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

2008

Department of the Treasury
Internal Revenue Service

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 10/01/08, and ending 9/30/09

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BEASLEY FAMILY FOUNDATION INC		A Employer identification number 42-1263942	
	Number and street (or P O box number if mail is not delivered to street address) 3524 GRAND AVENUE, APT 802		B Telephone number (see page 10 of the instructions) 515-271-6857	
	City or town, state, and ZIP code DES MOINES IA 50312		C If exemption application is pending, check here ► <input type="checkbox"/>	

H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 400,457 (Part I, column (d) must be on cash basis.)		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"/>	

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 pg 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 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 STMT 1 b Gross sales price for all assets on line 6a 104,928 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications 10a Gross sales less returns & allowances b Less: Cost of goods sold c Gross profit or (loss) (attach schedule) 11 Other income (attach schedule) STMT 2 12 Total. Add lines 1 through 11		15,661			
		47	47	5	JAN 10 2008
		3,784	3,784	W	
		-50,138			
			4,235		
				0	
			-29,884	8,066	0
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see page 14 of the instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (att. sch) STMT 3 24 Total operating and administrative expenses. Add lines 13 through 23 2,600 2,589 11 25 Contributions, gifts, grants paid 16,000 16,000 26 Total expenses and disbursements. Add lines 24 and 25 18,600 2,589 0 16,011 27 Subtract line 26 from line 12: a Excess of revenue over expenses & disbursements -48,484 b Net investment income (if negative, enter -0-) 5,477 c Adjusted net income (if negative, enter -0-) 0					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

DAA

Form 990-PF (2008)

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Assets	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
1	Cash—non-interest-bearing	1,113	1,283	1,283
2	Savings and temporary cash investments	10,011	7,010	7,010
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 (att. schedule) ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	SEE STMT 7		
b	Investments—corporate stock (attach schedule)	346,934	296,319	283,765
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment, basis ►			
	Less accumulated depreciation (attach sch) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) SEE STATEMENT 8	208,357	213,319	108,399
14	Land, buildings, and equipment, basis ►			
	Less accumulated depreciation (attach sch) ►			
15	Other assets (describe ►))		
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item l)	566,415	517,931	400,457
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►))		
23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <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			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	566,415	517,931	
30	Total net assets or fund balances (see page 17 of the instructions)	566,415	517,931	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	566,415	517,931	

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	566,415
2	Enter amount from Part I, line 27a	2	-48,484
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	517,931
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	517,931

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					
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 4,235			4,235		
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			4,235		
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	4,235	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	30,013	626,749	0.047887
2006	33,012	698,156	0.047285
2005	34,457	678,790	0.050762
2004	28,514	594,216	0.047986
2003	25,250	518,445	0.048703

2 Total of line 1, column (d)

2 0.242623

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 0.048525

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5

4 325,813

5 Multiply line 4 by line 3

5 15,810

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 55

7 Add lines 5 and 6

7 15,865

8 Enter qualifying distributions from Part XII, line 4

8 16,011

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <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 55
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 55
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 55
6	Credits/Payments:	
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 199
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	7 199
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	10 144
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax ►	11 89
	55 Refunded ►	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b <input checked="" type="checkbox"/>
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	
c	Did the foundation file Form 1120-POL for this year?	1c <input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2 <input checked="" type="checkbox"/>
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A
b	If "Yes," has it filed a tax return on Form 990-T for this year?	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► IA	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b <input checked="" type="checkbox"/>
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	STMT 9 10 X

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 page 20 of the instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► F. T. BEASLEY 3524 GRAND AVE, APT 802 Located at ► DES MOINES, IA	Telephone no ► 515-271-6857	
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	ZIP+4 ► 50312	► 15 □

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
		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	N/A ► □
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	N/A
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? If "Yes," list the years ► 20 20 20 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 20 20 20	2b
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.)	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b
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?	4a <input checked="" type="checkbox"/>
		4b <input checked="" type="checkbox"/>

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/> N/A		5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	<input checked="" type="checkbox"/>
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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 22 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
JOSEPHINE A. BEASLEY 3524 GRAND AVE, APT 802	DES MOINES IA 50312	DIRECTOR .1	0	0
BYRON T. BEASLEY 2265 TIMBER CREEK CT	MASON CITY IA 50401	V.P. .1	0	0
FLOYD T. BEASLEY 3524 GRAND AVE, APT 802	DES MOINES IA 50312	PRESIDENT 1	0	0
STEPHEN T. BEASLEY 222 S 33RD	WEST DES MOINES IA 50265	V.P. .2	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

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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 (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

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

2

3

4

Part IX-B Summary of Program-Related Investments (see page 23 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 N/A

2

All other program-related investments. See page 24 of the instructions

3

Total. Add lines 1 through 3


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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	328,948
b	Average of monthly cash balances	1b	1,827
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	330,775
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	330,775
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	4,962
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	325,813
6	Minimum investment return. Enter 5% of line 5	6	16,291

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	16,291
2a	Tax on investment income for 2008 from Part VI, line 5	2a	55
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	55
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,236
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	16,236
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	16,236

Part XII Qualifying Distributions (see page 25 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	16,011
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,011
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	55
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,956

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 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				16,236
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years. 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005	360			
d From 2006				
e From 2007				
f Total of lines 3a through e	360			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 16,011				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				16,011
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	225			225
6 Enter the net total of each column as indicated below:	135			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	135			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005	135			
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	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				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon							
a	"Assets" alternative test—enter:							
(1)	Value of all assets							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	"Support" alternative test—enter:							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)							
(3)	Largest amount of support from an exempt organization							
(4)	Gross investment income							

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 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).)			
	FLOYD T. BEASLEY			
b	List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.			
	N/A			
2	Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:			
	Check here ► <input checked="" type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.			
a	The name, address, and telephone number of the person to whom applications should be addressed:			
	N/A			
b	The form in which applications should be submitted and information and materials they should include.			
	N/A			
c	Any submission deadlines.			
	N/A			
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:			
	N/A			

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 10				16,000
Total			► 3a	16,000
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	47	
4 Dividends and interest from securities			14	3,784	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-50,138	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b INCOME TAX REFUND			1	762	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		-45,545	0
13 Total. Add line 12, columns (b), (d), and (e)					13 -45,545

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

2008

Name of the organization

Employer identification number

BEASLEY FAMILY FOUNDATION INC

42-1263942

Organization type (check one):

Filers of: _____ **Section:** _____

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.)

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

BEASLEY FAMILY FOUNDATION INC

Employer identification number

42-1263942

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	F.T. BEASLEY 3524 GRAND AVE., APT 802 DES MOINES IA 50312	\$ 15,661	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

42-1263942

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SEE ATTACHED	VARIOUS VARIOUS			PURCHASE	34,999 \$	57,224 \$		\$	\$ -22,225
SEE ATTACHED	VARIOUS VARIOUS			PURCHASE	65,694	97,842			\$ -32,148
TOTAL					\$ 100,693	\$ 155,066	\$ 0	\$ 0	\$ -54,373

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INCOME TAX REFUND	\$ 762	\$ 0	\$ 0
TOTAL	\$ 762	\$ 0	\$ 0

Federal Statements**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX RETURN PREPARATION	\$ 700	\$ 700	\$	\$
TOTAL	\$ 700	\$ 700	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MANGEMENT FEES	\$ 1,830	\$ 1,830	\$	\$
ADR MANAGEMENT FEES	\$ 8	\$ 8		
TOTAL	\$ 1,838	\$ 1,838	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX PAID	\$ 51	\$ 51	\$	\$
TOTAL	\$ 51	\$ 51	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
MISCELLANEOUS EXPENSES	\$ 11	\$ 0	\$ 0	\$ 11
TOTAL	\$ 11	\$ 0	\$ 0	\$ 11

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
512 SH ALALSCRIPTS MISYS HEALTH	\$	\$ 5,063	COST	\$ 10,378
35 SH APPLE INC		2,834	COST	6,487
106 SH AMERICA MOVIL SA L ADR		4,696	COST	
720 SH BANKAMERICA CORP		4,208	COST	12,182
3075 SH ING GROUP ADR		79,132	COST	54,827
106 SH AK STEEL HOLDING CORP		3,721	COST	
35 SH ALCON INC		5,759	COST	
73 SH ALPHA NATURAL RESOURCES		6,357	COST	
50 SH ANSYS INC		3,304	COST	
44 SH AUTOZONE INC		6,138	COST	
130 SH CELANESE CROP		5,383	COST	3,250
272 SH CENTERPOINT ENERGY INC		5,069	COST	3,381
99 SH COLGATE-PALMOLIVE CO		6,427	COST	3,204
79 SH COMPASS MINERALS INTL		6,367	COST	4,868
26 SH CORE LABORATORIES N V F		2,444	COST	
164 SH COVIDIEN LTD		8,907	COST	7,095
80 SH CUMMINS INC		4,863	COST	6,766
63 SH DECKERS OUTDOOR CORP		3,670	COST	5,346
164 SH DOLBY LABORATORIES INC			6,450 COST	6,263
211 SH EXPONENT INC			5,444 COST	5,944
349 SH EZCORP INC CL A NON VTG		6,002	COST	4,767
68 SH FLUOR CORPORATION NEW		6,226	COST	3,458
511 SH GENPACT LIMITED			6,402 COST	6,285
128 SH GILEAD SCIENCES INC		4,464	COST	5,673
305 SH GRAFTECH INTERNATIONAL		5,337	COST	4,484
160 SH GRANITE CONSTRUCTION INC			5,108 COST	4,950
338 SH GRIFFON CORP			2,847 COST	3,404

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
139 SH HEINZ HJ CO	\$ 7,310	\$	COST	\$
225 SH HCC INSURANCE HOLDING		5,181	COST	6,154
103 SH HONEYWELL INTERNATIONAL	6,023		COST	
395 SH HUDSON CITY BANCORP INC	7,263	7,263	COST	5,194
138 SH ILLUMINA INC	5,779		COST	
103 SH ITT CORPORATION	5,995	5,995	COST	5,371
274 SH INGERSOLL RAND CO CL		6,235	COST	8,404
178 SH KROGER COMPANY	5,000		COST	
49 SH LOCKHEED MARTIN CORP	5,003	5,003	COST	3,826
147 SH MANITOWOC COMPANY INC	6,915		COST	
23 SH MKS INSTRUMENTS INC		6,400	COST	8,449
23 SH MASTERCARD INC	5,452	5,452	COST	4,649
94 SH MCDERMOTT INTL INC F	4,323		COST	
91 SH MEMC ELECTRONIC MATERIALS	7,260		COST	
57 SH MOLSON COOR BREWING CLB	4,953		COST	
50 SH MONSANTO CO NEW DEL	5,906		COST	
40 SH MOSAIC COMPANY	5,634		COST	
247 SH MULTI FINELINE ELECTRONX		6,456	COST	7,091
444 SH NATL SEMICONDUCTOR CORP		6,440	COST	6,336
101 SH NICOR INC		4,521	COST	3,696
62 SH NOBLE ENERGY INC	6,204	6,204	COST	4,090
102 SH OCCIDENTAL PETE CORP	7,180	7,180	COST	7,997
401 SH OMEGA HLTHCARE INVS INC		5,517	COST	6,424
346 SH PARTNERS COMMUNS CO ADRF	4,626		COST	
1028 SH PMC SIERRA INC		5,119	COST	9,828
67 SH RALCORP HOLDINGS INC NEW		4,388	COST	3,917
57 SH RESEARCH IN MOTION LTD	5,903		COST	

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
183 SH SPSS INC	\$ 5,715	\$	COST	\$
78 SH SOHU.COM INC	6,146	6,146	COST	5,365
346 SH SOMANETICS CORP NEW		5,158	COST	5,578
298 SH SUN HEALTHCARE GROUP INC	3,349		COST	
151 SH SYNAPTICS INC	5,402		COST	
69 SH TELEFONICA SPON ADR	5,880		COST	
135 SH TERRA INDUSTRIES INC	2,904		COST	
116 SH THERMO FISHER SCIENTIFIC	6,537	6,537	COST	5,066
43 SH TRANSOCEAN INC	4,819	4,819	COST	3,678
150 SH US BANCORP DEL NEW		4,536	COST	3,279
62 SH UNION PACIFIC CORP		2,812	COST	3,618
306 SH VALHI INC	5,789		COST	
229 SH VERSANT CORPORATION NEW	3,404		COST	
152 SH WALMART STORES INC	8,952		COST	
92 SH WASTE MANAGEMENT INC DEL		2,841	COST	2,743
TOTAL	\$ 346,934	\$ 296,319		\$ 283,765

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
EQUITY INCOME FUND	\$ 50,909	\$ 51,636	COST	\$ 37,257
BJURMAN MICRO CAP	124,117	128,120	COST	50,220
BRIDGEWAY AGGRESSIVE GROWTH	33,331	33,563	COST	20,922
TOTAL	\$ 208,357	\$ 213,319		\$ 108,399

42-1263942

Federal Statements

Statement 9 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
F. T. BEASLEY	3524 GRAND AVE, APT 802	DES MOINES IA 50312

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
AMERICAN HEART ASSOCIATION DES MOINES IA BIDWELL RIVERSIDE				NON-PROFIT C EDUCATION & RESEARCH	500
BLANK CHILDREN'S HOSPITAL DES MOINES IA 50309				NON-PROFIT A SOCIAL SERVICES TO COMMUNITY	500
COLLEGE OF MEDICINE DEVEL. IOWA CITY IA				PRIVATE FOUN HEALTH CARE FOR CHILDREN	1,000
DES MOINES AREA RELIGIOUS DES MOINES IA 50310				PRIVATE FOUN UNRESTRICTED	1,000
DES MOINES BOTANICAL CENT DES MOINES IA				NON PROFIT C EMERGENCY FOOD	500
GLOBAL HEALTH MINISTRIES MINNEAPOLIS MN 55432-2500				PRIVATE F F UNRESTRICTED	500
HEIFER PROJECT INTERNATIO PO BOX 8058 LITTLE ROCK AR				PRIVATE CHAR HEALTH CARE FOR INDIGENT	1,000
HOPE MINISTRIES DES MOINES IA				PRIVATE FOUN LIVE ANIMALS FOR NEEDY	500
HOSPICE OF CENTRAL IOWA DES MOINES IA 50310				NON-PROFIT C FOOD/LODGING FOR NEEDY	500
HOYT SHERMAN PLACE FOUNDA DES MOINES IA 50309				NON-PROFIT C CARE FOR TERMINALLY ILL	500
IOWA HEALTH FOUNDATION DES MOINES IA 50309				PRIVATE FOUN BUILDING FUND DRIVE	500
LIVING HISTORY FARMS URBANDALE IA 50322				PRIVATE FOUN HEALTH CARE NEEDS	1,500
LUTHER COLLEGE DECORAH IA				PRIVATE FOUN UNRESTRICTED	500
LUTHERAN WORLD RELIEF BALTIMORE MD 21230-3850				PRIVATE COLL UNRESTRICTED	1,000
ORCHARD PLACE DES MOINES IA 50315				PRIVATE CHAR RELIEF OF HUNGER	1,000
SCIENCE CENTER DES MOINES IA 50312				PRIVATE FOUN DISTURBED CHILDREN	500
ST. OLAF COLLEGE NORTHFIELD MN 55057				NON-PROFIT C GENERAL OPERATIONS	500
THE SALVATION ARMY DES MOINES IA 50309				PRIVATE COLL UNRESTRICTED	1,000
				NON-PROFIT C HELP THE NEEDY	1,000

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Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
WESLEY RETIREMENT SERVICE DES MOINES IA 50312 YOUTH HOMES OF MID-AMERIC PO BOX 39 JOHNSTON IA 50131				NON-PROFIT C INDIGENT ELDERLY NON-PROFIT C REHABILITATE WAYWARD YOUTH	1,500 500
TOTAL					<u>16,000</u>

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
FLOYD T. BEASLEY	\$ 15,661
TOTAL	\$ 15,661

Tax Year 2008

ADDITIONAL INFORMATION FOR FORM 990-PF
BEASLEY FAMILY FOUNDATION, INC. EIN 42-1263942
FOR FISCAL YEAR ENDING SEPTEMBER 30, 2009

PART IV Capital Gains and Losses for Tax on Investment Income

KIND OF PROPERTY AND DESCRIPTION	P/D	DATE ACQRI			DATE SOLD			GROSS S/P	COST	GAIN/LOSS
		MO	DA	YR	MO	DA	YR			
57 RESEARCH IN MOTION LTD F	P	9	10	8	2	24	9	2,292.87	5,902.62	(3,609.75)
152 WAL-MART STORES INC	P	8	25	8	3	31	9	7,886.10	8,952.41	(1,066.31)
69 GENERAL MILLS INC	P	10	29	8	6	9	9	3,740.47	4,709.19	(968.72)
35 ALCON INC F	P	7	22	8	3	31	9	3,147.66	5,759.19	(2,611.53)
139 HEINZ H J CO	P	9	10	8	6	9	9	5,030.49	7,309.66	(2,279.17)
91 MEMC ELECTRNC MATERIALS	P	3	17	8	12	29	8	1,158.71	7,259.74	(6,101.03)
50 MONSANTO CO NEW DEL	P	7	22	8	6	9	9	4,242.44	5,906.40	(1,663.96)
103 HONEYWELL INTERNATIONAL	P	1	30	8	12	29	8	3,147.27	6,022.90	(2,875.63)
151 SYNAPTICS INC	P	10	30	7	10	29	8	4,353.42	5,401.79	(1,048.37)
								<i>Short Term</i>	<u>34,999.43</u>	<u>57,223.90</u>
									<u>(22,224.47)</u>	
183 S P S S INC	P	2	11	8	2	24	9	4,676.84	5,714.99	(1,038.15)
69 TELEFONICA SPON ADR F	P	3	17	8	3	31	9	4,102.44	5,880.07	(1,777.63)
138 ILLUMINA INC	P	7	22	8	8	31	9	4,789.79	5,779.02	(989.23)
40 MOSAIC COMPANY	P	4	22	8	6	9	9	2,137.94	5,634.20	(3,496.26)
73 ALPHA NATURAL RESOURCES	P	6	10	8	8	11	9	2,333.99	6,357.41	(4,023.42)
147 MANITOWOC COMPANY INC	P	10	2	7	12	29	8	1,140.50	6,915.24	(5,774.74)
306 VALHI INC	P	7	18	7	10	29	8	2,141.30	5,789.34	(3,648.04)
94 MCDERMOTT INTL INC F	P	7	17	7	12	29	8	802.70	4,322.77	(3,520.07)
106 AK STEEL HOLDING CORP	P	8	7	7	3	31	9	745.30	3,721.26	(2,975.96)
229 VERSANT CORPORATION NEW	P	2	12	7	10	29	8	3,572.46	3,403.77	168.69
26 CORE LABORATORIES N V F	P	5	14	7	3	31	9	1,921.68	2,444.46	(522.78)
99 COLGATE-PALMOLIVE CO	P	11	7	6	10	29	8	6,076.90	6,427.26	(350.36)
114 MOLSON COORS BREWING CLB	P	2	27	7	2	24	9	4,089.57	4,952.63	(863.06)
346 PARTNERS COMMUNS CO ADRFSPC	P	2	27	7	2	24	9	4,791.92	4,626.41	165.51
135 TERRA INDUSTRIES	P	7	7	7	8	31	9	4,167.03	2,903.74	1,263.29
44 AUTOZONE INC	P	6	19	7	8	31	9	6,433.11	6,137.83	295.28
178 KROGER COMPANY	P	3	21	7	6	9	9	3,960.19	4,999.69	(1,039.50)
6 GILEAD SCIENCES INC	P	6	11	7	8	31	9	251.33	209.26	42.07
106 AMERICA MOVIL SAB L ADRFSPON	P	11	7	6	2	24	9	2,712.75	4,695.80	(1,983.05)
50 ANSYS INC	P	1	30	7	8	11	9	1,779.95	3,304.46	(1,524.51)
298 SUN HEALTHCARE GROUP INC	P	11	7	6	8	11	9	2,441.03	3,349.04	(908.01)
9 CUMMINS INC	P	11	7	6	8	11	9	389.95	273.56	116.39
NAVARE CORPORATION LITIGATIO	P	8	17	4	5	8	9	83.55	0.00	83.55
CARRIER ACES LITIGATION	P	11	13	3	5	6	9	151.83	0.00	151.83
								<i>Long Term</i>	<u>65,694.05</u>	<u>97,842.21</u>
									<u>(32,148.16)</u>	