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

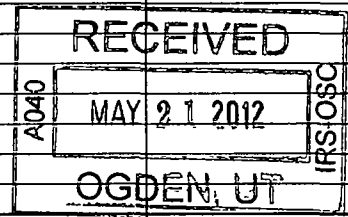
2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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) P.O. BOX 272906	Room/suite	B Telephone number (see instructions) (713) 220-4482
City or town, state, and ZIP code HOUSTON, TX 77277-2906		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply.	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,178,923.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	508.			
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	28,470.	28,470.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	96,461.			
b	Gross sales price for all assets on line 6a	374,347.			
7	Capital gain net income (from Part IV, line 2)		96,461.		
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	125,439.	124,931.		
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 2	2,655.	2,655.		
c	Other professional fees (attach schedule) *	34,405.	34,405.		
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 4	784.	784.		
24	Total operating and administrative expenses. Add lines 13 through 23	37,844.	37,844.		
25	Contributions, gifts, grants paid	135,000.			135,000.
26	Total expenses and disbursements. Add lines 24 and 25	172,844.	37,844.	0	135,000.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-47,405.			
b	Net investment income (if negative, enter -0-)		87,087.		
c	Adjusted net income (if negative, enter -0-)				



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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	26,346.	52,386.	52,386.	
	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 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		140.	140.	
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATTCH 5	2,897,769.	2,824,760.	3,126,397.	
	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)	2,924,115.	2,877,286.	3,178,923.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here 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	2,924,115.	2,877,286.		
30	Total net assets or fund balances (see instructions)	2,924,115.	2,877,286.			
31	Total liabilities and net assets/fund balances (see instructions)	2,924,115.	2,877,286.			

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 2,924,115.
2	Enter amount from Part I, line 27a	2 -47,405.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 6	3 715.
4	Add lines 1, 2, and 3	4 2,877,425.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 7	5 139.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 2,877,286.

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						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a						
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	96,461.	
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 instructions). If (loss), enter -0- in Part I, line 8			3	0	

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 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))			
2010	111,862.	2,811,607.	0.039786			
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			
2	Total of line 1, column (d)			2	0.152032	
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	0.030406	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4	3,337,797.	
5	Multiply line 4 by line 3			5	101,489.	
6	Enter 1% of net investment income (1% of Part I, line 27b)			6	871.	
7	Add lines 5 and 6			7	102,360.	
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.			8	135,000.	

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total tax due is 731.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Questions include 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?' and 'Did the foundation have at least \$5,000 in assets at any time during the year?'. Includes 'Yes', 'No', and 'N/A' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
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 2011, 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 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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
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 2011 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 2011?

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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 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 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 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 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 instructions	
3 NONE	

Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,321,589.
b	Average of monthly cash balances	1b	66,938.
c	Fair market value of all other assets (see instructions)	1c	99.
d	Total (add lines 1a, b, and c)	1d	3,388,626.
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	
3	Subtract line 2 from line 1d	3	3,388,626.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	50,829.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,337,797.
6	Minimum investment return. Enter 5% of line 5	6	166,890.

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

1	Minimum investment return from Part X, line 6	1	166,890.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	871.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	871.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	166,019.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	166,019.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	166,019.

Part XII Qualifying Distributions(see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	135,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	135,000.
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 instructions)	5	871.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	134,129.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				166,019.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			134,115.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 135,000				
a Applied to 2010, but not more than line 2a			134,115.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				885.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				165,134.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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 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 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 Paid during the year</p> <p>ATTACHMENT 9</p>				
Total				▶ 3a 135,000.
<p>b Approved for future payment</p> <p>ATTACHMENT 10</p>				
Total				▶ 3b 90,000.

Form 990-PF (2011)

**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)	
1,188.		MORGAN STANLEY - SEE ATTACHMENTS 1,254.					VARIOUS -66.	VARIOUS
373,159.		MORGAN STANLEY - SEE ATTACHMENTS 276,632.					VARIOUS 96,527.	VARIOUS
TOTAL GAIN (LOSS)							<u>96,461.</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>
MORGAN STANLEY	28,470.	28,470.
TOTAL	<u>28,470.</u>	<u>28,470.</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	2,655.	2,655.		
TOTALS	<u>2,655.</u>	<u>2,655.</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>
MORGAN STANLEY INVESTMENT FEES	34,373.	34,373.	
AMEGY BANK - BANKING FEES	32.	32.	
TOTALS	<u>34,405.</u>	<u>34,405.</u>	

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
SAFE DEPOSIT BOX	125.	125.	
SUPPLIES AND POSTAGE	151.	151.	
PHONE AND INTERNET EXPENSE	315.	315.	
INSURANCE EXPENSE	193.	193.	
TOTALS	<u>784.</u>	<u>784.</u>	

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENTS	2,824,760.	3,126,397.
TOTALS	<u>2,824,760.</u>	<u>3,126,397.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BROADCOM CORP BASIS ADJUSTMENT	97.
TYCO ELECTRONICS BASIS ADJUSTMENT	618.
TOTAL	<u>715.</u>

ATTACHMENT 7

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR YEAR EXCISE TAX	139.
TOTAL	<u>139.</u>

BEAUCHAMP FOUNDATION

76-0663469

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

ATTACHMENT 9

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	37,000.
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	31,000.
LSU FOUNDATION 3304 PATRICK F. TAYLOR HALL BATON ROUGE, LA 70803-6302	NONE PUBLIC CHARITY	GENERAL FUND	30,000
TOTAL CONTRIBUTIONS PAID			<u>135,000</u>

BEAUCHAMP FOUNDATION

76-0663469

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

ATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS

LSU FOUNDATION
3304 PATRICK F. TAYLOR HALL
BATON ROUGE, LA 70803-6302

FOUNDATION STATUS OF RECIPIENT

NONE
PUBLIC CHARITY

PURPOSE OF GRANT OR CONTRIBUTION

GENERAL FUND

AMOUNT

90,000

TOTAL CONTRIBUTIONS APPROVED

90,000

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

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GARY V. BEAUCHAMP 2333 BELLEFONTAINE BLVD. HOUSTON, TX 77030	PRESIDENT 1.00/WK	0	0	0
MARIAN WILFERT BEAUCHAMP 2333 BELLEFONTAINE BLVD. HOUSTON, TX 77030	VICE PRES 1.00/WK	0	0	0
CHERYL COLLETTA FASULLO 3754 MARONEAL ST HOUSTON, TX 77025	DIRECTOR 1.00/MO	0	0	0
GRAND TOTALS		0	0	0

/WK
/WK
/M

Ref. 00007993 00054618

BEAUCHAMP FOUNDATION Account number

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	12.53	11.80	Materials	2.74	3.50
Industrials	14.88	8.70	Consumer discretionary	24.00	9.90
Health Care	26.54	9.90	Information technology	19.30	19.90

Energy

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss) yield	Average % Anticipated Income (annualized)
85	WEATHERFORD INTERNATIONAL LTD -CHF	WFT	06/28/07	\$ 2,354.83	\$ 27.703	\$ 14.64	\$ 1,244.40	(\$ 1,110.43)	LT (47.16)	
4,510			09/25/07	149,248.53	33.092	14.64	66,026.40	(83,222.13)	LT (55.76)	
4,595				151,603.36	32.993		67,270.80	(84,332.56)		(55.63)
2,929	ANADARKO PETROLEUM CORP	APC	08/25/07	156,011.73	53.264	76.33	223,570.57	67,558.84	LT 43.30	
161			10/24/08	4,684.04	29.093	76.33	12,289.13	7,605.09	LT 162.36	
3,090				160,695.77	52.005		235,859.70	75,163.93		.471
429	NATIONAL OILWELL VARCO INC	NOV	09/25/07	31,863.67	74.34	67.99	29,167.71	(2,695.96)	LT (8.46)	
305			08/12/08	21,072.85	69.091	67.99	20,736.95	(335.90)	LT (1.59)	
411			10/24/08	9,887.14	24.056	67.99	27,943.89	18,056.75	LT 182.63	
160			10/27/08	4,071.86	25.449	67.99	10,878.40	6,806.54	LT 167.16	
1,305				66,895.52	51.261		86,726.95	21,831.43		705
Subtotal for energy				\$ 379,194.65			\$ 391,957.45	\$ 12,662.80		.44
										\$ 1,738.80

Materials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss) yield	Average % Anticipated Income (annualized)
130	FREEMONT MCMORAN COPPER & GOLD	FCX	02/11/09	\$ 1,834.06	\$ 14.108	\$ 36.79	\$ 4,782.70	\$ 2,948.64	LT 160.77	
890	CL B		03/09/10	35,536.41	39.928	36.79	32,743.10	(2,793.31)	LT (7.86)	
70			03/10/11	3,303.38	47.191	36.79	2,575.90	(728.08)	ST (22.04)	
1,090				40,673.85	37.315		40,101.10	(572.75)		(1.41)
										2.718
										1,090.00

Ref: 00007993 00054619

BEAUCHAMP FOUNDATION Account number

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)
40	NUCOR CORP	NUE	02/17/09	\$ 1,632.07	\$ 40.801	\$ 39.57	\$ 1,582.80	(\$ 49.27)	LT	(3.02)	
65			02/20/09	2,531.69	38.949	39.57	2,572.05	40.36	LT	1.59	
530			02/24/09	19,663.74	37.101	39.57	20,972.10	1,308.36	LT	6.65	
60			03/06/09	1,902.89	31.714	39.57	2,374.20	471.31	LT	24.77	
460			02/04/11	22,004.24	47.835	39.57	18,202.20	(3,802.04)	ST	(17.28)	
1,155				47,734.63	41.329		45,703.35	(2,031.28)		(4.26)	3,689
	Subtotal for materials			\$ 88,408.48			\$ 85,804.45	(\$ 2,604.03)			\$ 2,776.30

Industrials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
2,641	TYCO INTL LTD CHF	TYC	09/25/07	\$ 115,531.08	\$ 43.745	\$ 46.71	\$ 123,361.11	\$ 7,830.03	LT	6.78	
653			11/07/07	26,867.55	41.144	46.71	30,501.63	3,634.08	LT	13.53	
400			11/08/07	16,423.00	41.057	46.71	18,684.00	2,261.00	LT	13.77	
3,694				158,821.63	42.994		172,546.74	13,725.11		8.64	2.14
35	FLUOR CORP NEW	FLR	11/20/08	1,066.43	30.469	50.25	1,758.75	692.32	LT	64.92	
900			03/09/10	40,682.34	45.202	50.25	45,225.00	4,542.66	LT	11.17	
326			03/14/11	22,205.20	68.114	50.25	16,381.50	(5,823.70)	ST	(26.23)	
175			03/15/11	11,905.83	68.033	50.25	8,793.75	(3,112.08)	ST	(26.14)	
1,436				75,859.80	52.827		72,159.00	(3,700.80)		(4.88)	.995
5	L 3 COMMUNICATIONS HLDGS INC	LLL	06/28/07	485.97	97.193	66.68	333.40	(152.57)	LT	(31.39)	
1,210			09/25/07	121,662.48	100.547	66.68	80,682.80	(40,979.68)	LT	(33.68)	
1,215				122,148.45	100.534		81,016.20	(41,132.25)		(33.67)	2,699
2,440	PALL CORP	PLL	09/25/07	92,130.74	37.758	57.15	139,446.00	47,315.26	LT	51.36	1,708.00
	Subtotal for Industrials			\$ 448,960.62			\$ 465,167.94	\$ 16,207.32			\$ 8,307.00

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)
236	1157 AMC NETWORKS INC-A	AMCX	04/08/08	\$ 5,097.01	\$ 21.598	\$ 37.58	\$ 8,873.23	\$ 3,776.22	LT	74.09	
224	8843		04/01/11	8,580.49	38.174	37.58	8,451.15	(129.34)	ST	(1.51)	
461				13,677.50	29.669		17,324.38	3,646.88			26.66

Ref: 00007993 00054620

BEAUCHAMP FOUNDATION Account number

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)
970	CABLEVISION SYSTEMS CORP	CVC	04/08/08	\$ 13,828.64	\$ 14.256	\$ 14.22	\$ 13,793.40	(\$ 35.24)	LT	(25)	
900	CABLEVISION NY GROUP CL A		04/01/11	22,678.40	25.198	14.22	12,798.00	(9,880.40)	ST	(43.57)	
1,870				36,507.04	19.522		26,591.40	(9,915.64)		(27.16)	4.219
8,955	COMCAST CORP CL A - SPL	CMCSK	09/25/07	210,706.68	23.529	23.56	210,979.80	273.12	LT	13	
1,185			06/23/08	22,857.94	19.289	23.56	27,918.60	5,060.66	LT	22.14	
10,140				233,564.62	23.034		238,898.40	5,333.78		2.28	1.91
770	DIRECTV CL A	DTV	09/25/07	17,360.44	22.546	42.76	32,925.20	15,564.76	LT	89.66	
1,930			03/27/08	37,615.41	19.49	42.76	82,526.80	44,911.39	LT	119.40	
2,700				54,975.85	20.361		115,452.00	60,476.15		110.00	
17	LIBERTY MEDIA CORP LIBERTY CAP	LMCA	06/04/08	254.48	14.969	78.05	1,326.85	1,072.37	LT	42.140	
252	CL A		06/11/08	3,779.75	14.999	78.05	19,668.60	15,888.85	LT	420.37	
970			06/26/08	14,548.06	14.998	78.05	75,708.50	61,160.44	LT	420.40	
1,550			06/27/08	22,577.77	14.566	78.05	120,977.50	98,399.73	LT	435.83	
2,789				41,160.06	14.758		217,681.45	176,521.39		428.87	
8,262	LIBERTY MEDIA HLDG CORP	LINTA	09/25/07	153,030.41	18.522	16.215	133,968.33	(19,062.08)	LT	(12.46)	
33	INTERACTIVE SER A		03/17/08	529.63	16.049	16.215	535.10	5.47	LT	1.03	
8,295				153,560.04	18.512		134,503.43	(19,056.61)		(12.41)	.75
	Subtotal for consumer discretionary			\$ 533,445.11			\$ 750,451.06	\$ 217,005.95			\$ 5,685.00

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)
11	COVIDIEN PLC	COV	06/28/07	\$ 475.28	\$ 43.207	\$ 45.01	\$ 495.11	\$ 19.83	LT	4.17	
1,435			09/25/07	59,238.81	41.281	45.01	64,589.35	5,350.54	LT	9.03	
1,446				59,714.09	41.296		65,084.46	5,370.37		8.99	1,301.40
1,990	BIOGEN IDEC INC	BIIB	09/25/07	135,119.61	67.899	110.05	218,999.50	83,879.89	LT	62.08	
750			12/13/07	42,560.40	56.747	110.05	82,537.50	39,977.10	LT	93.93	
2,740				177,680.01	64.847		301,537.00	123,856.99		69.71	
4,065	FOREST LABORATORIES INC	FRX	09/25/07	146,776.58	36.107	30.26	123,006.90	(23,769.68)	LT	(16.19)	
10			10/16/07	383.22	38.322	30.26	302.60	(80.62)	LT	(21.04)	
614			04/04/11	20,176.53	32.86	30.26	18,579.64	(1,596.89)	ST	(7.91)	
325			04/05/11	10,714.67	32.968	30.26	9,834.50	(880.17)	ST	(8.21)	
5,014				178,051.00	35.511		151,723.64	(26,327.36)		(14.79)	

Ref 00007993 00054621

BEAUCHAMP FOUNDATION Account number

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)
1,330	HUMAN GENOME SCIENCES INC	HGSI	02/28/11	\$ 33,249.87	\$ 24.999	\$ 7.39	\$ 9,828.70	(\$ 23,421.17)	ST	(70.44)	(70.44)
15			03/01/11	374.99	24.999	7.39	110.85	(264.14)	ST	(70.44)	(70.44)
1,345				33,624.86	25.00		9,939.55	(23,685.31)		(70.44)	
4,105	UNITEDHEALTH GROUP INC	UNH	09/25/07	203,399.06	49.549	50.68	208,041.40	4,642.34	LT	2.28	2.28
805			03/13/08	31,003.29	38.513	50.68	40,797.40	9,794.11	LT	31.59	31.59
340			05/01/08	11,206.20	32.959	50.68	17,231.20	6,025.00	LT	53.76	53.76
5,250				245,608.55	46.783		266,070.00	20,461.45		8.33	1.282
93	VERTEX PHARMACEUTICALS INC	VRTX	11/03/08	2,525.74	27.158	33.21	3,088.53	562.79	LT	22.28	22.28
19			11/04/08	512.97	26.998	33.21	630.99	118.02	LT	23.01	23.01
14			11/05/08	383.89	27.42	33.21	464.94	81.05	LT	21.11	21.11
97			11/11/08	2,615.35	26.962	33.21	3,221.37	606.02	LT	23.17	23.17
354			11/12/08	9,462.07	26.729	33.21	11,756.34	2,294.27	LT	24.25	24.25
115			11/13/08	3,062.28	26.628	33.21	3,819.15	756.87	LT	24.72	24.72
370			11/17/08	9,976.13	26.962	33.21	12,287.70	2,311.57	LT	23.17	23.17
1,062				28,538.43	26.872		35,269.02	6,730.59		23.58	.56
	Subtotal for health care			\$ 723,216.94			\$ 829,623.67	\$ 106,406.73			\$ 4,713.90

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)
85	SEAGATE TECHNOLOGY PLC	STX	06/28/07	\$ 1,829.21	\$ 21.52	\$ 16.40	\$ 1,394.00	(\$ 435.21)	LT	(23.79)	(38.06)
4,605			09/25/07	121,923.82	26.476	16.40	75,522.00	(46,401.82)	LT	(37.85)	(37.85)
4,690				123,753.03	26.387		76,916.00	(46,837.03)		4.39	3,376.80
2,611	TE CONNECTIVITY LTD-CHF	TEL	09/25/07	87,255.44	33.418	30.81	80,444.91	(6,810.53)	LT	(7.81)	(7.81)
521			11/07/07	17,187.11	32.988	30.81	16,052.01	(1,135.10)	LT	(6.60)	(6.60)
303			11/08/07	10,010.21	33.036	30.81	9,335.43	(674.78)	LT	(6.74)	(6.74)
285			11/09/07	9,367.67	32.869	30.81	8,780.85	(586.82)	LT	(6.26)	(6.26)
3,720				123,820.43	33.285		114,613.20	(9,207.23)		(7.44)	2,336
1,830	AUTODESK INC	ADSK	09/25/07	91,331.83	49.908	30.33	55,503.90	(35,827.93)	LT	(39.23)	(39.23)
389			08/01/08	12,577.07	32.331	30.33	11,798.37	(778.70)	LT	(6.19)	(6.19)
2,119				103,908.90	46.827		67,302.27	(36,606.63)		(35.23)	
1,550	BROADCOM CORP CL A	BRCM	09/25/07	56,454.87	36.742	29.36	45,508.00	(10,946.87)	LT	(19.39)	(19.39)
1,255			11/07/07	41,202.03	33.15	29.36	36,846.80	(4,355.23)	LT	(10.57)	(10.57)
2,805				97,656.90	34.815		82,354.80	(15,302.10)		1.226	1,009.80

BEAUCHAMP FOUNDATION Account number

Information technology continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss) yield	Average % Anticipated Income (annualized)
1,195	CREE INC	CREE	05/28/08	\$ 29,633.13	\$ 24.797	\$ 22.04	\$ 26,337.80	(\$ 3,295.33)	(11.12)	
825			03/23/11	37,325.48	45.243	22.04	18,183.00	(19,142.48)	(51.29)	
2,020				66,958.61	33,148		44,520.80	(22,437.81)	(33.51)	
164	DOLBY LABORATORIES INC	DLB	10/23/08	4,822.47	29.405	30.51	5,003.64	181.17	3.76	
189	CLASS A		10/24/08	5,666.67	29.982	30.51	5,766.39	99.72	1.76	
169			10/27/08	5,147.20	30.456	30.51	5,156.19	8.99	.17	
147			10/28/08	4,295.75	29.222	30.51	4,484.97	189.22	4.40	
318			10/29/08	9,457.22	29.739	30.51	9,702.18	244.96	2.59	
118			10/30/08	3,613.90	30.626	30.51	3,600.18	(13.72)	(.38)	
95			02/04/11	5,350.25	56.318	30.51	2,898.45	(2,451.80)	(45.83)	
50			04/06/11	2,450.43	49.008	30.51	1,525.50	(924.93)	(37.75)	
17			04/08/11	864.82	50.871	30.51	518.67	(346.15)	(40.03)	
55			04/12/11	2,753.23	50.058	30.51	1,678.05	(1,075.18)	(39.05)	
1,322				44,421.94	33,602		40,334.22	(4,087.72)	(9.20)	
563	SANDISK CORP	SNDK	09/25/07	29,467.42	52.34	49.21	27,705.23	(1,762.19)	(5.98)	
160			10/12/07	7,845.95	49.037	49.21	7,873.60	27.65	.35	
730			03/14/08	16,107.23	22.064	49.21	35,923.30	19,816.07	123.03	
2,153			07/09/08	37,593.96	17.461	49.21	105,949.13	68,355.17	181.82	
3,608				91,014.56	26.24		177,451.26	86,436.70	94.97	
	Subtotal for information technology			\$ 651,534.37			\$ 603,492.55	(\$ 48,041.82)	1.17	\$ 7,065.00
	Total common stocks			\$ 2,824,760.17			\$ 3,126,397.12	(\$ 73,578.55)	10.68	\$ 30,286.00
	Total common stocks and options			\$ 2,824,760.17			\$ 3,126,397.12	(\$ 73,578.55)	.96	\$ 30,286.00
	Total portfolio value			\$ 2,874,392.40			\$ 3,176,029.35	(\$ 73,578.55)	.95	\$ 30,280.96

R The basis for this tax lot has been adjusted due to a reclassification of income

2011 Year End Summary

Ref: 00007488 00061342

BEAUCHAMP FOUNDATION

Account Number

Details of Short Term Gain (Loss) 2011

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
125000060	.1157	AMC NETWORKS INC-A CASH IN LIEU OF .25000 RECORD 06/16/11 PAY 06/30/11	04/01/11	07/01/11	\$ 4.47	\$ 4.41		\$.06
125000230	50	HUMAN GENOME SCIENCES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/28/11	07/13/11	1,183.47	1,249.99	(66.52)	
Total					\$ 1,187.94	\$ 1,254.40	(\$ 66.52)	\$.06

Details of Long Term Gain (Loss) 2011

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	55	COVIDIEN PLC MorganStanley SmithBarney LLC acted as your agent in this transaction	06/28/07	07/13/11	\$ 2,915.49	\$ 2,376.42		\$ 539.07
125000020	180	SEAGATE TECHNOLOGY PLC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07	07/13/11	3,039.01	3,873.62	(834.61)	
125000030	180	WEATHERFORD INTERNATIONAL LTD.-CHF MorganStanley SmithBarney LLC acted as your agent	06/28/07	07/13/11	3,395.40	4,986.70	(1,591.30)	

Ref: 00007488 00061343

BEAUCHAMP FOUNDATION

Account Number

Details of Long Term Gain (Loss) 2011 - continued

2 0 1 1 Y E A R E N D S U M M A R Y

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	145	TE CONNECTIVITY LTD-CHF MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	07/13/11	\$ 5,230.36	\$ 4,845.67		\$ 384.69
125000050	145	TYCO INTL LTD CHF MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	07/13/11	7,006.58	6,343.05		663.53
125000060	.1343	AMC NETWORKS INC-A CASH IN LIEU OF 25000 RECORD 06/16/11 PAY 06/30/11	04/08/08	07/01/11	5.19	2.90		2.29
125000070	25	AMC NETWORKS INC-A MorganStanley SmithBarney LLC acted as your agent	04/08/08	07/13/11	925.23	539.67		385.56
125000080	125	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	09/25/07	07/13/11	9,634.09	6,658.06		2,976.03
125000090	50 35	AUTODESK INC MorganStanley SmithBarney LLC acted as your agent in this transaction	06/28/07 09/25/07	07/13/11	1,868.96 1,308.27	2,400.76 1,746.78	(531.80) (438.51)	
125000100	100 10	BIOGEN IDEC INC MorganStanley SmithBarney LLC acted as your agent in this transaction	06/28/07 09/25/07	07/13/11	10,538.19 1,053.82	5,349.25 678.99		5,188.94 374.83
125000110	80	BIOGEN IDEC INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	10/27/11	9,377.97	5,431.94		3,946.03
125000120	60	BIOGEN IDEC INC MorganStanley SmithBarney LLC acted as your agent in this transaction	09/25/07	10/27/11	7,033.48	4,073.96		2,959.52
125000130	35 75	BROADCOM CORP CL A MorganStanley SmithBarney LLC acted as your agent in this transaction	06/28/07 09/25/07	07/13/11	1,168.31 2,503.52	1,031.35R 2,731.69R	(228.17)	136.96

Ref: 00007488 00061344

BEAUCHAMP FOUNDATION

Account Number

Details of Long Term Gain (Loss) 2011 - continued

2 0 1 1 Y E A R E N D S U M M A R Y

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000140	75	CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP CL A MorganStanley SmithBarney LLC	04/08/08	07/13/11	\$ 1,976.96	\$ 1,069.22		\$ 907.74
125000150	110	COMCAST CORP CL A - SPL	06/28/07	07/13/11	2,622.59	3,072.57	(449.98)	
	55	MorganStanley SmithBarney LLC	08/10/07		1,311.29	1,365.06	(53.77)	
	230	acted as your agent in this transaction.	09/25/07		5,483.60	5,411.78		71.82
125000160	80	CREE INC MorganStanley SmithBarney LLC	05/28/08	07/13/11	2,527.15	1,983.81		543.34
		acted as your agent in this transaction.						
125000170	105	DIRECTV CL A MorganStanley SmithBarney LLC	09/25/07	07/13/11	5,560.69	2,367.33		3,193.36
		acted as your agent in this transaction.						
125000180	18	DOLBY LABORATORIES INC	10/16/08	07/13/11	748.61	512.43		236.18
	32	CLASS A MorganStanley SmithBarney LLC	10/23/08		1,330.85	940.97		389.88
		acted as your agent						
125000190	15	FLUOR CORP NEW	11/19/08	07/13/11	975.13	498.59		476.54
	40	MorganStanley SmithBarney LLC	11/20/08		2,600.35	1,218.78		1,381.57
		acted as your agent in this transaction.						
125000200	80	FOREST LABORATORIES INC	06/28/07	07/13/11	3,123.31	3,616.27	(492.96)	
	25	MorganStanley SmithBarney LLC	09/06/07		976.04	1,025.33	(49.29)	
	90	acted as your agent in this transaction.	09/25/07		3,513.73	3,249.67		264.06
125000210	40	FREEMPORT MCMORAN COPPER & GOLD CL B MorganStanley SmithBarney LLC	02/11/09	07/13/11	2,205.95	564.32		1,641.63
		acted as your agent						
125000220	2,320	GENZYME CORP MorganStanley SmithBarney LLC	09/25/07	02/17/11	174,723.26	145,528.96		29,194.30
		acted as your agent in this transaction.						

Ref: 00007488 00061345

BEAUCHAMP FOUNDATION
Account Number

Details of Long Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	45	L 3 COMMUNICATIONS HLDGS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/07	07/13/11	\$ 3,778.12	\$ 4,373.69	(\$ 595.57)	
125000250	167	LIBERTY MEDIA HLDG CORP	06/28/07	07/13/11	2,947.86	3,774.02	(826.16)	
	153	INTERACTIVE SER A MorganStanley SmithBarney LLC acted as your agent	09/25/07		2,700.73	2,833.90	(133.17)	
125000260	50	LIBERTY MEDIA HLDG CORP CAP	09/25/07	02/04/11	3,525.72	928.54		2,597.18
	630	SER A MorganStanley SmithBarney LLC acted as your agent	06/04/08		44,424.09	9,430.91		34,993.18
125000270	110	LIBERTY MEDIA HLDG CORP CAP SER A MorganStanley SmithBarney LLC acted as your agent	06/04/08	07/13/11	9,559.14	1,646.67		7,912.47
125000280	50	NATIONAL OILWELL VARCO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	07/13/11	3,872.42	3,713.72		158.70
125000290	45	NUCOR CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/17/09	07/13/11	1,792.76	1,836.08	(43.32)	
125000300	50	PALL CORP	06/28/07	07/13/11	2,784.99	2,293.01		491.98
	45	MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07		2,506.50	1,699.13		807.37
125000310	140	SANDISK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	07/13/11	5,886.88	7,327.60	(1,440.72)	
125000320	20	UNITEDHEALTH GROUP INC	06/28/07	07/13/11	1,037.66	1,042.78	(5.12)	
	10	MorganStanley SmithBarney LLC acted as your agent	07/24/07		518.83	513.96		4.87
	10	acted as your agent in this transaction.	08/10/07		518.83	472.77		46.06
	165	acted as your agent in this transaction.	09/25/07		8,560.69	8,175.60		385.09

2 0 1 1 Y E A R E N D S U M M A R Y

2011 Year End Summary

BEAUCHAMP FOUNDATION

Account Number

Details of Long Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000330	8	VERTEX PHARMACEUTICALS INC	10/31/08	07/13/11	\$ 412.15	\$ 204.44		\$ 207.71
	32	MorganStanley SmithBarney LLC acted as your agent in this transaction	11/03/08		1,648.61	869.07		779.54
Total					\$ 373,159.36	\$ 276,631.79	(\$ 7,714.45)	\$ 104,242.02

2011 YEAR END SUMMARY