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

Department of the Treasury
 Internal Revenue Service

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

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation
BEAUCHAMP FOUNDATION

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

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

A Employer identification number
76-0663469

B Telephone number (see instructions)
(713) 220-4482

C If exemption application is pending, check here

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

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

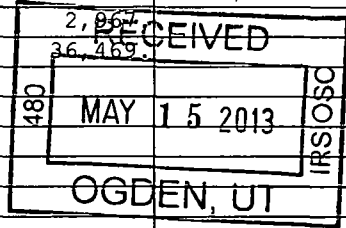
G Check all that apply
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \blacktriangleright \$ **3,682,527.**

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 (attach schedule)	593.			
	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	52,206.	52,206.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	169,158.			
	b Gross sales price for all assets on line 6a	288,205.			
	7 Capital gain net income (from Part IV, line 2)		169,158.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	221,957.	221,364.			
Operating and Administrative Expenses	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	2,967.			
	c Other professional fees (attach schedule) *	36,469.			
	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	1,122.	1,122.		
	24 Total operating and administrative expenses. Add lines 13 through 23	40,558.	40,558.		
	25 Contributions, gifts, grants paid	166,000.			166,000.
26 Total expenses and disbursements. Add lines 24 and 25	206,558.	40,558.	0	166,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	15,399.				
b Net investment income (if negative, enter -0-)		180,806.			
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	52,386.	59,003.	59,003.
	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.	880.	880.
	10 a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule) ATCH 5	2,824,760.	2,830,921.	3,622,644.
	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)	2,877,286.	2,890,804.	3,682,527.	
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	2,877,286.	2,890,804.		
30	Total net assets or fund balances (see instructions),	2,877,286.	2,890,804.		
31	Total liabilities and net assets/fund balances (see instructions)	2,877,286.	2,890,804.		

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 2,877,286.
2	Enter amount from Part I, line 27a	2 15,399.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 2,892,685.
5	Decreases not included in line 2 (itemize) ▶ ATCH 6	5 1,881.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 2,890,804.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	169,158.
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))
2011	134,129.	3,337,797.	0.040185
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
2 Total of line 1, column (d)			0.153999
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			0.030800
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			3,498,760.
5 Multiply line 4 by line 3			107,762.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,808.
7 Add lines 5 and 6			109,570.
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			166,000.

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 fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and refunded amount.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political activities, tax on political expenditures, IRS reporting, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? 13 X
Website address N/A
14 The books are in care of GARY V. BEAUCHAMP Telephone no 713-220-4482
Located at 2333 BELLEFONTAINE BLVD., HOUSTON, TX ZIP+4 77030
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A
and enter the amount of tax-exempt interest received or accrued during the year 15
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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
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)? 1b N/A
Organizations relying on a current notice regarding disaster assistance check here
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? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
If "Yes," list the years
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) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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? *N/A* Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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
ATCH 7		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

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	3,502,899.
b	Average of monthly cash balances	1b	48,539.
c	Fair market value of all other assets (see instructions)	1c	603.
d	Total (add lines 1a, b, and c)	1d	3,552,041.
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	3,552,041.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,281.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,498,760.
6	Minimum investment return. Enter 5% of line 5	6	174,938.

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	174,938.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,808.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,808.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	173,130.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	173,130.
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	173,130.

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	166,000.
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	166,000.
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	1,808.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	164,192.

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				173,130.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			165,134.	
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 166,000.				
a Applied to 2011, but not more than line 2a			165,134.	
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 2012 distributable amount				866.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				172,264.
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

GARY V. BEAUCHAMP AND MARIAN WILFERT BEAUCHAMP

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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>ATCH 8</p>				
Total				3a 166,000.
<p>b Approved for future payment</p> <p>ATCH 9</p>				
Total				3b 105,000.

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of... b Other transactions... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 5/2/13, Title: PRESIDENT. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: CATHY CHANCE, Preparer's signature: [Signature], Date: 4/26/13, Check self-employed if [] PTIN: P00533162, Firm's name: MARGOLIS, PHIPPS & WRIGHT P.C., Firm's address: 1400 POST OAK BLVD., STE 900 HOUSTON, TX, Firm's EIN: 76-0324056, Phone no: 77056-3009 713-625-3500

**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)		
42,161.		295 SHS BIOGEN IDEC INC PROPERTY TYPE: SECURITIES 20,030.				P	09/25/2007	06/29/2012	
							22,131.		
19,103.		1,345 SHS HUMAN GENOME SCIENCES INC PROPERTY TYPE: SECURITIES 33,625.				P	VARIOUS	07/16/2012	
							-14,522.		
8.		ENGILITY HOLDINGS INC - CASH IN LIEU PROPERTY TYPE: SECURITIES				P	07/17/2012	07/17/2012	
							8.		
3,553.		202 SHS ENGILITY HOLDINGS INC PROPERTY TYPE: SECURITIES 4,862.				P	VARIOUS	07/19/2012	
							-1,309.		
31.		LIBERTY INTER CO VENTURE SER A - CASH IN PROPERTY TYPE: SECURITIES				P	08/15/2012	08/15/2012	
							31.		
17,509.		414 SHS LIBERTY INTER CO VENTURE SER A PROPERTY TYPE: SECURITIES 17,716.				P	VARIOUS	08/17/2012	
							-207.		
42,384.		290 SHS BIOGEN IDEC INC PROPERTY TYPE: SECURITIES 19,691.				P	09/25/2007	08/30/2012	
							22,693.		
161,499.		1,550 SHS LIBERTY MEDIA CO LIBERTY CAP A PROPERTY TYPE: SECURITIES 23,112.				P	VARIOUS	09/04/2012	
							138,387.		
1,942.		139 SHS LIBERTY VENTURES RT 10 9 12 PROPERTY TYPE: SECURITIES				P	08/10/2012	09/14/2012	
							1,942.		
15.		.338 SHS PENTAIR LTD PROPERTY TYPE: SECURITIES 11.				P	09/25/2007	09/28/2012	
							4.		
TOTAL GAIN (LOSS)								<u>169,158.</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	52,206.	52,206.
TOTAL	<u>52,206.</u>	<u>52,206.</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	2,967.	2,967.		
TOTALS	<u>2,967.</u>	<u>2,967.</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>
MORGAN STANLEY INVESTMENT FEES	36,469.	36,469.
TOTALS	<u>36,469.</u>	<u>36,469.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SAFE DEPOSIT BOX	125.	125.
SUPPLIES AND POSTAGE	399.	399.
PHONE AND INTERNET EXPENSE	339.	339.
INSURANCE EXPENSE	254.	254.
STATE FILING FEES	5.	5.
TOTALS	<u>1,122.</u>	<u>1,122.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENTS	2,830,921.	3,622,644.
TOTALS	<u>2,830,921.</u>	<u>3,622,644.</u>

ATTACHMENT 6

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR YEAR EXCISE TAX	871.
BROADCOM CORP BASIS ADJUSTMENT	1,010.
TOTAL	<u>1,881.</u>

BEAUCHAMP FOUNDATION

76-0663469

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

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</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

BEAUCHAMP FOUNDATION

76-0663469

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

ATTACHMENT 8

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HOUSTON BALLET 1921 WEST BELL HOUSTON, TX 77019	NONE PUBLIC CHARITY	ALADDIN PRODUCTION	25,000
SEARCH HOMELESS SERVICES 2005 FANNIN HOUSTON, TX 77002	NONE PUBLIC CHARITY	GENERAL FUND	44,000.
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	30,000
LSU FOUNDATION 3304 PATRICK F TAYLOR HALL BATON ROUGE, LA 70803-6302	NONE PUBLIC CHARITY	GENERAL FUND	60,000
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>166,000.</u>

76-0663469

BEAUCHAMP FOUNDATION

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

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

LSU FOUNDATION
3304 PATRICK F TAYLOR HALL
BATON ROUGE, LA 7803-6302

NONE
PUBLIC CHARITY

GENERAL FUND

30,000

HOUSTON BALLETT
1921 WEST BELL
HOUSTON, TX 77019

NONE
PUBLIC CHARITY

ALADDIN PRODUCTION

75,000

TOTAL CONTRIBUTIONS APPROVED

105,000

BEAUCHAMP FOUNDATION
 FIDUCIARY SERVICES BASIC SECURITIES ACCOUNT
 0661502167-324
 0001 BEAUCHAMP

Holdings

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate. Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MS LIQUID ASSET FUND	\$56,331.05	\$5.63	0.010	—
		Market Value	Estimated Annual Income	Estimated Annual Income
	1.5%	\$56,331.05	\$5.63	\$0.00

CASH, DEPOSITS AND MONEY MARKET FUNDS

Money market funds seek to maintain a share price of \$1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMC NETWORKS INC CL A (AMCX)	4/8/08	236,115	\$21.587	\$5,097.01	\$11,687.69	\$6,590.68 LT	—	—
	4/1/11	224,885	38.155	8,580.49	11,131.81	2,551.32 LT	—	—
Total		461,000		13,677.50	22,819.50	9,142.00 LT	—	—

Share Price \$49.500

CONTINUED

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Equity Securities Based Securities Account
 1661 902 167 324
 BRUNNEN FUNDATION
 BRUNNEN FUNDATION

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ANADARKO PETE (APC)								
	9/25/07	2,929,000	53.265	156,011.73	217,653.99	61,642.26 LT		
	10/24/08	161,000	29.093	4,684.04	11,963.91	7,279.87 LT		
Total		3,090,000		160,695.77	229,617.90	68,922.13 LT	1,112.40	0.48
<i>Share Price \$74.310, Next Dividend Payable 03/2013</i>								
AUTODESK INC DELAWARE (ADSK)								
	9/25/07	1,830,000	49.908	91,331.83	64,690.50	(26,641.33) LT		
	8/1/08	389,000	32.332	12,577.07	13,174.15	1,174.08 LT		
	8/28/12	1,435,000	31.468	45,156.87	50,727.25	5,570.38 ST		
Total		3,654,000		149,065.77	129,168.90	(25,467.25) LT	—	—
<i>Share Price \$35.350</i>								
BIODERIV INC (BIIB)								
	9/25/07	1,405,000	67.899	95,398.52	205,649.85	110,251.33 LT		
	12/13/07	750,000	56.747	42,560.40	109,777.50	67,217.10 LT		
Total		2,155,000		137,958.92	315,427.35	177,468.43 LT	—	—
<i>Share Price \$146.370</i>								
BROADCOM CORP CL A (BRCM)								
	9/25/07	1,550,000	35.963	55,741.87	51,475.50	(4,266.37) LT C		
	11/7/07	1,255,000	32.370	40,624.73	41,678.55	1,053.82 LT C		
Total		2,805,000		96,366.60	93,154.05	(3,212.55) LT	1,122.00	1.20
<i>Share Price \$33.210, Next Dividend Payable 03/2013</i>								
CABLEVISION SYSTEMS CORP (CVC)								
	4/8/08	970,000	14.256	13,828.64	14,491.80	663.16 LT		
	4/1/11	900,000	25.198	22,678.40	13,446.00	(9,232.40) LT		
Total		1,870,000		36,507.04	27,937.80	(8,569.24) LT	1,122.00	4.01
<i>Share Price \$14.940, Next Dividend Payable 02/2013</i>								
COMCAST CORP CL A SPECIAL NEW (CMCSK)								
	9/25/07	8,955,000	23.530	210,706.68	321,663.60	110,956.92 LT		
	6/23/08	1,185,000	19.289	22,857.94	42,565.20	19,707.26 LT		
Total		10,140,000		233,564.62	364,228.80	130,664.18 LT	6,591.00	1.80
<i>Share Price \$35.920, Next Dividend Payable 01/23/13</i>								
COVIDIEN PLC NEW (COV)								
	6/28/07	11,000	43.207	475.28	635.14	159.86 LT		
	9/25/07	1,435,000	41.281	59,238.81	82,856.90	23,618.09 LT		

CONTINUED

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings
 Regulatory Services Basic Securities Account
 1661 503 167 324
 BEAUFHAMP FOUNDATION
 BNY BEAUFHAMP

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		1,446,000		59,714.09	83,492.04	23,777.95 LT	1,503.84	1.80
<i>Share Price: \$57.740, Next Dividend Payable 03/2013</i>								
CREE RESEARCH INC (CREE)	5/28/08	1,195,000	24.798	29,633.13	40,606.10	10,972.97 LT		
	3/23/11	825,000	45.243	37,325.48	28,033.50	(9,291.98) LT		
Total		2,020,000		66,958.61	68,639.60	1,680.99 LT		
<i>Share Price: \$33.980</i>								
DIRECTV COM (DTV)	9/25/07	770,000	22.546	17,360.44	38,623.20	21,262.76 LT		
	3/27/08	1,930,000	19.490	37,615.41	96,808.80	59,193.39 LT		
Total		2,700,000		54,975.85	135,432.00	80,456.15 LT		
<i>Share Price: \$50.160</i>								
DOLBY CLA A COM STK (DLB)	10/23/08	164,000	29.405	4,822.47	4,810.12	(12.35) LT		
	10/24/08	189,000	29.982	5,666.67	5,543.37	(123.30) LT		
	10/27/08	169,000	30.457	5,147.20	4,956.77	(190.43) LT		
	10/28/08	147,000	29.223	4,295.75	4,311.51	15.76 LT		
	10/29/08	318,000	29.740	9,457.22	9,326.94	(130.28) LT		
	10/30/08	118,000	30.626	3,613.90	3,460.94	(152.96) LT		
	2/4/11	95,000	56.318	5,350.25	2,786.35	(2,563.90) LT		
	4/6/11	50,000	49.009	2,450.43	1,466.50	(983.93) LT		
	4/8/11	17,000	50.872	864.82	498.61	(366.21) LT		
	4/12/11	55,000	50.059	2,753.23	1,613.15	(1,140.08) LT		
	8/7/12	2,090,000	33.682	70,394.34	61,299.70	(9,094.64) ST		
Total		3,412,000		114,816.28	100,073.96	(14,742.32) ST		
<i>Share Price: \$29.330</i>								
FLUOR CORP NEW (FLR)	11/20/08	35,000	30.469	1,066.43	2,055.90	989.47 LT		
	3/9/10	900,000	45.203	40,682.34	52,866.00	12,183.66 LT		
	3/14/11	326,000	68.114	22,205.20	19,149.24	(3,055.96) LT		
	3/15/11	175,000	68.033	11,905.83	10,279.50	(1,626.33) LT		

CONTINUED

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings REGULARITY SERVICES Basic Securities Account
066-903187-224
BENJAMIN FOUNDATION
BRY BENCHAMP

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		1,436,000		75,859.80	84,350.64	8,490.84 LT	919.04	1.08
<i>Share Price \$58.740; Next Dividend Payable 01/03/13</i>								
FOREST LABORATORIES INC (FRX)								
	9/25/07	4,065,000	36.107	146,776.58	143,575.80	(3,200.78) LT		
	10/16/07	10,000	38.322	383.22	353.20	(30.02) LT		
	4/4/11	614,000	32.861	20,176.53	21,686.48	1,509.95 LT		
	4/5/11	325,000	32.968	10,714.67	11,479.00	764.33 LT		
Total		5,014,000		178,051.00	177,094.48	(956.52) LT		
<i>Share Price \$35.320</i>								
FREEMPORT MCMORAN CP&GLD (FCX)								
	2/11/09	130,000	14.108	1,834.06	4,446.00	2,611.94 LT		
	3/9/10	890,000	39.929	35,536.41	30,438.00	(5,098.41) LT		
	3/10/11	70,000	47.191	3,303.38	2,394.00	(909.38) LT		
Total		1,090,000		40,673.85	37,278.00	(3,395.85) LT	1,362.50	3.65
<i>Share Price \$34.200; Next Dividend Payable 02/20/13</i>								
L-3 COMMUNICATIONS HOLDING INC (LLL)								
	6/28/07	5,000	93.326	466.63	383.10	(83.53) LT		
	9/25/07	1,210,000	96.546	116,820.31	92,710.20	(24,110.11) LT		
Total		1,215,000		117,286.94	93,093.30	(24,193.64) LT	2,430.00	2.61
<i>Share Price \$76.620; Next Dividend Payable 03/20/13</i>								
LIBERTY INTERACTIVE CO INTER A (LINTA)								
	9/25/07	8,262,000	16.385	135,375.29	162,596.16	27,220.87 LT		
	3/17/08	33,000	14.198	468.53	649.44	180.91 LT		
Total		8,295,000		135,843.82	163,245.60	27,401.78 LT		
<i>Share Price \$19.680</i>								
LIBERTY MEDIA CO LIBERTY CAP A (LMCA)								
	6/27/08	1,239,000	14.566	18,047.65	143,736.39	125,688.74 LT		
Total		1,239,000		18,047.65	143,736.39	125,688.74 LT		
<i>Share Price \$116.070</i>								
NATIONAL OILWELL VARCO INC (NOV)								
	9/25/07	429,000	74.274	31,863.67	29,322.15	(2,541.52) LT		
	8/12/08	305,000	69.091	21,072.85	20,846.75	(226.10) LT		
	10/24/08	411,000	24.056	9,887.14	28,091.85	18,204.71 LT		
	10/27/08	160,000	25.449	4,071.86	10,936.00	6,864.14 LT		
Total		1,305,000		66,895.52	89,196.75	22,301.23 LT	678.60	0.76
<i>Share Price \$68.350; Next Dividend Payable 03/20/13</i>								

CONTINUED

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

SEPAU HAMP FOUNDATION
 Prudential Securities Basic Securities Account
 000 902 107 322
 BNY BREALCHAMP

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NUCOR CORPORATION (NUE)								
	2/17/09	40,000	40.802	1,632.07	1,726.40	94.33 LT		
	2/20/09	65,000	38.949	2,531.69	2,805.40	273.71 LT		
	2/24/09	530,000	37.101	19,663.74	22,874.80	3,211.06 LT		
	3/6/09	60,000	31.715	1,902.89	2,589.60	686.71 LT		
	2/4/11	460,000	47.835	22,004.24	19,853.60	(2,150.64) LT		
Total		1,155,000		47,734.63	49,849.80	2,115.17 LT	1,697.85	3.40
<i>Share Price: \$43.160, Next Dividend Payable 02/11/13</i>								
PALL CORPORATION (PLL)	9/25/07	2,440,000	37.759	92,130.74	147,034.40	54,903.66 LT	2,440.00	1.65
<i>Share Price \$60.260, Next Dividend Payable 02/20/13</i>								
PENTAIR LTD (PNR)								
	9/25/07	633,000	32.434	20,530.74	31,111.95	10,581.21 LT		
	11/7/07	157,000	30.428	4,777.12	7,716.55	2,939.43 LT		
	11/8/07	96,000	30.417	2,920.05	4,718.40	1,798.35 LT		
Total		886,000		28,227.91	43,546.90	15,318.99 LT	779.68	1.79
<i>Share Price \$49.150, Next Dividend Payable 02/20/13</i>								
SANDISK CORP (SNDK)								
	9/25/07	563,000	52.340	29,467.42	24,490.50	(4,976.92) LT		
	10/12/07	160,000	49.037	7,845.95	6,960.00	(885.95) LT		
	3/14/08	730,000	22.065	16,107.23	31,755.00	15,647.77 LT		
	7/9/08	2,153,000	17.461	37,593.96	93,655.50	56,061.54 LT		
Total		3,606,000		91,014.56	156,861.00	65,846.44 LT	--	--
<i>Share Price \$43.500</i>								
SEAGATE TECHNOLOGY PLC (STX)								
	6/28/07	85,000	21.520	1,829.21	2,585.70	756.49 LT		
	9/25/07	4,605,000	26.476	121,923.82	140,084.10	18,160.28 LT		
	10/12/12	395,000	27.715	10,947.39	12,015.90	1,068.51 ST		
Total		5,085,000		134,700.42	154,685.70	18,916.77 LT	7,729.20	4.99
<i>Share Price \$30.420, Next Dividend Payable 03/20/13</i>								
TE CONNECTIVITY LTD NEW (TEL)								
	9/25/07	2,611,000	33.418	87,255.44	96,920.32	9,664.88 LT		
	11/7/07	521,000	32.989	17,187.11	19,339.52	2,152.41 LT		
	11/8/07	303,000	33.037	10,010.21	11,247.36	1,237.15 LT		
	11/9/07	285,000	32.869	9,367.67	10,579.20	1,211.53 LT		
Total		3,720,000		123,820.43	138,086.40	14,265.97 LT	3,124.80	2.26
<i>Share Price \$37.120, Next Dividend Payable 03/20/13</i>								

CONTINUED

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings SECURITIES ACCOUNT
PRINCIPAL INVESTMENT
000-502187-224
BANK OF AMERICA

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
THE ADT CORPORATION COM (ADT)								
	9/25/07	1,320,000	28.454	37,559.15	61,366.80	23,807.65 LT		
	11/7/07	327,000	26.711	8,734.64	15,202.23	6,467.59 LT		
	11/8/07	200,000	26.696	5,339.12	9,298.00	3,958.88 LT		
Total		1,847,000		51,632.91	85,867.03	34,234.12 LT	923.50	1.07
<i>Share Price: \$46.490, Next Dividend Payable 03/2013</i>								
TYCO INTERNATIONAL LTD NEW (TYC)								
	9/25/07	2,641,000	21.746	57,430.23	77,249.25	19,819.02 LT		
	11/7/07	653,000	20.453	13,355.79	19,100.25	5,744.46 LT		
	11/8/07	400,000	20.410	8,163.83	11,700.00	3,536.17 LT		
Total		3,694,000		78,949.85	108,049.50	29,099.65 LT	2,216.40	2.05
<i>Share Price: \$29.250, Next Dividend Payable 02/2013</i>								
UNITEDHEALTH GP INC (UNH)								
	9/25/07	4,105,000	49.549	203,399.06	222,655.20	19,256.14 LT		
	3/13/08	805,000	38.513	31,003.29	43,663.20	12,659.91 LT		
	5/1/08	340,000	32.959	11,206.20	18,441.60	7,235.40 LT		
Total		5,250,000		245,608.55	284,760.00	39,151.45 LT	4,462.50	1.56
<i>Share Price: \$54.240, Next Dividend Payable 03/2013</i>								
VERTEX PHARMACEUTICALS (VRTX)								
	11/3/08	93,000	27.158	2,525.74	3,896.70	1,370.96 LT		
	11/4/08	19,000	26.998	512.97	796.10	283.13 LT		
	11/5/08	14,000	27.421	383.89	586.60	202.71 LT		
	11/1/08	97,000	26.962	2,615.35	4,064.30	1,448.95 LT		
	11/12/08	354,000	26.729	9,462.07	14,832.60	5,370.53 LT		
	11/13/08	115,000	26.629	3,062.28	4,818.50	1,756.22 LT		
	11/17/08	370,000	26.963	9,976.13	15,503.00	5,526.87 LT		
Total		1,062,000		28,538.43	44,497.80	15,959.37 LT		
<i>Share Price: \$41.900</i>								
WEATHERFORD INTERNATIONAL LTD (WFT)								
	6/28/07	85,000	27.704	2,354.83	951.15	(1,403.68) LT		
	9/25/07	4,510,000	33.093	149,248.53	50,466.90	(98,781.63) LT		
Total		4,595,000		151,603.36	51,418.05	(100,185.31) LT		
<i>Share Price: \$11.190</i>								

STOCKS

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Accrued Interest	Yield %
98.5%	\$2,830,921.42	\$3,622,643.64	\$794,177.97 LT	\$40,215.31	\$0.00	1.11%
			\$(2,455.75) ST			

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings
 Indultery Services Basis Securities Account
 1661 502 187 324
 SECURITY FUND FOUNDATION
 BOND REACHAMP

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
100.0%	\$2,830,921.42	\$3,678,974.69	\$794,177.97 LT \$(2,455.75) ST	\$40,220.94 \$0.00	1.09%
TOTAL MARKET VALUE					
		\$3,678,974.69			

TOTAL VALUE (includes accrued interest)

C - This taxlot received a return of capital. This is a return of some or all of your investment in the security. A return of capital reduces your basis in the security and is not taxed until your basis in the security is fully recovered.
 Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.