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

2012

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

For calendar year 2012, or tax year beginning , 2012, and ending

BEAZLEY FOUNDATION INCORPORATED
3720 BRIGHTON STREET
PORTSMOUTH, VA 23707A Employer identification number
54-0550100B Telephone number (see the instructions)
757-393-1605C 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 ☐

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 47,399,676.

J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 27,993,080.

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11

ADMINISTRATIVE EXPENSES

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

c Other prof fees (attach sch) SEE ST 3

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 4

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 5

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	500.	500.	500.
	2 Savings and temporary cash investments	110,125.	192,133.	192,133.
	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 sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	107,735.	36,757.	36,757.
	10a Investments — U.S. and state government obligations (attach schedule) STATEMENT 6	2,467,314.	2,119,538.	2,159,366.
	b Investments — corporate stock (attach schedule) STATEMENT 7	30,879,816.	34,983,842.	39,256,189.
	c Investments — corporate bonds (attach schedule)			
LIABILITIES	11 Investments — land, buildings, and equipment, basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 8	8,376,748.	4,669,698.	4,814,342.
	14 Land, buildings, and equipment: basis 804,462.			
	Less: accumulated depreciation (attach schedule) SEE STMT 9 520,965.	271,395.	283,497.	922,000.
	15 Other assets (describe SEE STATEMENT 10)	17,581.	18,389.	18,389.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	42,231,214.	42,304,354.	47,399,676.
	17 Accounts payable and accrued expenses	17,770.	16,965.	
	18 Grants payable			
FUND ASSETS OR BALANCES	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 11)	1,228,322.	1,190,899.	
	23 Total liabilities (add lines 17 through 22)	1,246,092.	1,207,864.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	40,985,122.	41,096,490.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	40,985,122.	41,096,490.	
	31 Total liabilities and net assets/fund balances (see instructions)	42,231,214.	42,304,354.	

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	40,985,122.
2 Enter amount from Part I, line 27a	2	92,784.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 12	3	18,584.
4 Add lines 1, 2, and 3	4	41,096,490.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	41,096,490.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a THROUGH MORGAN STANLEY		P	VARIOUS	VARIOUS
b THROUGH RAYMOND JAMES		P	VARIOUS	VARIOUS
c THROUGH SCOTT & STRINGFELLOW		P	VARIOUS	VARIOUS
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 18,906,888.		18,550,681.	356,207.
b 2,008,242.		1,714,177.	294,065.
c 7,077,950.		6,242,085.	835,865.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			356,207.
b			294,065.
c			835,865.
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	1,486,137.
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 (column (b) divided by column (c))
2011	2,330,891.	46,272,019.	0.050374
2010	3,178,192.	44,540,001.	0.071356
2009	2,050,879.	42,264,324.	0.048525
2008	3,126,385.	54,427,299.	0.057441
2007	4,189,715.	63,981,755.	0.065483

2 Total of line 1, column (d)	2	0.293179
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	0.058636
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	45,244,671.
5 Multiply line 4 by line 3	5	2,652,967.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,336.
7 Add lines 5 and 6	7	2,678,303.
8 Enter qualifying distributions from Part XII, line 4	8	2,776,117.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	25,336.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	25,336.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	25,336.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	57,540.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	57,540.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32,204.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <u>32,204.</u> Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <u>\$ 0.</u> (2) On foundation managers <u>\$ 0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <u>\$ 0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>N/A</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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)	11		X
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).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>BEAZLEYFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>ITS OFFICERS</u> Telephone no. <u>757-393-1605</u> Located at <u>FOUNDATION ADDRESS PORTSMOUTH VA</u> ZIP + 4 <u>23707</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
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)? Organizations relying on a current notice regarding disaster assistance check here <u> </u>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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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)?

5 b N/A

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

N/A

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

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

6 b X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

7 b

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
SEE STATEMENT 13				
		294,439.	29,455.	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
DONNA M. RUSSELL 3720 BRIGHTON ST PORTSMOUTH, VA 23707	ASSOCIATE DIR 40	84,150.	18,801.	0.
GAIL ROSENBAUM 3720 BRIGHTON ST PORTSMOUTH, VA 23707	SENIOR CENTER 40	63,066.	23,556.	0.
PATRICIA A. CARLSON 3720 BRIGHTON ST PORTSMOUTH, VA 23707	COMPTROLLER 40	54,512.	19,051.	0.

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

0

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		0

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 GIFTS AND GRANTS - SEE ATTACHED SCHEDULE FOR PART XV LINE 3A	
	1,779,019.
2 BEAZLEY SENIOR CENTER - SEE ATTACHED	
	421,003.
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	1 a	45,674,227.
b	Average of monthly cash balances	1 b	259,449.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	45,933,676.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	45,933,676.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	689,005.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,244,671.
6	Minimum investment return. Enter 5% of line 5	6	2,262,234.

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	2,262,234.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	25,336.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	25,336.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,236,898.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,236,898.
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	2,236,898.

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	1 a	2,776,117.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,776,117.
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	25,336.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,750,781.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,236,898.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007.	1,057,963.			
b From 2008	1,115,147.			
c From 2009	509,281.			
d From 2010	1,043,356.			
e From 2011	74,829.			
f Total of lines 3a through e	3,800,576.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 2,776,117.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				2,236,898.
e Remaining amount distributed out of corpus	539,219.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,339,795.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,057,963.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,281,832.			
10 Analysis of line 9				
a Excess from 2008	1,115,147.			
b Excess from 2009	509,281.			
c Excess from 2010	1,043,356.			
d Excess from 2011	74,829.			
e Excess from 2012	539,219.			

BAA

Form 990-PF (2012)

N/A

- Form 990-PF (2012)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 15				
Total			3 a	1,779,019.
b <i>Approved for future payment</i> EASTERN VIRGINIA MEDICAL SCHOOL P.O. BOX 1980 NORFOLK, VA 23501	NONE	N/A	CANCER RESEARCH CENTER	600,000.
Total			3 b	600,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	2,081.	
4	Dividends and interest from securities			14	1,348,746.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					1,486,137.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	SEE STATEMENT 16		381,205.		102.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		381,205.		1,350,929.	1,486,137.
13	Total. Add line 12, columns (b), (d), and (e)				13	3,218,271.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

BEAZLEY FOUNDATION INCORPORATED

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ATLANTA-DALLAS HLDGS, LLC	\$ -6,660.		
ATLANTA-DURHAM HLDGS, LLC	135,057.		
DEVELOPMENT FUND I, LLC	30,144.		
FAIRFIELD ASSOCIATES, LLC	-6,688.		
FREEDOM INDUST ASSOC, LLC	7,592.		
HG HAMPTONS HOLDINGS	132,399.		
HGI OPPOR FUND III, LLC	15,224.		
HGI US PROP FUND III, LLC	47,710.		
HGI US PROP FUND V LLC	-2,779.		
HGI US PROPERTY IV LLC	-13,388.		
KITTY HAWK ASSOC, LLC	7,353.		
LAKESHORE PRESTON HLDGS	-16,679.		
LUMBER RIVER ASSOC, LLC	13,185.		
LYNNHAVEN PKWY ASSOC	-5,546.		
MISCELLANEOUS	102.\$	102.	
NASHVILLE-DALLAS HLDGS,	-2,266.		
PCSC ASSOC, LLC	-6,501.		
RCC GF LLC	-2,732.		
RCC MANNING LLC	-182.		
RCC OLDE TOWNE	-15,830.		
RCC OLDE TOWNE II	2,661.		
SOUTHWOOD ASSOC	-1,789.		
STEELE CREEK ASSOC, LLC	15,733.		
TIDEWATER HLDGS CO, LLC	-4,188.		
VA MULTIFAMILY HLDGS, LLC	76,191.		
WATERMAN'S HLDGS, LLC	-16,529.		
WHEELER REIT LP	-287.		
TOTAL	\$ 381,307.\$	102.\$	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORBIN & COMPANY	\$ 11,000.	\$ 2,200.		\$ 8,800.
DIXON HUGHES	2,000.	400.		1,600.
TOTAL	\$ 13,000.	\$ 2,600.	\$ 0.	\$ 10,400.

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STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAVID SYRETT ACTUARY	\$ 850.	\$ 170.		\$ 680.
TOTAL	\$ 850.	\$ 170.	\$ 0.	\$ 680.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	\$ 25,336.			
MISCELLANEOUS TAXES	23,937.	\$ 13,033.		\$ 10,904.
PAYROLL TAXES	38,069.	8,106.		29,963.
TOTAL	\$ 87,342.	\$ 21,139.	\$ 0.	\$ 40,867.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GROUP INSURANCE	\$ 127,833.	\$ 22,918.		\$ 104,915.
INSURANCE	15,240.	1,588.		13,652.
INVESTMENT MGMT FEES	212,484.	84,994.		127,490.
MISCELLANEOUS	131.	26.		105.
OFFICE SUPPLIES	8,670.	1,162.		7,508.
PROGRAM SUPPLIES	34,246.			34,246.
REPAIRS & MAINTENANCE	25,683.	1,284.		24,399.
STAFF DEVELOPMENT	1,536.	1,090.		446.
TRAVEL	11,530.	2,306.		9,224.
UTILITIES	30,937.	2,304.		28,633.
TOTAL	\$ 468,290.	\$ 117,672.	\$ 0.	\$ 350,618.

STATEMENT 6
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS			
U.S. GOVERNMENT OBLIGATIONS	COST	\$ 2,119,538.	\$ 2,159,366.
		\$ 2,119,538.	\$ 2,159,366.
TOTAL		\$ 2,119,538.	\$ 2,159,366.

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STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE STOCK	COST	\$ 34,983,842.	\$ 39,256,189.
	TOTAL	<u>\$ 34,983,842.</u>	<u>\$ 39,256,189.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CASH EQUIVALENTS	COST	\$ 1,669,843.	\$ 1,669,843.
PARTNERSHIP INTERESTS	COST	507,193.	507,193.
LIMITED PARTNERSHIP INVESTMENTS	COST	53,070.	71,379.
FIXED INCOME INVESTMENTS	COST	2,439,592.	2,565,927.
	TOTAL	<u>\$ 4,669,698.</u>	<u>\$ 4,814,342.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AUTO./TRANSPORTATION EQUIP.	\$ 17,972.	\$ 3,594.	\$ 14,378.	\$ 685,000.
FURNITURE AND FIXTURES	163,661.	157,178.	6,483.	0.
BUILDINGS	563,883.	360,193.	203,690.	0.
LAND	58,946.		58,946.	237,000.
TOTAL	<u>\$ 804,462.</u>	<u>\$ 520,965.</u>	<u>\$ 283,497.</u>	<u>\$ 922,000.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CASH SURRENDER VALUE OF LIFE INS	\$ 18,389.	\$ 18,389.
TOTAL	<u>\$ 18,389.</u>	<u>\$ 18,389.</u>

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STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DEFERRED COMPENSATION	\$ 1,190,899.
TOTAL	<u>\$ 1,190,899.</u>

STATEMENT 12
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

M1 DIFFERENCES FROM REAL ESTATE INVESTMENTS.	\$ 18,584.
TOTAL	<u>\$ 18,584.</u>

STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
LAWRENCE W. I'ANSON, JR. 5409 HIGH ST WEST PORTSMOUTH, VA 23703	PAST PRESIDENT 0	\$ 68,939.	\$ 2,181.	\$ 0.
P. WARD ROBINETT, JR. 500 CRAWFORD ST PORTSMOUTH, VA 23704	SECRETARY 0	8,000.	0.	0.
DIANE POMEROY GRIFFIN #1 HIGH STREET, SUITE 303 PORTSMOUTH, VA 23704	VICE PRESIDENT 0	8,000.	0.	0.
W. ASHTON LEWIS 3412 WESTERN BRANCH BLVD CHESAPEAKE, VA 23321	TRUSTEE 0	8,000.	0.	0.
WILLIAMS H. HODGES 101 - 43RD & OCEANFRONT VIRGINIA BEACH, VA 23451	TRUSTEE 0	8,000.	0.	0.
WHITNEY G. SAUNDERS 705 W. WASHINGTON STREET SUFFOLK, VA 23434	TRUSTEE 0	8,000.	0.	0.
RICHARD S. BRAY 5409 HIGH ST WEST PORTSMOUTH, VA 23703	PRESIDENT & CEO 40.00	177,500.	27,274.	0.

BEAZLEY FOUNDATION INCORPORATED

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JOHN FAILES 5409 HIGH ST WEST PORTSMOUTH, VA 23703	TRUSTEE 0	\$ 8,000.	\$ 0.	\$ 0.
		TOTAL \$ 294,439.	\$ 29,455.	\$ 0.

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: RICHARD S. BRAY
NAME: RICHARD S. BRAY
CARE OF:
STREET ADDRESS: 3720 BRIGHTON ST
CITY, STATE, ZIP CODE: PORTSMOUTH, VA 23707
TELEPHONE: 757-393-1605
E-MAIL ADDRESS:
FORM AND CONTENT: WRITTEN POLICY AND GUIDELINES AVAILABLE UPON REQUEST
SUBMISSION DEADLINES: QUARTERLY (SEE GUIDELINES FOR DETAILS)
RESTRICTIONS ON AWARDS: HAMPTON ROADS AREA OF VIRGINIA (SEE POLICY FOR DETAILS)

STATEMENT 15
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ACADEMY OF MUSIC P O BOX 11146 NORFOLK, VA 23509	NONE	N/A	PARKVIEW ELEMENTARY SCHOOL STRINGS PROGRAM	\$ 50,000.
ASSOCIATION OF FUNDRAISING PROFESSIONALS P O BOX 2338 NORFOLK, VA 23501	NONE	N/A	EDUCATIONAL PROGRAMS	2,500.
BARRIER ISLANDS CENTER 7295 YOUNG STREET MACHIPONGO, VA 23405	NONE	N/A	EDUCATIONAL MEETING ROOM	20,000.

BEAZLEY FOUNDATION INCORPORATED

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STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CAMP HOLIDAY TRAILS 400 HOLIDAY TRAILS LANE CHARLOTTESVILLE, VA 22903	NONE	N/A	FINANCIAL ASSISTANCE FOR PORTSMOUTH VIRGINIA CAMPERS	\$ 5,000.
CHESAPEAKE CARE FREE CLINIC 2145 S MILITARY HIGHWAY CHESAPEAKE, VA 23320	NONE	N/A	EXPANSION OF DENTAL CLINIC	40,000.
ADMINISTRATION OF JUSTICE FUND 307 ALBEMARLE DR SUITE 400A CHESAPEAKE, VA 23322	NONE	N/A	2012 COURTHOUSE ART EXHIBIT	2,500.
ALLIANCE CHRISTIAN ACADEMY 5809 PORTSMOUTH BLVD PORTSMOUTH, VA 23701	NONE	N/A	GYMNASIUM RENOVATIONS	10,000.
SOUTHEASTERN VA ALZHEIMERS ASSOCIATION 6350 CENTER DR SUITE 102 NORFOLK, VA 23502	NONE	N/A	ALZHEIMERS PREVENTION AND RESEARCH	100.
EASTERN VIRGINIA MEDICAL SCHOOL P O BOX 1980 NORFOLK, VA 23501	NONE	N/A	CANCER RESEARCH CENTER	200,000.
AMERICAN COUNCIL OF TRUSTEES & ALUMNI 1726 M STREET SUITE 802 WASHINGTON, DC 20036	NONE	N/A	RESEARCH AND DISTRIBUTION OF REPORT	17,526.
FOOD BANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK, VA 23504	NONE	N/A	NOURISHING HOPE BRINGING MORE FOOD TO MORE PEOPLE CAPITAL CAMPAIGN	35,000.
FOUNDATION CENTER 79 FIFTH AVE NEW YORK, NY 03076	NONE	N/A	OPERATING EXPENSES	5,000.
BLUEFIELD COLLEGE 3000 COLLEGE DR BLUEFIELD, VA 24605	NONE	N/A	CURRICULUM IMPROVEMENTS	56,250.
HORIZONS HAMPTON ROADS 2529 VIRGINIA BEACH BLVD STE 200 VIRGINIA BEACH, VA 23452	NONE	N/A	SUMMER ENRICHMENT PROGRAM	50,000.

BEAZLEY FOUNDATION INCORPORATED

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STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
JACOBS LADDER P O BOX 555 URBANNA, VA 23175	NONE	N/A	SUMMER ENRICHMENT PROGRAM	\$ 38,810.
LEES FRIENDS 7400 HAMPTON BLVD NORFOLK, VA 23505	NONE	N/A	CRITICAL NEED FUNDING	11,593.
NANSEMOND SUFFOLK ACADEMY 3373 PRUDEN BLVD SUFFOLK, VA 23434	NONE	N/A	ANNUAL FUND	5,000.
NORFOLK COLLEGIATE SCHOOL 7336 GRANBY STREET NORFOLK, VA 23505	NONE	N/A	TECHNOLOGY UPGRADES	14,987.
PARK PLACE CHILD LIFE CENTER P O BOX 6068 NORFOLK, VA 23508	NONE	N/A	OPERATING EXPENSES	8,500.
PHILANTHROPY ROUNDTABLE 1730 M STREET NW SUITE 601 WASHINGTON, DC 20036	NONE	N/A	MEMBERSHIP FEES AND OPERATING EXPENSES	5,000.
PORTSMOUTH MUSEUM FOUNDATION 521 MIDDLE ST PORTSMOUTH, VA 23704	NONE	N/A	CHILDRENS MUSEUM OF VIRGINIA PLANETARIUM	75,000.
PORTSMOUTH SCHOOLS FOUNDATION 801 CRAWFORD STREET PORTSMOUTH, VA 23704	NONE	N/A	FIRST COLLEGE PROGRAM, SCHOLARSHIPS, PORTSMOUTH READS ADULT LITERACY INITIATIVE, BAYQUEST AND RIVERQUEST SUMMER CAMPS	211,393.
SAINT MARYS HOME FOR DISABLED CHILDREN 6171 KEMPSVILLE CIRCLE NORFOLK, VA 23502	NONE	N/A	CAPITAL AND ENDOWMENT CAMPAIGN	62,500.
SAINT MATTHEWS SCHOOL 3316 SANDRA LANE VIRGINIA BEACH, VA 23464	NONE	N/A	ASSIST WITH PURCHASE OF BUS	10,000.
SOCIETY OF SAINT ANDREW 3383 SWEET HOLLOW ROAD BIG ISLAND, VA 24526	NONE	N/A	OPERATING EXPENSES	5,000.

BEAZLEY FOUNDATION INCORPORATED

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STATEMENT 15 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SOUTHEAST VIRGINIA COMMUNITY FOUNDATION 5800 HIGH STREET WEST PORTSMOUTH, VA 23703	NONE	N/A	SCHOLARSHIP RECEPTION	\$ 1,522.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA STE 350 ATLANTA, GA 30303	NONE	N/A	OPERATING EXPENSES	5,000.
TIDEWATER COMMUNITY COLLEGE EDUCATIONAL P O BOX 3575 NORFOLK, VA 23514	NONE	N/A	BEAZLEY NURSING SCHOLARSHIPS, FRED W BEAZLEY MEMORIAL	115,000.
TIDEWATER WINDS P O BOX 62000 VIRGINIA BEACH, VA 23466	NONE	N/A	OPERATING EXPENSES	5,000.
UNITED WAY OF SOUTH HAMPTON ROADS 2515 WALMER AVE NORFOLK, VA 23513	NONE	N/A	TOCQUEVILLE SOCIETY, IMPACT FUND, BOYS & GIRLS CLUB, EDMARC, COMPUTER LITERACY LAB AT P B YOUNG ELEMENTARY	40,000.
VIRGINIA COLLEGE FUND 4900 AUGUSTA AVE SUITE 101 RICHMOND, VA 23230	NONE	N/A	BEAZLEY SCHOLARSHIP ENDOWMENT	40,000.
VOLUNTEER HAMPTON ROADS 400 WEST OLNEY ROAD STE B NORFOLK, VA 23507	NONE	N/A	COMPREHENSIVE TRAINING PROGRAM AND ANNUAL HAMPTON ROADS INSTITUTE FOR NONPROFIT LEADERSHIP CONFERENCE	10,000.
WESTMORELAND CHILDREN & YOUTH ASSN 3201 CLOVER HILL DR PORTSMOUTH, VA 23703	NONE	N/A	OPERATING EXPENSES, BATTING CAGE AND EQUIPMENT	13,740.
ACCESS COLLEGE FOUNDATION 7300 NEWPORT AVE STE 500 NORFOLK, VA 23505	NONE	N/A	PORTSMOUTH HIGH SCHOOL PROGRAM	25,000.

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STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AN ACHIEVABLE DREAM 10858 WARWICK BLVD SUITE A NEWPORT NEWS, VA 23601	NONE	N/A	OPERATING EXPENSES	\$ 50,000.
BOYS AND GIRLS CLUB OF SOUTHEASTERN VA 3415 AZALEA GARDEN RD NORFOLK, VA 23513	NONE	N/A	HODGES MANOR ELEMENTARY SCHOOL PROGRAM	30,000.
CEREBRAL PALSY OF VIRGINIA 5825 ARROWHEAD DR SUITE 201 VIRGINIA BEACH, VA 23462	NONE	N/A	SUMMER CAMP ENRICHMENT PROGRAM	5,000.
CHESAPEAKE PUBLIC SCHOOLS 304 CEDAR RD CHESAPEAKE, VA 23322	NONE	N/A	MIDDLE SCHOOL CONFERENCE	3,500.
CHIP OF SOUTH HAMPTON ROADS 1302 JEFFERSON ST CHESAPEAKE, VA 23324	NONE	N/A	PORTSMOUTH SERVICES	50,000.
CHRISTOPHER ACADEMY 3300 CEDAR LANE PORTSMOUTH, VA 23703	NONE	N/A	TECHNOLOGY UPGRADES	13,470.
COLLEGE OF WILLIAM AND MARY P O BOX 8795 WILLIAMSBURG, VA 23187	NONE	N/A	NEW ELDER CARE LAW CLINIC	35,000.
CRITTENDEN ECLIPSE & HOBSON HERITAGE FOU P O BOX 6007 SUFFOLK, VA 23433	NONE	N/A	WRITTEN DOCUMENTARY	10,000.
EDMARC HOSPITAL FOR CHILDREN 516 LONDON ST PORTSMOUTH, VA 23704	NONE	N/A	21ST ANNUAL CAMP MAGIC	5,000.
EMILY GREEN SHORES HOME 500 WESTMORELAND AVE PORTSMOUTH, VA 23707	NONE	N/A	RAISE THE ROOF CAPITAL CAMPAIGN	10,000.
FORKIDS INC 4200 COLLEY AVE SUITE A NORFOLK, VA 23508	NONE	N/A	SUFFOLK PROGRAM	20,000.

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STATEMENT 15 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRIENDS OF THE PORTSOUTH JUVENILE COURT 503 CRAWFORD ST PORTSMOUTH, VA 23704	NONE	N/A	COMMUNITY SERVICE PROGRAM, RECEPTION HONORING LOUIS AND ISABEL BRENNER	\$ 16,273.
GIRLS INC 5905 PORTSMOUTH BLVD PORTSMOUTH, VA 23701	NONE	N/A	ANNUAL AUDIT, 14TH ANNUAL STRONG SMART & BOLD LUNCHEON	17,118.
JAMESTOWN YORKTOWN FOUNDATION P O BOX 3605 WILLIAMSBURG, VA 23187	NONE	N/A	GALLERY EXHIBITS YORKTOWN VICTORY CENTER	50,000.
OUR HOUSE FAMILIES P O BOX 7475 CHESAPEAKE, VA 23324	NONE	N/A	EMERGENCY SHELTER PROGRAM	15,000.
PORTSMOUTH SERVICE LEAGUE 1ST CITIZEN CO P O BOX 6647 PORTSMOUTH, VA 23703	NONE	N/A	WOMENS CLUB OF PORTSMOUTH CAPITAL CAMPAIGN	100,000.
REGENT UNIVERSITY 1000 REGENT UNIVERSITY DR VIRGINIA BEACH, VA 23464	NONE	N/A	LAWRENCE W L'ANSON SCHOLARSHIP FUND	45,000.
SALVATION ARMY 400 BANK ST SUFFOLK, VA 23434	NONE	N/A	NEW TRUCK FOR SUFFOLK THRIFT STORE	20,000.
SPECIAL OLYMPICS OF VIRGINIA 3212 SKIPWITH RD SUITE 100 RICHMOND, VA 23294	NONE	N/A	TIDEWATER CHAPTER	5,000.
STONEBRIDGE SCHOOL 1629 JOLIFF RD CHESAPEAKE, VA 23321	NONE	N/A	NEW COMPUTERS	35,000.
TIDEWATER BUILDERS ASSOCIATION 2117 SMITH AVE CHESAPEAKE, VA 23320	NONE	N/A	BUILDING TRADE ACADEMY	8,000.
VANN H LEFCOE LEADERSHIP DEVELOPMENT 200 HIGH ST #201 PORTSMOUTH, VA 23704	NONE	N/A	WESTHAVEN BOYS HOME COMMUNITY PROJECT	3,737.

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STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
VIRGINIA LEGAL AID SOCIETY 513 CHURCH ST LYNCHBURG, VA 24505	NONE	N/A	CRISIS AND INCOME PROTECTION PROGRAM	\$ 15,000.
VIRGINIA SUPPORTIVE HOUSING 1010 N THOMPSON ST SUITE 200 RICHMOND, VA 23230	NONE	N/A	PEER SPECIALIST POSITION	20,000.
TOTAL				\$ 1,779,019.

STATEMENT 16
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
ATLANTA-DALLAS HLDGS, LLC	531120	\$ -6,660.			
ATLANTA-DURHAM HLDGS, LLC	531120	135,057.			
DEVELOPMENT FUND I, LLC	531120	30,144.			
FAIRFIELD ASSOCIATES, LLC	531120	-6,688.			
FREEDOM INDUST ASSOC, LLC	531120	7,592.			
HG HAMPTONS HOLDINGS	531120	132,399.			
HGI OPPOR FUND III, LLC	531120	15,224.			
HGI US PROP FUND III, LLC	531120	47,710.			
HGI US PROP FUND V LLC	531120	-2,779.			
HGI US PROPERTY IV LLC	531120	-13,388.			
KITTY HAWK ASSOC, LLC	531120	7,353.			
LAKESHORE PRESTON HLDGS	531120	-16,679.			
LUMBER RIVER ASSOC, LLC	531120	13,185.			
LYNNHAVEN PKWY ASSOC	531120	-5,546.			
MISCELLANEOUS			1	\$ 102.	
NASHVILLE-DALLAS HLDGS,	531120	-2,266.			
PCSC ASSOC, LLC	531120	-6,501.			
RCC GF LLC	531120	-2,732.			
RCC MANNING LLC	531120	-182.			
RCC OLDE TOWNE	531120	-15,830.			
RCC OLDE TOWNE II	531120	2,661.			
SOUTHWOOD ASSOC	531120	-1,789.			
STEELE CREEK ASSOC, LLC	531120	15,733.			
TIDEWATER HLDGS CO, LLC	531120	-4,188.			
VA MULTIFAMILY HLDGS, LLC	531120	76,191.			
WATERMAN'S HLDGS, LLC	531120	-16,529.			
WHEELER REIT LP	531120	-287.			
TOTAL		\$ 381,205.		\$ 102.	\$ 0.