



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

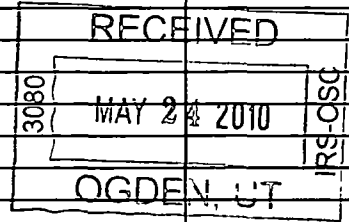
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation DB Beakley Foundation		A Employer identification number 20-1941503
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 832-567-8983
	City or town, state, and ZIP code Houston TX 77062		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) ▶ \$ 0	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,928	6,928		
	4 Dividends and interest from securities	2,158	2,158		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-180,926			
	b Gross sales price for all assets on line 6a 450,253				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	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)					
12 Total. Add lines 1 through 11	-171,840	9,086	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) Stmt 1	785			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 2	177	177		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (att sch) Stmt 3	32	32			
24 Total operating and administrative expenses. Add lines 13 through 23	994	209		0	
25 Contributions, gifts, grants paid	520,000			520,000	
26 Total expenses and disbursements. Add lines 24 and 25	520,994	209	0	520,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-692,834				
b Net investment income (if negative, enter -0-)		8,877			
c Adjusted net income (if negative, enter -0-)			0		



9

SCANNED JUN 01 2010

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (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)				
	b	Investments—corporate stock (attach schedule) See Stmt 4	552,598			
	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)				
	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 I)	552,598	0	0		
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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	552,598			
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input 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				
30	Total net assets or fund balances (see page 17 of the instructions)	552,598	0			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	552,598	0			

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	552,598
2	Enter amount from Part I, line 27a	2	-692,834
3	Other increases not included in line 2 (itemize) ▶ See Statement 5	3	140,236
4	Add lines 1, 2, and 3	4	
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	

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 Goldman Financial - See Statement	P	Various	Various
b Goldman Financial - See Statement	P	Various	Various
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 95,426		115,118	-19,692
b 354,827		516,061	-161,234
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-19,692
b			-161,234
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	-180,926
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))
2008	149,823	731,507	0.204814
2007	80,000	932,696	0.085773
2006	80,000	942,852	0.084849
2005	80,000	954,012	0.083856
2004		1,000,373	

2 Total of line 1, column (d)	2	0.459292
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	0.114823
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	272,155
5 Multiply line 4 by line 3	5	31,250
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	89
7 Add lines 5 and 6	7	31,339
8 Enter qualifying distributions from Part XII, line 4 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	8	520,000

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 or determination letter (attach copy of 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	89
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	89
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	89
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
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	
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	89
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ None		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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		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 ▶ N/A	13	X	
14	The books are in care of ▶ Bruce Beakley 302 Lochnell Drive Located at ▶ Houston, TX	Telephone no ▶ ZIP+4 ▶ 77062		
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	▶ <input type="checkbox"/>

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 ▶ <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 2009? N/A	1c	
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
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	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 ▶ 20 , 20 , 20 , 20		
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 2009 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 2009) N/A	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 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870

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? **N/A** **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 (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
Bruce Beakley 302 Lochnell Drive Houston TX 77062	1.00	0	0	0
Debra Beakley 302 Lochnell Drive Houston TX 77062	1.00	0	0	0
Wayne Kramer 12555 Ryewater Drive Houston TX 77089	1.00	0	0	0
Diane Savage 210 Walnut St. Webster TX 77598	1.00	0	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

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 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	276,299
b	Average of monthly cash balances	1b	0
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	276,299
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	276,299
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	4,144
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	272,155
6	Minimum investment return. Enter 5% of line 5	6	13,608

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	13,608
2a	Tax on investment income for 2009 from Part VI, line 5	2a	89
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	89
3	Distributable amount before adjustments Subtract line 2c from line 1	3	13,519
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,519
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	13,519

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	520,000
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	520,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	89
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	519,911

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				13,519
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>520,000</u>				
a Applied to 2008, 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 2009 distributable amount				13,519
e Remaining amount distributed out of corpus	506,481			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	506,481			
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 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	506,481			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	506,481			

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 2009, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
N/A

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 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Baptist General Conv TX 333 North Washington Dallas TX 75246			To support charitable activities.	150,000
Bay Area Turning Point 210 Walnut St. Webster TX 77598			To support charitable activities.	100,000
Lutheran South Academy 12555 Ryewater Drive Houston TX 77089			To support charitable activities.	100,000
Church on the Rock 4028 Babcock Melbourne FL 32901			To support charitable activities.	30,000
Champions for Life PO Box 761101 Dallas TX 75376			To support charitable activities.	60,000
Hope Plus Inc. 11765 West Ave. San Antonio TX 78216			To support charitable activities.	50,000
Winds of Life 679 Dias Creek Rd. Cape May NJ 08210			To support charitable activities.	20,000
Jon Kregel Ministries PO Box 131480 Tyler TX 75713			To support charitable activities.	5,000
Child Advocates Houston 2401 Portsmouth St. Houston TX 77098			To support charitable activities.	5,000
Total			▶ 3a	520,000
b Approved for future payment N/A				
Total			▶ 3b	

Goodman Financial Corporation
REALIZED GAINS AND LOSSES

D B Beakley Foundation
 From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Short-Term Gain (Loss)
8/7/2008	7/24/2009	25,000	CENTERPOINT ENERGY INC, 7 250% Due 09-01-10	25,397 50	25,903 50	(506 00)
6/23/2008	4/8/2009	475	II VI INC (IIVI)	8,492 46	18,381 03	(9,888 57)
8/7/2008	7/24/2009	25,000	JC PENNEY INC, 8 000% Due 03-01-10	25,262 50	26,046 50	(784 00)
6/23/2008	3/31/2009	725	PERFECT WORLD CO LTD (PWRD)	10,314 02	18,276 35	(7,962.33)
8/7/2008	7/24/2009	25,000	RELIANT ENERGY RESOURCES CORP, 7 750% Due 02-15-11	25,959 50	26,510 50	(551 00)
Total Short-Term Gain (Loss)				95,425 98	115,117 88	(19,691 90)

Open Date	Close Date	Quantity	Security	Proceeds	Cost Basis	Long-Term Gain (Loss)
3/21/2005	1/9/2009	25,000	AMERICAN GENERAL FINANCE CORP SR NOTE, 5 375% Due 09-01-09	20,559 01	25,962 50	(5,403.49)
6/25/2007	1/9/2009	25,000	LEHMAN BROTHERS HOLDINGS INC, 7 875% Due 11-01-09	3,439 84	26,532 75	(23,092 91)
12/17/2007	1/9/2009	25,000	CIT GROUP INC, 6 500% Due 12-15-09	21,985 10	25,000 00	(3,014 90)
9/21/2007	3/31/2009	250	3M COMPANY (MMM)	12,534 96	22,960 35	(10,425 39)
3/21/2005	1/7/2009	25,000	BANK OF AMERICA CORPORATION, 5 875% Due 02-15-09	24,875 00	26,390 00	(1,515 00)
3/18/2005	3/31/2009	200	C H ROBINSON WORLDWIDE (CHRW)	5,182 00	5,272 74	3,909 26
1/17/2007	3/31/2009	125	C H ROBINSON WORLDWIDE (CHRW)	5,738 75	5,573 55	165 20
7/5/2005	3/31/2009	100	CATERPILLAR INC (CAT)	2,829 11	4,789 12	(1,960 01)
1/17/2007	3/31/2009	150	CATERPILLAR INC (CAT)	4,243 66	9,019 73	(4,776 07)
3/18/2005	4/15/2009	1,000	CISCO SYSTEMS (CSCO)	17,839 65	17,879 95	(40 30)
7/5/2005	4/15/2009	325	COLGATE PALMOLIVE (CL)	18,725.80	16,254 43	2,471 37
9/21/2007	4/8/2009	350	EMERSON ELECTRIC CO (EMR)	10,850 79	17,800 61	(6,949 82)
3/3/2008	4/15/2009	475	ESTEE LAUDER COS INC (EL)	12,473 25	20,443 09	(7,969 84)
12/6/2006	4/8/2009	550	GENERAL ELECTRIC (GE)	5,810 57	19,432 93	(13,622 36)
1/17/2007	4/8/2009	100	GENERAL ELECTRIC (GE)	1,056 47	3,810 75	(2,754 28)
9/18/2006	1/7/2009	25,000	GOLDMAN SACHS GROUP INC, 7 800% Due 01-28-10	25,318 75	26,962 50	(1,643 75)
3/18/2005	4/8/2009	250	INTERNATIONAL BUSINESS MACHINES (IBM)	24,940 12	22,354 95	2,585 17
3/3/2008	4/8/2009	400	KELLOGG CO (K)	15,489 96	20,246 15	(4,756 19)
3/18/2005	3/31/2009	800	NOKIA CORPORATION (NOK)	9,486.75	12,855 24	(3,368 49)
2/21/2007	3/25/2009	525	PALOMAR MEDICAL TECHNOLOGIES (PMTI)	3,257 51	23,763 37	(20,505 86)
10/30/2007	3/25/2009	700	PALOMAR MEDICAL TECHNOLOGIES (PMTI)	4,343 34	17,257 05	(12,913 71)
3/18/2005	4/8/2009	100	PEPSICO INC (PEP)	5,207 21	5,236 49	(29 28)
1/17/2007	4/8/2009	150	PEPSICO INC (PEP)	7,810.82	9,727 73	(1,916 91)
6/26/2007	4/15/2009	50	S&P BIOTECH ETF (XBI)	2,255 95	2,509 45	(253 50)
6/26/2007	4/15/2009	400	S&P BIOTECH ETF (XBI)	18,133 53	20,075 56	(1,942 03)
10/12/2006	3/31/2009	4,000	SAFEGUARD SCIENTIFICS (SFE)	2,635 73	9,750 75	(7,115 02)
1/17/2007	3/31/2009	1,600	SAFEGUARD SCIENTIFICS (SFE)	1,054 30	4,083 46	(3,029 16)
1/17/2007	3/31/2009	3,000	SAFEGUARD SCIENTIFICS (SFE)	1,976 80	7,656 19	(5,679 39)
7/29/2005	3/31/2009	325	SOUTHERN COMPANY (SO)	9,971 27	11,450 13	(1,478 86)
1/17/2007	3/31/2009	175	SOUTHERN COMPANY (SO)	5,369 15	6,405 85	(1,036 70)
5/3/2006	4/8/2009	240	STATE STREET CORPORATION (STT)	7,449.05	15,425 15	(7,976 10)
4/17/2007	4/8/2009	60	STATE STREET CORPORATION (STT)	1,862 26	4,143 94	(2,281 68)
3/18/2005	4/15/2009	350	WAL-MART STORES (WMT)	17,808 16	18,115 45	(307 29)
1/17/2007	4/15/2009	175	WAL-MART STORES (WMT)	8,904 08	8,444 53	459 55
4/17/2007	4/8/2009	250	ZIMMER HOLDINGS INC (ZMH)	9,408.35	22,474 45	(13,066 10)
Total Long-Term Gain (Loss)				354,827 05	516,060 89	(161,233 84)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	\$ 785	\$	\$	\$
Total	<u>\$ 785</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FIT	\$ 177	\$ 177	\$	\$
Total	<u>\$ 177</u>	<u>\$ 177</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Interest and penalties on FIT	10	10		
Bank Charges	22	22		
Total	<u>\$ 32</u>	<u>\$ 32</u>	<u>\$ 0</u>	<u>\$ 0</u>

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Goodman Financial	\$ 552,598	\$	Market	\$
Total	<u>\$ 552,598</u>	<u>\$ 0</u>		<u>\$ 0</u>

Statement 5 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
To close capital	\$ 140,236
Total	<u>\$ 140,236</u>

**ARTICLES OF DISSOLUTION
OF
D.B. BEAKLEY FOUNDATION
a Texas Non-Profit Corporation**

Pursuant to the provisions of article 6.05 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of dissolution:

ARTICLE I

The name of the corporation is **D.B. BEAKLEY FOUNDATION**, and the file number of the corporation is **800417571**.

ARTICLE II

The name and respective address of its registered agent is as follows:

**BRUCE EDWARD BEAKLEY
302 Lochnell Drive
Houston, Texas 77062**

ARTICLE III

The names and respective addresses of its current directors are as follows:

**BRUCE EDWARD BEAKLEY
302 Lochnell Drive
Houston, Texas 77062**

**DEBRA ACREE BEAKLEY
302 Lochnell Drive
Houston, Texas 77062**

**WAYNE KRAMER
12555 Ryewater Drive
Houston, Texas 77089**

**DIANE SAVAGE
210 Walnut Street
Webster, Texas 77598**

ARTICLE IV

All debts, liabilities, and obligations of the corporation have been paid, satisfied, or discharged or adequate provision has been made for payment, satisfaction, or discharge thereof.

ARTICLE V

All remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of the Texas Non-Profit Corporation Act.

ARTICLE VI

There are no suits pending against the corporation in any court.

ARTICLE VII

A resolution to dissolve was adopted at a meeting of directors held on the 19 of November, 2009, at which a quorum was present, and the resolution to dissolve received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

IN WITNESS WHEREOF, I have hereunto set my hands on the 19 day of November, 2009.

D.B. BEAKLEY FOUNDATION

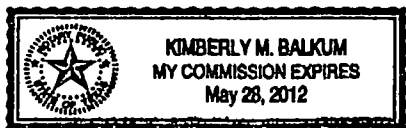
By: Bruce E. Beakley, President
BRUCE E. BEAKLEY, PRESIDENT

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared BRUCE E. BEAKLEY, President of D.B. BEAKLEY FOUNDATION, being by me first duly sworn, who declared that he is the person who signed the foregoing document as President, and that the statements therein contained are true.

IN WITNESS WHEREOF, I hereunto set my hand and seal the day and year above-written.



Kimberly M. Balkum
Notary Public, State of Texas

(Notary seal or stamp)