNT 6800230401	26,309.35	27,416.41	1,107.06	110.04
25,181.55	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 767298 5.50% DUE 01/01/2034 SUB-ACCOUNT 6800230401	24,907.03	26,493.01	1,585.98	115.42
24,506.37	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2004-17 CL-LC 3.75% DUE 01/25/2034 SUB-ACCOUNT 6800230401	21,381.80	24,919.55	3,537.75	76.58

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
14,033.62	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 3034 CL EH 5.50% DUE 12/15/2034 SUB-ACCOUNT 6800230401	14,000.72	14,973.31	972.59	34.30
24,552.74	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2973 CL 2973-EB 5.50% DUE 04/15/2035 SUB-ACCOUNT 6800230401	24,192.09	26,392.97	2,200.88	112.53
	TOTAL FIXED INCOME TAXABLE	2,908,227.16	2,982,441.63	74,214.47	19,608.78
	EQUITIES				
	BANKS				
300.00	BB & T CORP SUB-ACCOUNT 6800230400	5,529.66	8,172.00	2,642.34	0.00
1,768.00	BANK OF AMERICA CORP SUB-ACCOUNT 6800230400	50,629.85	29,914.56	20,715.29	0.00
700.00	BANK NEW YORK MELLON CORP SUB-ACCOUNT 6800230400	26,318.70	20,293.00	6,025.70	0.00
900.00	US BANCORP DEL NEW SUB-ACCOUNT 6800230400	24,276.87	19,674.00	4,602.87	45.00
900.00	WELLS FARGO & CO NEW SUB-ACCOUNT 6800230400	21,421.65	25,362.00	3,940.35	0.00
	TOTAL EQUITIES	128,176.73	103,415.56	24,761.17	45.00

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	CAPITAL EQUIPMENT				
165 00	BOEING CO SUB-ACCOUNT 6800230400	11,770 53	8,934 75	2,835 78-	0 00
		165.0000			
300 00	CATERPILLAR INC SUB-ACCOUNT 6800230400	8,896 03	15,399.00	6,502 97	0 00
		300.0000			
1,090 00	CORNING INC SUB-ACCOUNT 6800230400	23,511 68	16,687 90	6,823.78-	0 00
		1,090 0000			
400.00	DEERE & CO SUB-ACCOUNT 6800230400	15,568 22	17,168 00	1,599 78	112 00
		400 0000			
200.00	EMERSON ELEC CO SUB-ACCOUNT 6800230400	7,002 37	8,016 00	1,013 63	0 00
		200.0000			
400 00	PACCAR INC SUB-ACCOUNT 6800230400	13,870 63	15,084 00	1,213 37	0 00
		400 0000			
200 00	PARKER HANNIFIN CORP SUB-ACCOUNT 6800230400	9,003 62	10,368.00	1,364.38	0 00
		200 0000			
		89,623.08	91,657 65	2,034 57	112 00
	CONSUMER CAPITAL SPENDING				
700 00	JOHNSON CTLS INC SUB-ACCOUNT 6800230400	18,450.60	17,892.00	558.60-	91.00
		700 0000			
300.00	KB HOME SUB-ACCOUNT 6800230400	4,899.90	4,983 00	83 10	0 00
		300.0000			
		23,350.50	22,875.00	475 50-	91 00

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	CONSUMER CYCLICAL				
1,200.00	DISNEY WALT CO SUB-ACCOUNT 6800230400	30,732.75	32,952.00	2,219.25	0 00
200 00	INTERNATIONAL GAME TECHNOLOGY SUB-ACCOUNT 6800230400	3,081.08	4,296 00	1,214.92	12 00
300 00	STARWOOD HOTELS & RESORTS WORLDWIDE INC SUB-ACCOUNT 6800230400	6,449 27	9,909 00	3,459 73	0 00
816 00	TIME WARNER INC NEW NEW SUB-ACCOUNT 6800230400	22,232.07	23,484.48	1,252 41	0 00
400 00	YUM BRANDS INC SUB-ACCOUNT 6800230400	14,473.61	13,504.00	969.61-	0 00
		76,968.78	84,145 48	7,176 70	12.00
	CONSUMER NON-DURABLE				
600.00	ALTRIA GROUP INC SUB-ACCOUNT 6800230400	9,608.78	10,686 00	1,077 22	238 00
150.00	GENERAL MILLS INC SUB-ACCOUNT 6800230400	7,939 13	9,657 00	1,717 87	0 00
100 00	MONSANTO CO NEW SUB-ACCOUNT 6800230400	11,719 35	7,740 00	3,979 35-	0 00
370 00	PEPSICO INC SUB-ACCOUNT 6800230400	24,135.32	21,704 20	2,431 12-	0 00
437 00	PHILIP MORRIS INTL INC SUB-ACCOUNT 6800230400	19,446 96	21,299 38	1,852 42	253 46

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775.00	PROCTER & GAMBLE CO SUB-ACCOUNT 6800230400	48,959.83	44,888.00	4,071.83-	0.00
400.00	SYSCO CORP SUB-ACCOUNT 6800230400	12,685.69	9,940.00	2,745.69-	0.00
		134,495.06	125,914.58	8,580.48-	491.46
	DEFENSE				
390.00	UNITED TECHNOLOGIES CORP COM SUB-ACCOUNT 6800230400	26,159.02	23,762.70	2,396.32-	0.00
	ENERGY				
200.00	NOBLE CORP BAAR NAMEN AKT SUB-ACCOUNT 6800230400	6,269.59	7,592.00	1,322.41	0.00
200.00	ANADARKO PETE CORP SUB-ACCOUNT 6800230400	8,661.51	12,546.00	3,884.49	0.00
175.00	APACHE CORP SUB-ACCOUNT 6800230400	16,246.86	16,070.25	176.61-	0.00
295.00	CHEVRON CORP SUB-ACCOUNT 6800230400	19,603.52	20,776.85	1,173.33	0.00
265.00	DEVON ENERGY CORP NEW SUB-ACCOUNT 6800230400	17,355.65	17,842.45	486.80	0.00
100.00	EOG RES INC SUB-ACCOUNT 6800230400	6,767.81	8,351.00	1,583.19	0.00
775.00	EXXON MOBIL CORP SUB-ACCOUNT 6800230400	64,666.57	53,172.75	11,493.82-	0.00

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
260.00	OCCIDENTAL PETE CORP SUB-ACCOUNT 6800230400	18,767.82	20,384.00	1,616.18	85.80
245.00	SCHLUMBERGER LTD SUB-ACCOUNT 6800230400	9,930.97	14,602.00	4,671.03	51.45
	FINANCE	168,270.30	171,337.30	3,067.00	137.25
100.00	AXIS CAP HLDGS LTD SUB-ACCOUNT 6800230400	3,399.07	3,018.00	381.07-	20.00
160.00	ACE LTD SUB-ACCOUNT 6800230400	7,330.17	8,553.60	1,223.43	49.60
200.00	AMERIPRISE FINL INC SUB-ACCOUNT 6800230400	7,386.51	7,266.00	120.51-	0.00
100.00	AON CORP SUB-ACCOUNT 6800230400	3,980.86	4,069.00	88.14	0.00
2,400.00	CITIGROUP INC SUB-ACCOUNT 6800230400	9,860.73	11,616.00	1,755.27	0.00
210.00	GOLDMAN SACHS GROUP INC SUB-ACCOUNT 6800230400	25,243.83	38,713.50	13,469.67	0.00
50.00	MASTERCARD INC CL A SUB-ACCOUNT 6800230400	9,140.61	10,107.50	966.89	0.00
200.00	METLIFE INC SUB-ACCOUNT 6800230400	5,763.54	7,614.00	1,850.46	0.00
619.00	MORGAN STANLEY NEW SUB-ACCOUNT 6800230400	19,161.66	19,114.72	46.94-	0.00

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
200.00	PRUDENTIAL FINL INC SUB-ACCOUNT 6800230400	6,463.56	9,982.00	3,518.44	0.00
300.00	TD AMERITRADE HLDG CORP SUB-ACCOUNT 6800230400	5,176.77	5,889.00	712.23	0.00
175.00	TRAVELERS COS INC SUB-ACCOUNT 6800230400	7,840.64	8,615.25	774.61	0.00
		110,747.95	134,558.57	23,810.62	69.60
HEALTH CARE					
625.00	ABBOTT LABS SUB-ACCOUNT 6800230400	32,809.31	30,918.75	1,890.56	0.00
500.00	AETNA INC NEW SUB-ACCOUNT 6800230400	12,719.18	13,915.00	1,195.82	0.00
200.00	BAXTER INTL INC SUB-ACCOUNT 6800230400	9,994.32	11,402.00	1,407.68	52.00
500.00	BRISTOL MYERS SQUIBB CO SUB-ACCOUNT 6800230400	10,492.32	11,260.00	767.68	155.00
200.00	CARDINAL HEALTH INC SUB-ACCOUNT 6800230400	4,938.74	5,360.00	421.26	35.00
400.00	CELGENE CORP SUB-ACCOUNT 6800230400	20,061.86	22,360.00	2,298.14	0.00
315.00	GILEAD SCIENCES INC SUB-ACCOUNT 6800230400	15,131.70	14,647.50	484.20	0.00
100.00	MCKESSON CORP SUB-ACCOUNT 6800230400	3,541.48	5,955.00	2,413.52	12.00

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
1,300.00	MERCK & CO INC SUB-ACCOUNT 6800230400	42,378.00	41,119.00	1,259.00-	114.00
2,000.00	PFIZER INC SUB-ACCOUNT 6800230400	29,496.29	33,100.00	3,603.71	0 00
		181,563 20	190,037.25	8,474 05	368 00
	INDUSTRIAL COMMODITIES				
400.00	COVIDIEN PLC SUB-ACCOUNT 6800230400	14,640 58	17,304.00	2,663 42	0 00
700.00	DOW CHEM CO SUB-ACCOUNT 6800230400	9,891.07	18,249 00	8,357 93	105 00
325 00	FREPORT-MCMORAN COPPER & GOLD SUB-ACCOUNT 6800230400	19,653 00	22,298.25	2,645 25	0 00
347 00	PRAXAIR INC SUB-ACCOUNT 6800230400	25,676.17	28,346.43	2,670 26	0 00
		69,860 82	86,197 68	16,336 86	105 00
	RETAIL				
200.00	ADVANCED AUTO PTS INC SUB-ACCOUNT 6800230400	7,845 53	7,856.00	10 47	12.00
100.00	AMAZON.COM INC SUB-ACCOUNT 6800230400	8,337.66	9,336.00	998.34	0 00
690.00	CVS CAREMARK CORP SUB-ACCOUNT 6800230400	22,075 08	24,660.60	2,585.52	0.00

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
200.00	NIKE INC CL B SUB-ACCOUNT 6800230400	12,859.00	12,940.00	81.00	50.00
750.00	STAPLES INC SUB-ACCOUNT 6800230400	16,110.86	17,415.00	1,304.14	61.88
200.00	URBAN OUTFITTERS INC COM SUB-ACCOUNT 6800230400	3,045.45	6,034.00	2,988.55	0.00
100.00	V F CORP COM SUB-ACCOUNT 6800230400	5,768.70	7,243.00	1,474.30	0.00
418.00	WAL MART STORES INC SUB-ACCOUNT 6800230400	20,556.11	20,519.62	36.49-	0.00
		96,598.39	106,004.22	9,405.83	123.88
TECHNOLOGY					
200.00	COOPER INDS PLC SUB-ACCOUNT 6800230400	6,540.34	7,514.00	973.66	0.00
140.00	APPLE INC SUB-ACCOUNT 6800230400	17,622.51	25,949.00	8,326.49	0.00
1,725.00	CISCO SYS INC SUB-ACCOUNT 6800230400	41,544.55	40,606.50	938.05-	0.00
72.00	GOOGLE INC CL A SUB-ACCOUNT 6800230400	27,862.82	35,701.20	7,838.38	0.00
1,086.00	HEWLETT PACKARD CO SUB-ACCOUNT 6800230400	31,839.22	51,270.06	19,430.84	86.88

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
162.00	INTERNATIONAL BUSINESS MACHS CORP SUB-ACCOUNT 6800230400	16,689.56	19,376.82	2,687.26	0.00
600.00	JUNIPER NETWORKS INC SUB-ACCOUNT 6800230400	11,794.87	16,212.00	4,417.13	0.00
2,376.00	MICROSOFT CORP SUB-ACCOUNT 6800230400	62,102.01	61,110.72	991.29-	0.00
600.00	NATIONAL SEMICONDUCTOR CORP SUB-ACCOUNT 6800230400	7,318.20	8,562.00	1,243.80	48.00
200.00	NETAPP INC SUB-ACCOUNT 6800230400	3,130.88	5,336.00	2,205.12	0.00
400.00	PAYCHEX INC SUB-ACCOUNT 6800230400	10,557.54	11,620.00	1,062.46	0.00
595.00	QUALCOMM INC SUB-ACCOUNT 6800230400	23,849.22	26,763.10	2,913.88	0.00
500.00	XILINX INC SUB-ACCOUNT 6800230400	11,281.11	11,710.00	428.89	0.00
		272,132.83	321,731.40	49,598.57	134.88
	TRANSPORTATION				
860.00	NORFOLK SOUTHN CORP SUB-ACCOUNT 6800230400	42,591.04	37,074.60	5,516.44-	0.00
	TELEPHONE UTILITIES				
700.00	AT & T INC SUB-ACCOUNT 6800230400	26,801.90	18,907.00	7,894.90-	0.00
1,500.00	SPRINT NEXTEL CORP FON SHS SUB-ACCOUNT 6800230400	6,062.00	5,925.00	137.00-	0.00

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
881.00	VERIZON COMMUNICATIONS SUB-ACCOUNT 6800230400	31,902.00	26,667.87	5,234.13	0.00
		881.0000			
	OTHER UTILITIES	64,765.90	51,499.87	13,266.03	0.00
400.00	EDISON INTL SUB-ACCOUNT 6800230400	16,156.60	13,432.00	2,724.60	124.00
		400.0000			
300.00	SOUTHERN CO SUB-ACCOUNT 6800230400	8,874.86	9,501.00	626.14	0.00
		300.0000			
100.00	SOUTHWESTERN ENERGY CO SUB-ACCOUNT 6800230400	4,318.95	4,268.00	50.95	0.00
		100.0000			
	ALTERNATIVE INVESTMENTS	29,350.41	27,201.00	2,149.41	124.00
7,838.75	JPMORGAN US REAL ESTATE FUND SELECT CLASS(SUIEX) SUB-ACCOUNT 6800230400	70,000.00	87,323.63	17,323.63	642.07
		7,838.7460			
	OTHER				
30,447.00	ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I SUB-ACCOUNT 6800230400	230,179.32	367,799.76	137,620.44	0.00
		30,447.0000			
3,404.00	ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD SUB-ACCOUNT 6800230400	189,061.22	144,772.12	44,289.10	0.00
		3,404.0000			
2,921.00	ISHARES TR RUSSELL MIDCAP INDEX FD SUB-ACCOUNT 6800230400	250,677.30	228,509.83	22,167.47	0.00
		2,921.0000			

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
2,207.00	ISHARES TR S & P MIDCAP 400 INDEX FD SUB-ACCOUNT 6800230400	151,273.30	152,172.65	899.35	0.00
2,171.82	IVY FDS GLOBAL NATURAL RES FD CL I SUB-ACCOUNT 6800230400	90,000.00	37,680.99	52,319.01-	0.00
15,649.45	JPMORGAN INTERNATIONAL VALUE FUND SELECT CLASS(JIESX) SUB-ACCOUNT 6800230400	200,000.00	200,469.48	469.48	0.00
10,918.96	JPMORGAN ASIA EQUITY FUND(JPASX) SUB-ACCOUNT 6800230400	404,895.25	326,040.12	78,855.13-	0.00
8,228.98	JPMORGAN INTREPID AMERICA FUND SELECT CLASS(JPIAX) SUB-ACCOUNT 6800230400	192,146.68	160,135.95	32,010.73-	0.00
12,743.28	JPMORGAN INTREPID GROWTH FUND SELECT CLASS(JPGSX) SUB-ACCOUNT 6800230400	275,000.00	234,348.94	40,651.06-	0.00
6,384.92	JPMORGAN INTREPID INTERNATIONAL FD SELECT CL SUB-ACCOUNT 6800230400	143,213.86	100,690.27	42,523.59-	0.00
34,766.12	JPMORGAN TR I GROWTH ADVANTAGE FD SELECT CL SUB-ACCOUNT 6800230400	275,000.00	234,323.64	40,676.36-	0.00
970.00	SPDR GOLD TR GOLD SHS SUB-ACCOUNT 6800230400	91,112.10	95,884.50	4,772.40	0.00
2,000.00	VANGUARD INTL EQUITY INDEX FD INC VANGUARD EMERGING MKTS ETF SUB-ACCOUNT 6800230400	103,394.00	77,060.00	26,334.00-	0.00
		2,595,953.03	2,359,888.25	236,064.78-	0.00
TOTAL EQUITIES		4,180,607.04	4,024,624.74	155,982.30-	2,456.14

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
	TOTAL PRINCIPAL	7,566,008 37	7,484,240 54	81,767 83-	22,105 20
	INCOME CASH	1,000 00	1,000 00	0 00	0 00
	TOTAL ACCOUNT	7,567,008 37	7,485,240.54	81,767 83-	22,105 20