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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 2010, or tax year beginning , 2010, 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

Name of foundation: **BEAUCHAMP FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 272906**

City or town, state, and ZIP code: **HOUSTON, TX 77277-2906**

Room/suite: \_\_\_\_\_

A Employer identification number: **76-0663469**

B Telephone number (see page 10 of the instructions): **(713) 220-4482**

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) ▶ \$ **3,311,956.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

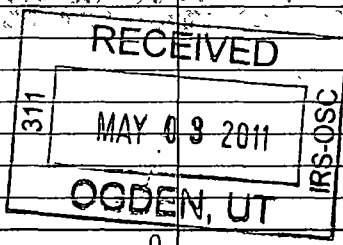
C If exemption application is pending, check here . . . . .

D 1 Foreign organizations, check here . . . . .   
2 Foreign organizations meeting the 85% test, check here and attach computation . . . . .

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)	662			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	30	30	0	ATCH 1
4	Dividends and interest from securities	21,871	21,871	0	ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	24,447			
b	Gross sales price for all assets on line 6a	205,612			
7	Capital gain net income (from Part IV, line 2)		24,447		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	47,010	46,348	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) ATCH 3	2,975	2,975	0	0
c	Other professional fees (attach schedule) *	28,595	28,595	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) ATCH 5	942	942	0	0
24	Total operating and administrative expenses. Add lines 13 through 23	32,512	32,512	0	0
25	Contributions, gifts, grants paid	112,000			112,000
26	Total expenses and disbursements. Add lines 24 and 25	144,512	32,512	0	112,000
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-97,502			
b	Net investment income (if negative, enter -0-)		13,836		
c	Adjusted net income (if negative, enter -0-)			0	



Operating and Administrative Expenses SCANNED MAY 05 2011 Revenue

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	14,943.	26,346.	26,346.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,000.	0.	0.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) <b>ATCH 6</b>	3,003,362.	2,897,769.	3,285,610.
	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)	3,021,305.	2,924,115.	3,311,956.	
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.		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <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	3,021,305.	2,924,115.		
30 Total net assets or fund balances (see page 17 of the instructions)	3,021,305.	2,924,115.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,021,305.	2,924,115.		

**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	3,021,305.
2 Enter amount from Part I, line 27a	2	-97,502.
3 Other increases not included in line 2 (itemize) <b>ATTACHMENT 7</b>	3	960.
4 Add lines 1, 2, and 3	4	2,924,763.
5 Decreases not included in line 2 (itemize) <b>ATTACHMENT 8</b>	5	648.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,924,115.

**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	24,447.	
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))
2009	111,000.	2,127,957.	0.052163
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
2 Total of line 1, column (d)			2 0.154427
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 0.030885
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,811,607.
5 Multiply line 4 by line 3			5 86,836.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 138.
7 Add lines 5 and 6			7 86,974.
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			8 112,000.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount of line 10 to be credited to 2011 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political campaign influence, spending for political purposes, filing Form 1120-POL, tax on political expenditures, reimbursement, engagement in activities, changes in governing instruments, unrelated business gross income, tax return filing, liquidation, requirements of section 508(e), assets, states of registration, and substantial contributors.

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of GARY V. BEAUCHAMP Telephone no 713-220-4482
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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 22 of the instructions)?
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 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
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?
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?
b If "Yes," did it have excess business holdings in 2010 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

**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)?  Yes  No  
 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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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  
 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

**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 8		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

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 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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
<b>Total.</b> 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	2,826,253.
b	Average of monthly cash balances	1b	26,045.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2,125.
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,854,423.
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	2,854,423.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	42,816.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,811,607.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	140,580.

**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	140,580.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	138.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	138.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	140,442.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	140,442.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	140,442.

**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	112,000.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	112,000.
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	138.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	111,862.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				140,442.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			105,673.	
<b>b</b> Total for prior years: 20 08, 20 07, 20 06 . . . . .		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .				
<b>b</b> From 2006 . . . . .				
<b>c</b> From 2007 . . . . .				
<b>d</b> From 2008 . . . . .				
<b>e</b> From 2009 . . . . .				0.
<b>f</b> Total of lines 3a through e . . . . .	0.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4. ► \$ 112,000.				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			105,673.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
<b>d</b> Applied to 2010 distributable amount . . . . .				6,327.
<b>e</b> Remaining amount distributed out of corpus . . . . .	0.			
<b>5</b> Excess distributions carryover applied to 2010. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .				134,115.
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006 . . . . .				
<b>b</b> Excess from 2007 . . . . .				
<b>c</b> Excess from 2008 . . . . .				
<b>d</b> Excess from 2009 . . . . .				
<b>e</b> Excess from 2010 . . . . .	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 2010, enter the date of the ruling . . . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 8 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)(ii) . . . . .					
(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  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
<p>a <i>Paid during the year</i></p> <p>ATTACHMENT 10</p>				
<b>Total</b> .....				▶ 3a 112,000.
<p>b <i>Approved for future payment</i></p> <p>ATTACHMENT 11</p>				
<b>Total</b> .....				▶ 3b 150,000.





**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)	
205,612.		MORGAN STANLEY - SEE ATTACHMENTS 181,165.					VARIOUS 24,447.	VARIOUS
TOTAL GAIN(LOSS) .....							<u>24,447.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
UNITED STATES TREASURY	30.	30.	0.
TOTAL	<u>30.</u>	<u>30.</u>	<u>0.</u>

ATTACHMENT 2

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	21,871.	21,871.	0.
TOTAL	<u>21,871.</u>	<u>21,871.</u>	<u>0.</u>

ATTACHMENT 3

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	2,975.	2,975.	0.	0.
TOTALS	<u>2,975.</u>	<u>2,975.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4

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	28,595.	28,595.	0.	0.
TOTALS	<u>28,595.</u>	<u>28,595.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 5

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	308.	308.	0.	0.
PHONE AND INTERNET EXPENSE	316.	316.	0.	0.
INSURANCE EXPENSE	193.	193.	0.	0.
TOTALS	<u>942.</u>	<u>942.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENTS	2,897,769.	3,285,610.
TOTALS	<u>2,897,769.</u>	<u>3,285,610.</u>

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BROADCOM CORP NONTAXABLE DISTRIBUTION	960.
TOTAL	<u>960.</u>

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TYCO ELECTRONICS BASIS ADJUSTMENT	640.
BROADCOM CORP BASIS ADJUSTMENT	8.
TOTAL	<u>648.</u>

BEAUCHAMP FOUNDATION

76-0663469

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

ATTACHMENT 9

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 1HR/WK	0.	0.	0.
MARIAN WILFERT BEAUCHAMP 2333 BELLEFONTAINE BLVD. HOUSTON, TX 77030	VICE PRES 1HR/WK	0.	0.	0.
CHERYL COLLETTA FASULLO 3754 MARONEAL ST HOUSTON, TX 77025	DIRECTOR 1HR/MO	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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

ATTACHMENT 10

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	30,000.
SEARCH HOMELESS SERVICES 2005 FANNIN HOUSTON, TX 77002	NONE PUBLIC CHARITY	GENERAL FUND	25,000.
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	20,000.
LSU FOUNDATION 3304 PATRICK F. TAYLOR HALL BATON ROUGE, LA 70803-6302	NONE PUBLIC CHARITY	GENERAL FUND	30,000.
<b>TOTAL CONTRIBUTIONS PAID</b>			<u>112,000.</u>

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

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON BALLET 1921 WEST BELL HOUSTON, TX 77019	NONE PUBLIC CHARITY	GENERAL FUND	30,000.
LSU FOUNDATION 3304 PATRICK F. TAYLOR HALL BATON ROUGE, LA 70803-6302	NONE PUBLIC CHARITY	GENERAL FUND	120,000.
TOTAL CONTRIBUTIONS APPROVED			<u>150,000.</u>

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	13.54	13.40	Materials	2.92	2.90
Industrials	13.37	11.40	Consumer discretionary	22.11	10.20
Health Care	24.54	10.50	Information technology	23.52	17.80

Energy

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
265	WEATHERFORD INTERNATIONAL LTD.-CHF	WFT	06/28/07	\$ 7,341.53	\$ 27.703	\$ 22.80	\$ 6,042.00	(\$ 1,299.53)	LT	( 17.70)	
4,510			09/25/07	149,248.53	33.092	22.80	102,828.00	(46,420.53)	LT	(31.10)	
4,775				156,590.08	32.794		108,870.00	(47,720.08)		(30.47)	
3,054	ANADARKO PETROLEUM CORP	APC	09/25/07	162,669.79	53.264	76.16	232,592.64	69,922.85	LT	42.98	
161			10/24/08	4,684.04	29.093	76.16	12,261.76	7,577.72	LT	161.78	
3,215				187,353.83	52.054		244,854.40	77,500.57		46.31	.472 1,157.40
479	NATIONAL OILWELL VARCO INC	NOV	09/25/07	35,577.39	74.34	67.25	32,212.75	(3,364.64)	LT	(9.46)	
305			08/12/08	21,072.85	69.091	67.25	20,511.25	(561.60)	LT	(2.67)	
411			10/24/08	9,887.14	24.056	67.25	27,639.75	17,752.61	LT	179.55	
160			10/27/08	4,071.86	25.449	67.25	10,760.00	6,688.14	LT	164.25	
1,355				70,609.24	52.11		91,123.75	20,514.51		29.05	.654 596.20
Subtotal for energy				\$ 394,553.13			\$ 444,848.15	\$ 50,295.02		.39	\$ 1,753.60

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	FREEMPORT MCMORAN COPPER & GOLD	FCX	02/11/09	\$ 2,398.38	\$ 28.216	\$ 120.09	\$ 10,207.65	\$ 7,809.27	LT	325.61	
445	CL B		03/09/10	35,536.41	79.857	120.09	53,440.05	17,903.64	ST	50.38	
530				37,934.79	71.575		63,647.70	25,712.91		67.78	1.665 1,060.00
85	NUCOR CORP	NUE	02/17/09	3,468.15	40.801	43.82	3,724.70	256.55	LT	7.40	
65			02/20/09	2,531.69	38.949	43.82	2,848.30	316.61	LT	12.51	

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)
530	NUCOR CORP	NUE	02/24/09	\$ 19,663.74	\$ 37.101	\$ 43.82	\$ 23,224.60	\$ 3,560.86	LT	18.11	
60			03/06/09	1,902.89	31.714	43.82	2,629.20	726.31	LT	38.17	
740				27,566.47	37.252		32,426.80	4,860.33		17.63	3,308
	Subtotal for materials			\$ 65,501.26			\$ 96,074.60	\$ 30,573.24		2.22	\$ 2,133.00

Industrials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
2,786	TYCO INTL LTD CHF	TYC	09/25/07	\$ 121,874.13	\$ 43.745	\$ 41.44	\$ 115,451.84	(\$ 6,422.29)	LT	( 5.27)	
653			11/07/07	26,867.55	41.144	41.44	27,060.32	192.77	LT	.72	
400			11/08/07	16,423.00	41.057	41.44	16,576.00	153.00	LT	.93	
3,839				165,164.68	43.023		159,088.16	(6,076.52)		(3.68)	2,027
15	FLUOR CORP NEW	FLR	11/19/08	498.59	33.239	66.26	993.90	495.31	LT	99.34	
75			11/20/08	2,285.21	30.469	66.26	4,969.50	2,684.29	LT	117.46	
900			03/09/10	40,682.34	45.202	66.26	59,634.00	18,951.66	ST	46.58	
990				43,466.14	43.905		65,597.40	22,131.26		50.92	495.00
50	L3 COMMUNICATIONS HLDGS INC	LLL	06/28/07	4,859.66	97.193	70.49	3,524.50	(1,335.16)	LT	(27.47)	
1,210			09/25/07	121,662.48	100.547	70.49	85,292.90	(36,369.58)	LT	(29.89)	
1,260				126,522.14	100.414		88,817.40	(37,704.74)		(29.80)	2,269
50	PALL CORP	PLL	06/28/07	2,293.01	45.86	49.58	2,479.00	185.99	LT	8.11	
2,485			09/25/07	93,829.87	37.758	49.58	123,206.30	29,376.43	LT	31.31	
2,535				96,122.88	37.918		125,685.30	29,562.42		30.75	1,622.40
	Subtotal for Industrials			\$ 431,275.84			\$ 439,188.26	\$ 7,912.42		1.67	\$ 7,358.16

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	\$ 20,537.44	\$ 19.653	\$ 33.84	\$ 35,362.80	\$ 14,825.36	LT	72.19	1,477%
110	COMCAST CORP CL A - SPL	CMCSK	06/28/07	3,072.57	27.932	20.81	2,289.10	(783.47)	LT	(25.50)	
55			08/10/07	1,365.06	24.819	20.81	1,144.55	(220.51)	LT	(16.15)	
9,185			09/25/07	216,118.46	23.529	20.81	191,139.85	(24,978.61)	LT	(11.56)	

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)
1,185	COMCAST CORP CL A - SPL	CMCSK	06/23/08	\$ 22,857.94	\$ 19.289	\$ 20.81	\$ 24,659.85	\$ 1,801.91	LT	7.88	
10,535				243,414.03	23.105		219,233.35	(24,180.68)	(9.93)	1.816	3,982.23
875	DIRECTV CL A	DTV	08/25/07	19,727.77	22.546	39.93	34,938.75	15,210.98	LT	77.10	
1,930			03/27/08	37,615.41	19.49	39.93	77,064.90	39,449.49	LT	104.88	
2,805				57,343.18	20.443		112,003.65	54,660.47		95.32	
167	LIBERTY MEDIA HLDG CORP	LINTA	06/28/07	3,774.02	22.588	15.77	2,633.59	(1,140.43)	LT	(30.22)	
8,415	INTERACTIVE SER A		09/25/07	155,864.31	18.522	15.77	132,704.55	(23,159.76)	LT	(14.86)	
33			03/17/08	529.63	16.049	15.77	520.41	(9.22)	LT	(1.74)	
8,615				160,167.96	18.592		135,858.55	(24,309.41)		(15.18)	
50	LIBERTY MEDIA HLDG CORP CAP	LCAPA	09/25/07	928.54	18.57	62.56	3,128.00	2,199.46	LT	236.87	
757	SER A		06/04/08	11,332.06	14.969	62.56	47,357.92	36,025.86	LT	317.91	
252			06/11/08	3,779.75	14.999	62.56	15,765.12	11,985.37	LT	317.09	
970			06/26/08	14,548.06	14.998	62.56	60,683.20	46,135.14	LT	317.12	
1,560			06/27/08	22,577.77	14.566	62.56	96,968.00	74,390.23	LT	329.48	
3,579				63,166.18	14.855		223,902.24	170,736.06		321.14	
Subtotal for consumer discretionary				\$ 534,628.79			\$ 726,360.59	\$ 191,731.80		.62	\$ 4,504.73

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)
66	COVDIEN PLC DUBLIN-USD	COV	06/28/07	\$ 2,851.70	\$ 43.207	\$ 45.66	\$ 3,013.56	\$ 161.86	LT	5.68	
1,435			09/25/07	59,238.81	41.281	45.66	65,522.10	6,283.29	LT	10.61	
1,501				62,090.51	41.366		68,535.66	6,445.15		10.38	1,200.80
100	BIOGEN IDEC INC	BIIB	06/28/07	5,349.25	53.492	67.05	6,705.00	1,355.75	LT	25.34	
2,140			09/25/07	145,304.50	67.899	67.05	143,487.00	(1,817.50)	LT	(1.25)	
750			12/13/07	42,560.40	56.747	67.05	50,287.50	7,727.10	LT	18.16	
2,990				193,214.15	64.62		200,479.50	7,265.35		3.76	
80	FOREST LABORATORIES INC	FRX	06/28/07	3,616.27	45.203	31.98	2,558.40	(1,057.87)	LT	(29.25)	
25			09/06/07	1,025.33	41.013	31.98	799.50	(225.83)	LT	(22.03)	
4,155			09/25/07	150,026.25	36.107	31.98	132,876.90	(17,149.35)	LT	(11.43)	
10			10/16/07	383.22	38.322	31.98	319.80	(63.42)	LT	(16.55)	
4,270				155,051.07	36.312		136,554.60	(18,496.47)		(11.93)	
2,320	GENZYME CORP	GENZ	09/25/07	145,528.96	62.728	71.20	165,184.00	19,655.04	LT	13.51	

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)
20	UNITEDHEALTH GROUP INC	UNH	06/28/07	\$ 1,042.78	\$ 52.139	\$ 36.11	\$ 722.20	(\$ 320.58)	LT	( 30.74)	
10			07/24/07	513.96	51.395	36.11	361.10	(152.86)	LT	(29.74)	
10			08/10/07	472.77	47.277	36.11	361.10	(111.67)	LT	(23.62)	
4,270			09/25/07	211,574.66	49.549	36.11	154,189.70	(57,384.96)	LT	(27.12)	
805			03/13/08	31,003.29	38.513	36.11	29,068.55	(1,934.74)	LT	(6.24)	
340			05/01/08	11,206.20	32.959	36.11	12,277.40	1,071.20	LT	9.56	
5,455				255,813.68	46.895		198,980.05	(58,833.61)		(23.00)	1.384 2,727.50
8	VERTEX PHARMACEUTICALS INC	VRTX	10/31/08	204.44	25.555	35.03	280.24	75.80	LT	37.08	
125			11/03/08	3,394.81	27.158	35.03	4,378.75	983.94	LT	28.98	
19			11/04/08	512.97	26.998	35.03	665.57	152.60	LT	29.75	
14			11/05/08	383.89	27.42	35.03	490.42	106.53	LT	27.75	
97			11/11/08	2,615.35	26.952	35.03	3,397.91	782.56	LT	29.92	
354			11/12/08	9,462.07	26.729	35.03	12,400.62	2,938.55	LT	31.06	
115			11/13/08	3,062.28	26.628	35.03	4,028.45	966.17	LT	31.55	
370			11/17/08	9,976.13	26.952	35.03	12,961.10	2,984.97	LT	29.92	
1,102				29,611.94	26.871		38,603.06	8,991.12		30.36	
Subtotal for health care				\$ 841,310.29			\$ 806,338.87	(\$ 34,973.42)		.48	\$ 3,928.30

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)
265	SEAGATE TECHNOLOGY PLC	STX	06/28/07	\$ 5,702.83	\$ 21.52	\$ 15.03	\$ 3,982.95	(\$ 1,719.88)	LT	( 30.16)	
4,605			09/25/07	121,923.62	26.476	15.03	69,213.15	(52,710.67)	LT	(43.23)	
4,870				127,626.65	26.207		73,198.10	(54,430.55)		(42.65)	
2,756	TYCO ELECTRONICS LTD	TEL	09/25/07	91,660.15	33.418	35.40	97,562.40	5,902.25	LT	6.44	
521			11/07/07	17,103.75	32.988	35.40	18,443.40	1,339.65	LT	7.83	
303			11/08/07	9,961.73	33.036	35.40	10,726.20	764.47	LT	7.67	
285			11/09/07	9,322.07	32.869	35.40	10,089.00	766.93	LT	8.23	
3,865				128,047.70	33.13		136,821.00	8,773.30		6.85	1.807 2,473.60
50	AUTODESK INC	ADSK	06/28/07	2,400.76	48.015	38.20	1,910.00	(490.76)	LT	(20.44)	
1,865			09/25/07	93,078.61	49.908	38.20	71,243.00	(21,835.61)	LT	(23.46)	
389			08/01/08	12,577.07	32.331	38.20	14,859.80	2,282.73	LT	18.15	
2,304				108,058.44	46.899		88,012.80	(20,043.64)		(18.55)	

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)	
35	BROADCOM CORP CL A	BRCM	06/28/07	\$ 1,042.55	\$ 29.787	\$ 43.55	\$ 1,524.25	\$ 481.70	LT	46.20		
1,625			09/25/07	59,706.56	36.742	43.55	70,768.75	11,062.19	LT	18.53		
1,255			11/07/07	41,603.63	33.15	43.55	54,655.25	13,051.62	LT	31.37		
2,915				102,352.74	35.112		126,948.25	24,595.51		24.03	.734	932.80
1,275	CREE INC	CREE	05/28/08	31,616.94	24.797	65.89	84,009.76	52,392.81	LT	165.71		
18	DOLBY LABORATORIES INC CLASS A	DLB	10/16/08	512.43	28.468	66.70	1,200.60	688.17	LT	134.30		
196			10/23/08	5,763.44	29.405	66.70	13,073.20	7,309.76	LT	126.83		
189			10/24/08	5,666.67	29.982	66.70	12,606.30	6,939.63	LT	122.46		
169			10/27/08	5,147.20	30.456	66.70	11,272.30	6,125.10	LT	119.00		
147			10/28/08	4,295.75	29.222	66.70	9,804.90	5,509.15	LT	128.25		
318			10/29/08	9,457.22	29.739	66.70	21,210.60	11,753.38	LT	124.28		
118			10/30/08	3,613.90	30.626	66.70	7,870.60	4,256.70	LT	117.79		
1,155				34,456.61	29.833		77,038.50	42,581.89		123.58		
703	SANDISK CORP	SNDX	09/25/07	36,795.02	52.34	49.86	35,051.58	(1,743.44)	LT	(4.74)		
160			10/12/07	7,845.95	49.037	49.86	7,977.60	131.65	LT	1.68		
730			03/14/08	16,107.23	22.064	49.86	36,397.80	20,290.57	LT	125.97		
2,153			07/09/08	37,593.96	17.461	49.86	107,348.58	69,754.62	LT	185.55		
3,746				98,342.16	26.253		186,775.56	88,433.40		89.92		
Subtotal for Information technology				\$ 630,499.24			\$ 772,801.96	\$ 142,302.72		.44	\$ 3,406.40	
Total common stocks				\$ 2,897,768.55			\$ 3,285,610.33	\$ 36,855.30	ST	13.38	.70	
							\$ 350,986.48	LT			\$ 23,084.19	
Total common stocks and options				\$ 2,897,768.55			\$ 3,285,610.33	\$ 36,855.30	ST			\$ 23,084.19
							\$ 350,986.48	LT			\$ 23,084.19	
Total portfolio value				\$ 2,918,121.63			\$ 3,305,983.31	\$ 38,855.30	ST		.89	\$ 23,096.40
							\$ 350,986.48	LT			\$ 23,084.19	

BEAUCHAMP FOUNDATION

Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	170	WEATHERFORD INTERNATIONAL LTD.-CHF MorganStanley SmithBarney LLC acted as your agent	06/28/07	11/16/10	‡ 3,215.01	‡ 4,709.66	(‡ 1,494.65)	
125000040	61	TYCO ELECTRONICS LTD	06/28/07	11/16/10	1,893.71	2,416.71	(523.00)	
	74	MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07		2,297.29	2,461.12	(163.83)	
125000050	61	TYCO INTL LTD CHF	06/28/07	11/16/10	2,280.32	3,234.15	(953.83)	
	74	MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07		2,766.28	3,237.14	(470.86)	
125000060	24	ANADARKO PETROLEUM CORP	06/28/07	03/09/10	1,713.61	1,230.22		483.39
	15	MorganStanley SmithBarney LLC	08/10/07		1,071.01	707.00		364.01
	161	acted as your agent in this transaction.	09/25/07		11,495.49	8,575.58		2,919.91
125000070	65	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	06/10/10	2,513.40	3,462.19	(948.79)	
125000080	125	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	11/16/10	7,812.72	6,658.06		1,154.66
125000090	80	AUTODESK INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07	11/16/10	2,767.95	3,841.21	(1,073.26)	
125000100	105	BIOGEN IDEC INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07	11/16/10	6,761.69	5,616.72		1,144.97
125000110	100	BROADCOM CORP CL A MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07	11/16/10	4,081.33	2,970.70		1,110.63
125000010	55	COVIDIEN PLC DUBLIN-USD MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07	11/16/10	‡ 2,351.21	‡ 2,376.42	(‡ 25.21)	
125000020	170	SEAGATE TECHNOLOGY PLC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07	11/16/10	2,378.95	3,658.42	(1,279.47)	

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Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000120	400	COMCAST CORP CL A - SPL Morgan Stanley Smith Barney LLC acted as your agent in this transaction.	06/28/07	11/16/10	\$ 7,659.91	\$ 11,172.96	(\$ 3,513.05)	
125000130	45	CREE INC Morgan Stanley Smith Barney LLC acted as your agent in this transaction.	05/28/08	11/16/10	2,502.85	1,115.89		1,386.96
125000140	115 985	DIRECTV CL A Morgan Stanley Smith Barney LLC acted as your agent in this transaction.	06/28/07 09/25/07	03/09/10	3,997.06 34,235.70	2,464.08 22,207.84		1,532.98 12,027.86
125000150	100	DIRECTV CL A Morgan Stanley Smith Barney LLC acted as your agent in this transaction.	09/25/07	11/16/10	4,130.33	2,254.60		1,875.73
125000160	40	DOLBY LABORATORIES INC CLASS A Morgan Stanley Smith Barney LLC acted as your agent	10/16/08	11/16/10	2,567.95	1,138.73		1,429.22
125000170	150	FOREST LABORATORIES INC Morgan Stanley Smith Barney LLC acted as your agent in this transaction.	06/28/07	11/16/10	4,786.97	6,780.51	(1,993.54)	
125000180	80	GENZYME CORP Morgan Stanley Smith Barney LLC acted as your agent in this transaction.	09/25/07	11/16/10	5,584.70	5,018.24		566.46
125000190	45	L 3 COMMUNICATIONS HLDGS INC Morgan Stanley Smith Barney LLC acted as your agent in this transaction.	06/28/07	11/16/10	3,145.89	4,373.70	(1,227.81)	
125000200	305	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A Morgan Stanley Smith Barney LLC acted as your agent	06/28/07	11/16/10	4,594.47	6,892.66	(2,298.19)	

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Details of Long Term Gains (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000210	220	LIBERTY MEDIA HLDG CORP CAP SER A MorganStanley SmithBarney LLC acted as your agent	09/25/07	11/15/10	\$ 12,941.98	\$ 4,085.56		\$ 8,856.42
125000220	175	LIBERTY MEDIA HLDG CORP CAP SER A MorganStanley SmithBarney LLC acted as your agent	09/25/07	11/16/10	9,844.18	3,249.87		6,594.31
125000230	11,4856 195,7553 192,7591	LIBERTY MEDIA CORP LIBERTY STARZ SER A MorganStanley SmithBarney LLC acted as your agent	06/28/07 09/25/07 03/27/08	03/09/10	616.49 10,507.13 10,346.30	385.08 6,905.94 5,878.45		231.41 3,601.19 4,467.85
125000240	.25	MADISON SQUARE GARDEN INC CASH IN LIEU OF .25000 RECORD 01/25/10 PAY 02/09/10 FROM: 12686C109000 (SPINOFF)	04/08/08	02/10/10	4.90	4.04		.86
125000250	261	MADISON SQUARE GARDEN INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/08/08	03/09/10	5,029.40	4,220.32		809.08
125000260	16,6813 33,3187	NATIONAL OILWELL VARCO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07 09/25/07	11/16/10	956.49 1,910.46	1,238.99 2,474.72	(282.50) (564.26)	
125000270	90	PALL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07	11/16/10	3,884.33	4,127.42	(243.09)	
125000280	170	SANDISK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	03/09/10	5,705.80	8,897.80	(3,192.00)	
125000290	130	SANDISK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	11/16/10	4,979.20	6,804.20	(1,825.00)	

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Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000300	255	UNITEDHEALTH GROUP INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07	11/16/10	\$ 8,920.76	\$ 13,295.47	(\$ 4,374.71)	
125000310	40	VERTEX PHARMACEUTICALS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/31/08	11/16/10	1,358.37	1,022.21		336.16
<b>Total</b>					<b>\$ 205,611.69</b>	<b>\$ 181,164.68</b>	<b>(\$ 28,447.05)</b>	<b>\$ 60,894.06</b>

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