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

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 **2009**, and ending **20**

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 BEAUCHAMP FOUNDATION		A Employer identification number 76-0663469
	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) (713) 220-4482
	P.O. BOX 272906		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
	City or town, state, and ZIP code HOUSTON, TX 77277-2906		

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 2,651,535.** J Accounting method: Cash Accrual Other (specify) _____
(Part I, column (d) must be on cash basis)

E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	492			
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	18,126	18,126	0	ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-43,302			
b	Gross sales price for all assets on line 6a	99,486			
	Capital gain net income (from Part IV, line 2)				
	Net short-term capital gain				
	Income modifications				
a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	-24,684	18,126	0	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) [2]	3,091	3,091	0	0
c	Other professional fees (attach schedule) [3]	21,324	21,324	0	0
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 (attach schedule) [4]	860	860	0	0
24	Total operating and administrative expenses. Add lines 13 through 23	25,275	25,275	0	0
25	Contributions, gifts, grants paid	111,000			111,000
26	Total expenses and disbursements. Add lines 24 and 25	136,275	25,275	0	111,000
27	Subtract line 26 from line 12	-160,959			
a	Excess of revenue over expenses and disbursements		-0-	-0-	
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

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		63,985.	14,943.	14,942.
	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 (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		3,000.	3,000.	3,000.
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 5		3,115,369.	3,003,362.	2,633,593.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		3,182,354.	3,021,305.	2,651,535.	
Liabilities	17	Accounts payable and accrued expenses		90.		
	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)		90.			
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		3,182,264.	3,021,305.	
30	Total net assets or fund balances (see page 17 of the instructions)		3,182,264.	3,021,305.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		3,182,354.	3,021,305.		

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	3,182,264.
2	Enter amount from Part I, line 27a	2	-160,959.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,021,305.
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	3,021,305.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 -43,302.
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	30,000.	2,819,279.	0.010641
2007	14,000.	1,247,296.	0.011224
2006	10,500.	274,738.	0.038218
2005	8,982.	212,939.	0.042181
2004	9,985.	198,561.	0.050287
2	Total of line 1, column (d)		2 0.152551
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 0.030510
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4 2,127,957.
5	Multiply line 4 by line 3		5 64,924.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6
7	Add lines 5 and 6		7 64,924.
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		8 111,000.

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

1 a	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 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	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	0.
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	0.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	3,000.
b	Exempt foreign organizations-tax withheld at source	6 b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	3,000.
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	3,000.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11	3,000.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
b		N/A
5		X
6	X	
7	X	
8 a		
b	X	
9		X
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 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? 13 X
Website address N/A
14 The books are in care of GARY V. BEAUCHAMP Telephone no 713-220-4482
Located at 2333 BELLEFONTAINE BLVD., HOUSTON, TX ZIP + 4 77030
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A
and enter the amount of tax-exempt interest received or accrued during the year 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.

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? Yes No X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X 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)? Yes No X 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.) Yes No X 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 1b N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years Yes No X 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.) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X 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) 3b N/A
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)

- 5 a 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)? **5b** N/A
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X
If "Yes" to 6b, file Form 8870
- 7 a 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** N/A

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
ATTACHMENT 6		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 NONE

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

3 Five highest-paid independent contractors for professional services (see page 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 NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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 NONE ----- -----	
2 ----- -----	
All other program-related investments See page 24 of the instructions 3 NONE ----- -----	

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 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	2,110,442.
b	Average of monthly cash balances	1b	46,920.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	3,000.
d	Total (add lines 1a, b, and c)	1d	2,160,362.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,160,362.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	32,405.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,127,957.
6	Minimum investment return. Enter 5% of line 5	6	106,398.

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	106,398.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	106,398.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	106,398.
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	106,398.

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	111,000.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	111,000.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,000.

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				106,398.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			110,275.	
b Total for prior years 20 07, 20 06, 20 05		0.		
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. ► \$ 111,000.				
a Applied to 2008, but not more than line 2a			110,275.	
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				725.
e Remaining amount distributed out of corpus	0.			
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	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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				105,673.
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	0.			
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	0.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Table with columns: Tax year (a) 2009, (b) 2008, Prior 3 years (c) 2007, (d) 2006, (e) Total

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
(2) Support from general public and 5 or more exempt organizations
(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).)

GARY V. BEAUCHAMP AND MARIAN WILFERT BEAUCHAMP

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 [X] 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 <i>Paid during the year</i> ATTACHMENT 7				
Total.				▶ 3a 111,000.
b <i>Approved for future payment</i> ATTACHMENT 8				
Total.				▶ 3b 60,000.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions). Row 1 contains the text 'NOT APPLICABLE'.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,123.		MORGAN STANLEY - SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES 2,437.				P	VARIOUS 686.	VARIOUS
96,363.		MORGAN STANLEY - SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES 140,351.				P	VARIOUS -43,988.	VARIOUS
TOTAL GAIN (LOSS)							<u>-43,302.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
SMITH BARNEY	18,126.	18,126.	0.
TOTAL	<u>18,126.</u>	<u>18,126.</u>	<u>0.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	3,091.	3,091.	0.	0.
TOTALS	<u>3,091.</u>	<u>3,091.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SMITH BARNEY- INVESTMENT FEES	21,324.	21,324.	0.	0.
TOTALS	<u>21,324.</u>	<u>21,324.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SAFE DEPOSIT BOX	125.	125.	0.	0.
SUPPLIES AND POSTAGE	244.	244.	0.	0.
PHONE AND INTERNET EXPENSE	297.	297.	0.	0.
INSURANCE EXPENSE	194.	194.	0.	0.
TOTALS	<u>860.</u>	<u>860.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENTS	3,003,362.	2,633,593.
TOTALS	<u>3,003,362.</u>	<u>2,633,593.</u>

BEAUCHAMP FOUNDATION

76-0663469

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

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GARY V. BEAUCHAMP 2333 BELLEFONTAINE BLVD. HOUSTON, TX 77030	PRESIDENT 1 HR/WK	0.	0.	0.
MARIAN WILFERT BEAUCHAMP 2333 BELLEFONTAINE BLVD. HOUSTON, TX 77030	VICE PRES 1 HR/WK	0.	0.	0.
CHERYL COLLETTA FASULLO 3754 MARONEAL ST HOUSTON, TX 77025	DIRECTOR 1 HR/MO	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON BALLET 1921 WEST BELL HOUSTON, TX 77019	NONE PUBLIC CHARITY	GENERAL FUND	60,000
SEARCH HOMELESS SERVICES 2005 FANNIN HOUSTON, TX 77002	NONE PUBLIC CHARITY	GENERAL FUND	29,000.
ST JOHN'S SCHOOL - BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON, TX 77019	NONE PUBLIC CHARITY	GENERAL FUND	7,000.
STAR OF HOPE MISSION 6897 ARDMORE HOUSTON, TX 77054	NONE PUBLIC CHARITY	GENERAL FUND	15,000

TOTAL CONTRIBUTIONS PAID 111,000

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 8

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

HOUSTON BALLET
1921 WEST BELL
HOUSTON, TX 77019

NONE
PUBLIC CHARITY

GENERAL FUND

60,000

TOTAL CONTRIBUTIONS APPROVED

60,000

BEAUCHAMP FOUNDATION

Common stocks & options

Equity Weighting by Economic Sector

The "Equity Weighting by Economic Sector" represents the common stocks in your account. It does not include convertible preferred or other types of equity securities that you may own. Citi Investment Research & Analysis (CIRA) Sector recommendations are intended for capital appreciation oriented investors seeking to outperform the S&P 500. These Sector allocation recommendations may not be appropriate for all investors. Past performance is no guarantee of future results.

Sector	% of assets	Citi Sector weight	Sector	% of assets	Citi Sector weight
Energy	14.26	13.00	Materials	1.57	3.40
Industrials	13.45	11.30	Consumer discretionary	20.72	10.50
Health Care	27.44	10.40	Information technology	22.56	20.90

Energy

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)	
435	WEATHERFORD INTERNATIONAL LTD.-CHF	WFT	06/28/07	\$ 12,051.19	\$ 27.703	\$ 17.91	\$ 7,790.85	(\$ 4,260.34)	LT	(35.35)		
4,510			09/25/07	149,248.53	33.092	17.91	80,774.10	(68,474.43)	LT	(45.88)		
4,945				161,299.72	32.619		88,564.95	(72,734.77)		(45.09)		
24	ANADARKO PETROLEUM CORP	APC	06/28/07	1,230.22	51.259	62.42	1,498.08	267.86	LT	21.77		
15			08/10/07	707.00	47.133	62.42	936.30	229.30	LT	32.43		
3,405			09/25/07	181,365.62	53.264	62.42	212,540.10	31,174.48	LT	17.19		
161			10/24/08	4,684.04	29.093	62.42	10,049.62	5,365.58	LT	114.55		
3,605				187,986.88	52.146		225,024.10	37,037.22		19.70	.576	1,297.80
16,6813	NATIONAL OILWELL VARCO INC	NOV	06/28/07	1,238.99	74.34	44.09	735.48	(503.51)	LT	(40.64)		
512.3187			09/25/07	38,052.11	74.34	44.09	22,588.13	(15,463.98)	LT	(40.64)		
305			08/12/08	21,072.85	69.091	44.09	13,447.45	(7,625.40)	LT	(36.19)		
411			10/24/08	9,887.14	24.056	44.09	18,120.99	8,233.85	LT	83.28		
160			10/27/08	4,071.86	25.449	44.09	7,054.40	2,982.54	LT	73.25		
1,405				74,322.95	52.899		61,946.45	(12,376.50)		(16.65)		
Subtotal for energy				\$ 423,609.55			\$ 375,535.50	(\$ 48,074.05)		.34	\$ 1,297.80	

Materials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)	
85	FREEMONT MCMORAN COPPER & GOLD CL B	FCX	02/11/08	\$ 2,398.38	\$ 28.216	\$ 80.29	\$ 6,824.65	\$ 4,426.27	ST	184.55	.747%	\$ 51.00

December 1 - December 31, 2009

Ref: 00029740 00212864

BEAUCHAMP FOUNDATION

Materials *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)	
85	NUCOR CORP	NUE	02/17/09	\$ 3,468.15	\$ 40.801	\$ 46.65	\$ 3,965.25	\$ 497.10	ST	14.33		
65			02/20/09	2,531.69	38.949	46.65	3,032.25	500.56	ST	19.77		
530			02/24/09	19,663.74	37.101	46.65	24,724.50	5,060.76	ST	25.74		
60			03/06/09	1,902.89	31.714	46.65	2,799.00	896.11	ST	47.09		
740				27,566.47	37.252		34,521.00	6,954.53		25.23	3.086	1,065.60
Subtotal for materials				\$ 29,964.85			\$ 41,345.65	\$ 11,380.80		2.70		\$ 1,116.60

Industrials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)	
61	TYCO INTL LTD CHF	TYC	06/28/07	\$ 3,234.15	\$ 53.018	\$ 35.68	\$ 2,176.48	(\$ 1,057.67)	LT	(32.70)		
2,860			09/25/07	125,111.27	43.745	35.68	102,044.80	(23,066.47)	LT	(18.44)		
653			11/07/07	26,867.55	41.144	35.68	23,299.04	(3,568.51)	LT	(13.28)		
400			11/08/07	16,423.00	41.057	35.68	14,272.00	(2,151.00)	LT	(13.10)		
3,974				171,635.97	43.19		141,792.32	(29,843.65)		(17.39)	2.242	3,179.20
15	FLUOR CORP NEW	FLR	11/19/08	498.59	33.239	45.04	675.60	177.01	LT	35.50		
75			11/20/08	2,285.21	30.469	45.04	3,378.00	1,092.79	LT	47.82		
90				2,783.80	30.931		4,053.60	1,269.80		45.61	1.11	45.00
95	L 3 COMMUNICATIONS HLDGS INC	LLL	06/28/07	9,233.36	97.193	86.95	8,260.25	(973.11)	LT	(10.54)		
1,210			09/25/07	121,662.48	100.547	86.95	105,209.50	(16,452.98)	LT	(13.52)		
1,305				130,895.84	100.303		113,469.75	(17,426.09)		(13.31)	1.61	1,827.00
140	PALL CORP	PLL	06/28/07	6,420.43	45.86	36.20	5,068.00	(1,352.43)	LT	(21.06)		
2,485			09/25/07	93,829.87	37.758	36.20	89,957.00	(3,872.87)	LT	(4.13)		
2,625				100,250.30	38.191		95,025.00	(5,225.30)		(5.21)	1.602	1,522.50
Subtotal for Industrials				\$ 405,565.91			\$ 354,340.67	(\$ 51,225.24)		1.85		\$ 6,573.70

Consumer discretionary

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)	
1,045	CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP CL A	CVC	04/08/08	\$ 24,761.80	\$ 23.695	\$ 25.82	\$ 26,981.90	\$ 2,220.10	LT	8.97	1.549%	\$ 418.00

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Ref: 00029740 00212865

BEAUCHAMP FOUNDATION

Consumer discretionary *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)	
510	COMCAST CORP CL A - SPL	CMCSK	06/28/07	\$ 14,245.53	\$ 27.932	\$ 16.01	\$ 8,165.10	(\$ 6,080.43)	LT	(42.68)		
55			08/10/07	1,365.06	24.819	16.01	880.55	(484.51)	LT	(35.49)		
9,185			09/25/07	216,118.46	23.529	16.01	147,051.85	(69,066.61)	LT	(31.96)		
1,185			06/23/08	22,857.94	19.289	16.01	18,971.85	(3,886.09)	LT	(17.00)		
10,935				254,586.99	23.282		175,069.35	(79,517.64)		(31.23)	2.361	4,133.43
115	DIRECTV CL A	DTV	06/28/07	2,464.08	21.427	33.35	3,835.25	1,371.17	LT	55.65		
1,960			09/25/07	44,190.21	22.546	33.35	65,366.00	21,175.79	LT	47.92		
1,930			03/27/08	37,615.41	19.49	33.35	64,365.50	26,750.09	LT	71.11		
4,005				84,269.70	21.041		133,566.75	49,297.05		58.50		
472	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A	LINTA	06/28/07	10,666.68	22.598	10.84	5,116.48	(5,550.20)	LT	(52.03)		
8,415			09/25/07	155,864.31	18.522	10.84	91,218.60	(64,645.71)	LT	(41.48)		
33			03/17/08	529.63	16.049	10.84	357.72	(171.91)	LT	(32.46)		
8,920				167,060.62	18.729		96,692.80	(70,367.82)		(42.12)		
445	LIBERTY MEDIA HLDG CORP CAP SER A	LCAPA	09/25/07	8,263.97	18.57	23.88	10,626.60	2,362.63	LT	28.59		
757			06/04/08	11,332.06	14.969	23.88	18,077.16	6,745.10	LT	59.52		
252			06/11/08	3,779.75	14.999	23.88	6,017.76	2,238.01	LT	59.21		
970			06/26/08	14,548.06	14.998	23.88	23,163.60	8,615.54	LT	59.22		
1,550			06/27/08	22,577.77	14.566	23.88	37,014.00	14,436.23	LT	63.94		
3,974				60,501.61	15.224		94,899.12	34,397.51		56.85		
11,4856	LIBERTY MEDIA CORP LIBERTY STARZ SER A	LSTZA	06/28/07	385.08	33.568	46.15	530.06	144.98	LT	37.65		
195,7553			09/25/07	6,905.94	35.322	46.15	9,034.11	2,128.17	LT	30.82		
192,7591			03/27/08	5,878.45	30.534	46.15	8,895.83	3,017.38	LT	51.33		
400				13,169.47	32.924		18,480.00	5,290.53		40.17		
Subtotal for consumer discretionary				\$ 604,350.19			\$ 545,669.92	(\$ 58,680.27)		.83	\$ 4,551.43	

Health care

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)	
121	COVIDIEN PLC DUBLIN-USD	COV	06/28/07	\$ 5,228.12	\$ 43.207	\$ 47.89	\$ 5,794.69	\$ 566.57	LT	10.84		
1,435			09/25/07	59,238.81	41.281	47.89	68,722.15	9,483.34	LT	16.01		
1,556				64,466.93	41.431		74,516.84	10,049.91		15.59	1,603	1,120.32
205	BIOGEN IDEC INC	BIIB	06/28/07	10,965.97	53.492	53.50	10,967.50	1.53	LT	.01		
2,140			09/25/07	145,304.50	67.899	53.50	114,490.00	(30,814.50)	LT	(21.21)		

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BEAUCHAMP FOUNDATION

Health care *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
750	BIOGEN IDEC INC	BIB	12/13/07	\$ 42,560.40	\$ 56.747	\$ 53.50	\$ 40,125.00	(\$ 2,435.40)	LT	(5.72)	
3,095				198,830.87	64.243		165,582.50	(33,248.37)		(16.72)	
230	FOREST LABORATORIES INC	FRX	06/28/07	10,396.78	45.203	32.11	7,385.30	(3,011.48)	LT	(28.97)	
25			09/06/07	1,025.33	41.013	32.11	802.75	(222.58)	LT	(21.71)	
4,155			09/25/07	150,026.25	36.107	32.11	133,417.05	(16,609.20)	LT	(11.07)	
10			10/16/07	383.22	38.322	32.11	321.10	(62.12)	LT	(16.21)	
4,420				161,831.58	36.613		141,926.20	(19,905.38)		(12.30)	
2,400	GENZYME CORP	GENZ	09/25/07	150,547.20	62.728	49.01	117,624.00	(32,923.20)	LT	(21.87)	
275	UNITEDHEALTH GROUP INC	UNH	06/28/07	14,338.25	52.139	30.48	8,382.00	(5,956.25)	LT	(41.54)	
10			07/24/07	513.96	51.395	30.48	304.80	(209.16)	LT	(40.70)	
10			08/10/07	472.77	47.277	30.48	304.80	(167.97)	LT	(35.53)	
4,270			09/25/07	211,574.66	49.549	30.48	130,149.60	(81,425.06)	LT	(38.49)	
805			03/13/08	31,003.29	38.513	30.48	24,536.40	(6,466.89)	LT	(20.86)	
340			05/01/08	11,206.20	32.959	30.48	10,363.20	(843.00)	LT	(7.52)	
5,710				269,109.13	47.129		174,040.80	(95,068.33)		(35.33)	.098 171.30
48	VERTEX PHARMACEUTICALS INC	VRTX	10/31/08	1,226.65	25.555	42.85	2,056.80	830.15	LT	67.68	
125			11/03/08	3,394.81	27.158	42.85	5,356.25	1,961.44	LT	57.78	
19			11/04/08	512.97	26.998	42.85	814.15	301.18	LT	58.71	
14			11/05/08	383.89	27.42	42.85	599.90	216.01	LT	56.27	
97			11/11/08	2,615.35	26.962	42.85	4,156.45	1,541.10	LT	58.93	
354			11/12/08	9,462.07	26.729	42.85	15,168.90	5,706.83	LT	60.31	
115			11/13/08	3,062.28	26.628	42.85	4,927.75	1,865.47	LT	60.92	
370			11/17/08	9,976.13	26.962	42.85	15,854.50	5,878.37	LT	58.92	
1,142				30,634.15	26.825		48,934.70	18,300.55		59.74	
Subtotal for health care				\$ 875,419.86			\$ 722,825.04	(\$ 152,794.82)		.17	\$ 1,291.62

Information technology

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
435	SEAGATE TECHNOLOGY	STX	06/28/07	\$ 9,361.25	\$ 21.52	\$ 18.19	\$ 7,912.65	(\$ 1,448.60)	LT	(15.47)	
4,605	-USD		09/25/07	121,923.82	26.476	18.19	83,764.95	(38,158.87)	LT	(31.30)	
5,040				131,285.07	26.049		91,677.60	(39,607.47)		(30.17)	
61	TYCO ELECTRONICS LTD	TEL	06/28/07	2,426.47	39.778	24.55	1,497.55	(928.92)	LT	(38.28)	
2,830			09/25/07	94,574.07	33.418	24.55	69,476.50	(25,097.57)	LT	(26.54)	

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BEAUCHAMP FOUNDATION

Information technology *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)	
521	TYCO ELECTRONICS LTD	TEL	11/07/07	\$ 17,187.11	\$ 32.988	\$ 24.55	\$ 12,790.55	(\$ 4,396.56)	LT	(25.58)		
303			11/08/07	10,010.21	33.036	24.55	7,438.65	(2,571.56)	LT	(25.69)		
285			11/09/07	9,367.67	32.869	24.55	6,996.75	(2,370.92)	LT	(25.31)		
4,000				133,565.53	33.391		98,200.00	(35,365.53)		(26.48)	2.606 2,560.00	
130	AUTODESK INC	ADSK	06/28/07	6,241.97	48.015	25.41	3,303.30	(2,938.67)	LT	(47.08)		
1,865			09/25/07	93,078.61	49.908	25.41	47,389.65	(45,688.96)	LT	(49.09)		
389			08/01/08	12,577.07	32.331	25.41	9,884.49	(2,692.58)	LT	(21.41)		
2,384				111,897.65	46.937		60,577.44	(51,320.21)		(45.86)		
135	BROADCOM CORP CL A	BRCM	06/28/07	4,021.25	29.787	31.47	4,248.45	227.20	LT	5.65		
1,625			09/25/07	59,706.56	36.742	31.47	51,138.75	(8,567.81)	LT	(14.35)		
1,255			11/07/07	41,603.63	33.15	31.47	39,494.85	(2,108.78)	LT	(5.07)		
3,015				105,331.44	34.936		94,882.05	(10,449.39)		(9.92)		
1,320	CREE INC	CREE	05/28/08	32,732.83	24.797	56.37	74,408.40	41,675.57	LT	127.32		
58	DOLBY LABORATORIES INC CLASS A	DLB	10/16/08	1,651.16	28.468	47.73	2,768.34	1,117.18	LT	67.66		
196			10/23/08	5,763.44	29.405	47.73	9,355.08	3,591.64	LT	62.32		
189			10/24/08	5,666.67	29.982	47.73	9,020.97	3,354.30	LT	59.19		
169			10/27/08	5,147.20	30.456	47.73	8,066.37	2,919.17	LT	56.71		
147			10/28/08	4,295.75	29.222	47.73	7,016.31	2,720.56	LT	63.33		
318			10/29/08	9,457.22	29.739	47.73	15,178.14	5,720.92	LT	60.49		
118			10/30/08	3,613.90	30.626	47.73	5,632.14	2,018.24	LT	55.85		
1,195				35,595.34	29.787		57,037.35	21,442.01		60.24		
1,003	SANDISK CORP	SNDK	09/25/07	52,497.02	52.34	28.99	29,076.97	(23,420.05)	LT	(44.61)		
160			10/12/07	7,845.95	49.037	28.99	4,638.40	(3,207.55)	LT	(40.88)		
730			03/14/08	16,107.23	22.064	28.99	21,162.70	5,055.47	LT	31.39		
2,153			07/09/08	37,593.96	17.461	28.99	62,415.47	24,821.51	LT	66.03		
4,048				114,044.16	28.187		117,293.54	3,249.38		2.85		
Subtotal for information technology				\$ 664,452.02			\$ 594,076.38	(\$ 70,375.64)		.43	\$ 2,560.00	
Total common stocks				\$ 3,003,362.38			\$ 2,633,593.16	\$ 11,380.80	ST	(12.31)	.66	
							(\$ 381,150.02)	LT			\$ 17,391.15	
Total common stocks and options				\$ 3,003,362.38			\$ 2,633,593.16	\$ 11,380.80	ST		.86	
							(\$ 381,150.02)	LT			\$ 17,391.15	

BEAUCHAMP FOUNDATION

Details of Short-Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000150	30	DOLBY LABORATORIES INC CLASS A Morgan Stanley Smith Barney LLC acted as your agent in this transaction	10/16/08	09/08/09	\$ 1,137.87	\$ 854.05		\$ 283.82
125000280	20	NUCOR CORP Morgan Stanley Smith Barney LLC acted as your agent in this transaction	02/17/09	09/08/09	899.57	816.04		83.53
125000320	30	VERTEX PHARMACEUTICALS INC Morgan Stanley Smith Barney LLC acted as your agent in this transaction	10/31/08	09/08/09	1,085.37	766.66		318.71
Total					\$ 3,122.81	\$ 2,436.75		\$ 686.06

Details of Long-Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	40	COVIDIEN PLC DUBLIN-USD Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	\$ 1,567.15	\$ 1,728.31	(\$ 161.16)	
125000020	130	SEAGATE TECHNOLOGY -USD Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	1,866.95	2,797.61	(930.66)	

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Ref: 00004967 00038829

BEAUCHAMP FOUNDATION

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	125	WEATHERFORD INTERNATIONAL LTD.-CHF Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	\$ 2,675.18	\$ 3,462.99	(\$ 787.81)	
125000040	100	TYCO ELECTRONICS LTD Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	2,337.18	3,977.83	(1,640.65)	
125000050	100	TYCO INTL LTD CHF Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	3,248.31	5,301.89	(2,053.58)	
125000060	241	ANADARKO PETROLEUM CORP Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	07/17/09	11,126.68	12,353.45	(1,226.77)	
125000070	95	ANADARKO PETROLEUM CORP Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	5,222.01	4,869.61		352.40
125000080	65	AUTODESK INC Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	1,483.26	3,120.99	(1,637.73)	
125000090	85	BIOGEN IDEC INC Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	4,361.23	4,546.86	(185.63)	
125000100	75	BROADCOM CORP CL A Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	2,175.69	2,234.02	(58.33)	
125000110	25	CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP CL A Morgan Stanley Smith Barney LLC acted as your agent in this transaction	04/08/08	09/08/09	590.48	592.39	(1.91)	

2009 YEAR END SUMMARY

BEAUCHAMP FOUNDATION

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000120	280	COMCAST CORP CL A - SPL Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	\$ 4,483.66	\$ 7,821.07	(\$ 3,337.41)	
125000130	35	CREE INC Morgan Stanley Smith Barney LLC acted as your agent in this transaction	05/28/08	09/08/09	1,327.16	867.92		459.24
125000140	.0036 .0613 0603	DIRECTV CL A MERGER 11/25/09 53045T102000	06/28/07 09/25/07 03/27/08	11/25/09	.11 1.96 1.93	.08 1.38 1.17		.03 .58 76
125000160	115	FOREST LABORATORIES INC Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	3,339.54	5,198.39	(1,858.85)	
125000170	130	GENZYME CORP	06/28/07	02/02/09	9,043.83	8,593.87		449.96
125000180	70	GENZYME CORP	06/28/07	02/13/09	5,083.78	4,627.47		456.31
125000190	35 25	GENZYME CORP Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07 09/25/07	09/08/09	1,968.70 1,406.21	2,313.73 1,568.20	(345.03) (161.99)	
125000200	35	L 3 COMMUNICATIONS HLDGS INC Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	2,677.78	3,401.76	(723.98)	
125000210	.0144 2447 .2409	LIBERTY MEDIA FROM: 53071M500000	06/28/07 09/25/07 03/27/08	11/20/09	46 7.85 7.73	.34 6.13 5.22		.12 1.72 2.51
125000220	75 710	LIBERTY GLOBAL INC CLASS A Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07 09/25/07	07/17/09	1,337.22 12,658.97	3,070.04 29,899.95	(1,732.82) (17,240.98)	
125000230	218	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A Morgan Stanley Smith Barney LLC acted as your agent in this transaction	06/28/07	09/08/09	2,119.34	4,926.56	(2,807.22)	

2009 YEAR END SUMMARY

Ref: 00004967 00038831

BEAUCHAMP FOUNDATION

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	55	LIBERTY MEDIA HLDG CORP CAP	06/28/07	09/08/09	\$ 1,098.48	\$ 970.68		\$ 127.80
	45	SER A	09/25/07		898.76	835.68		63.08
		Morgan Stanley Smith Barney LLC acted as your agent in this transaction						
125000250	105	LIBERTY MEDIA CORP SER A LIBERTY ENTERTAINMENT	06/28/07	09/08/09	2,945.20	2,602.22		342.98
		Morgan Stanley Smith Barney LLC acted as your agent in this transaction						
125000260	.0144	LIBERTY MEDIA CORP LIBERTY	06/28/07	11/20/09	.05	.48	(.43)	
	.2447	STARZ SER A	09/25/07		87	8.63	(7.76)	
	.2409	FROM: 53071M500000	03/27/08		86	7.35	(6.49)	
125000270	35	NATIONAL OILWELL VARCO INC	06/28/07	09/08/09	1,333.81	2,599.59	(1,265.78)	
		Morgan Stanley Smith Barney LLC acted as your agent in this transaction						
125000290	65	PALL CORP	06/28/07	09/08/09	1,988.94	2,980.91	(991.97)	
		Morgan Stanley Smith Barney LLC acted as your agent in this transaction						
125000300	105	SANDISK CORP	09/25/07	09/08/09	1,866.89	5,495.70	(3,628.81)	
		Morgan Stanley Smith Barney LLC acted as your agent in this transaction						
125000310	145	UNITEDHEALTH GROUP INC	06/28/07	09/08/09	4,108.31	7,560.17	(3,451.86)	
		Morgan Stanley Smith Barney LLC acted as your agent in this transaction						
Total					\$ 96,362.52	\$ 140,350.64	(\$ 48,245.61)	\$ 2,257.49

2009 YEAR END SUMMARY