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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THEODORE AND BEULAH BEASLEY FOUNDATION, INC.		A Employer identification number 75-6035806
Number and street (or P O box number if mail is not delivered to street address) 3811 TURTLE CREEK BLVD	Room/suite 940	B Telephone number 214-522-8790
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75219		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 30,754,217. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		989,082.	989,082.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		215,316.			
Gross sales price for all assets on line 6a 1,188,698.					
Capital gain net income (from Part IV, line 2)			215,316.		
Net short-term capital gain					
Income modifications					
7a Gross sales less returns and allowances 253,559.					STATEMENT 2
b Less. Cost of goods sold					
c Gross profit or (loss)		253,559.			
Other income					
12 Total. Add lines 1 through 11		1,457,957.	1,204,398.		
Compensation of officers, directors, trustees, etc.		153,616.	81,416.		61,446.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees 28,120.		28,120.	0.		0.
b Accounting fees 25,972.		25,972.	12,986.		11,168.
c Other professional fees 3,808.		3,808.	3,808.		0.
17 Interest					
18 Taxes STMT 6		55,720.	8,221.		6,275.
19 Depreciation and depletion		34,074.	984.		
20 Occupancy		38,359.	13,426.		22,248.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		103,780.	54,902.		12,558.
24 Total operating and administrative expenses. Add lines 13 through 23		443,449.	175,743.		113,695.
25 Contributions, gifts, grants paid		1,178,738.			1,178,738.
26 Total expenses and disbursements. Add lines 24 and 25		1,622,187.	175,743.		1,292,433.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<164,230.>			
b Net investment income (if negative, enter -0-)			1,028,655.		
c Adjusted net income (if negative, enter -0-)				N/A	

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	202,247.	183,272.	183,272.
	2 Savings and temporary cash investments	1,875,936.	2,383,842.	2,383,842.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	453,902.	453,902.	522,134.
	b Investments - corporate stock STMT 9	8,435,911.	7,986,348.	21,258,193.
	c Investments - corporate bonds STMT 10	5,708,569.	5,213,568.	5,658,176.
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	445,455.	414,192.	503,928.	
14 Land, buildings, and equipment basis ▶ 21,650.				
Less: accumulated depreciation STMT 12 ▶ 16,202.	6,373.	5,448.	5,448.	
15 Other assets (describe ▶ STATEMENT 13)	0.	163,125.	239,224.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	17,128,393.	16,803,697.	30,754,217.	
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			
	22 Other liabilities (describe ▶ STATEMENT 14)	718.	40.	
23 Total liabilities (add lines 17 through 22)	718.	40.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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.			
	27 Capital stock, trust principal, or current funds	17,127,675.	16,803,657.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	17,127,675.	16,803,657.		
31 Total liabilities and net assets/fund balances	17,128,393.	16,803,697.		

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)	17,127,675.
2 Enter amount from Part I, line 27a	<164,230.>
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	16,963,445.
5 Decreases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED INVESTMENTS	159,788.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	16,803,657.

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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					
b SEE ATTACHED STATEMENT					
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 1,188,698.		973,382.	215,316.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			215,316.

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	215,316.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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))
2012	1,259,717.	26,060,859.	.048338
2011	1,091,066.	25,409,621.	.042939
2010	1,157,807.	24,053,292.	.048135
2009	1,017,658.	21,266,400.	.047853
2008	1,355,864.	23,466,191.	.057779

2 Total of line 1, column (d)	2	.245044
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	.049009
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	27,066,898.
5 Multiply line 4 by line 3	5	1,326,522.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,287.
7 Add lines 5 and 6	7	1,336,809.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,292,433.

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

1a 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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	20,573.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	20,573.
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	20,573.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	18,400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	18,400.	
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	2,173.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a 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 instructions for the definition)? 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		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
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 General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ► NONE	13	X	
14 The books are in care of ► ROBERT BEASLEY Telephone no. ► 214-522-8790 Located at ► 3811 TURTLE CREEK BLVD., SUITE 940, DALLAS, TX ZIP+4 ► 75219-4490			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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
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			
(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 ► ☐	1b		X
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No 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.) N/A	2b		
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			
b If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013</i>) N/A	3b		
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 2013?	4b		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)? ☐ 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)?

N/A

5b

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

6b

X

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

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?

N/A

7b

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.

(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 15		153,616.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	1a	24,571,309.
b Average of monthly cash balances	1b	2,559,838.
c Fair market value of all other assets	1c	347,937.
d Total (add lines 1a, b, and c)	1d	27,479,084.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	27,479,084.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	412,186.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,066,898.
6 Minimum investment return. Enter 5% of line 5	6	1,353,345.

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	1,353,345.
2a Tax on investment income for 2013 from Part VI, line 5	2a	20,573.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	13,071.
c Add lines 2a and 2b	2c	33,644.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,319,701.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,319,701.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,319,701.

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	1,292,433.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	1,292,433.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,292,433.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,319,701.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	290,075.			
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	290,075.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	1,292,433.			
a Applied to 2012, 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 2013 distributable amount				1,292,433.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	27,268.			27,268.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	262,807.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	262,807.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

2013.03040 THEODORE AND BEULAH BEASLEY 87063101

THEODORE AND BEULAH BEASLEY

Form 990-PF (2013)

FOUNDATION, INC.

75-6035806 Page 11

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 Paid during the year				
SEE ATTACHED				1,178,738.
Total			3a	1,178,738.
b Approved for future payment				
SEE ATTACHED				1,432,000.
Total			3b	1,432,000.

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

- | | | Yes | No |
|----------|--|-------|----|
| 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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule. | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

**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.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

IRA L. NEVELOW

Ira Newell

5-12-14

P00083210

Firm's name	WEAVER AND TIDWELL, LLP
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Firm's EIN ▶ 75-0786316

Firm's address ► 12221 MERIT DRIVE, SUITE 1400
DALLAS, TX 75251

Phone no. 972-490-1970

Form **990-PF** (2013)

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 SHORT TERM - SEE ATTACHED		P		12/31/13
b LONG TERM - SEE ATTACHED		P		12/31/13
c 175,000 FACE VALUE - WAL MART STORES INC		P	09/29/05	06/03/13
d 8,982 UNITS - PROCTOR & GAMBLE PSP TRUST & ESOP		P	09/29/05	07/02/13
e 9,420 UNITS - PROCTOR & GAMBLE PSP TRUST & ESOP		P	09/29/05	12/31/13
f 2,250 SHARES - HJ HEINZ		P		06/10/13
g CAPITAL GAINS DIVIDENDS				
h				
i				
j				
k				
l				
m				
n				
o				

(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 7,923.		7,909.	14.
b 800,430.		717,523.	82,907.
c 175,000.		175,000.	0.
d 8,982.		8,982.	0.
e 9,420.		9,420.	0.
f 163,125.		54,548.	108,577.
g 23,818.			23,818.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14.
b			82,907.
c			0.
d			0.
e			0.
f			108,577.
g			23,818.
h			
i			
j			
k			
l			
m			
n			
o			

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	215,316.
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). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST	1,012,900.	23,818.	989,082.	989,082.	
TO PART I, LINE 4	1,012,900.	23,818.	989,082.	989,082.	

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 2

INCOME

1. GROSS RECEIPTS	253,559	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		253,559
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4)		253,559
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		253,559

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	
9. MERCHANDISE PURCHASED	
10. COST OF LABOR	
11. MATERIALS AND SUPPLIES	
12. OTHER COSTS	
13. ADD LINES 8 THROUGH 12	
14. INVENTORY AT END OF YEAR	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)	

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	28,120.	0.		0.	
TO FM 990-PF, PG 1, LN 16A	28,120.	0.		0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	25,972.	12,986.		11,168.	
TO FORM 990-PF, PG 1, LN 16B	25,972.	12,986.		11,168.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	3,808.	3,808.		0.	
TO FORM 990-PF, PG 1, LN 16C	3,808.	3,808.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OIL & GAS SEVERANCE TAX	11,682.	0.		0.	
OIL & GAS LEASE OPERATING TAXES	6,766.	0.		0.	
FICA TAXES	11,748.	6,226.		4,699.	
FOREIGN TAXES	1,044.	1,044.		0.	
PROPERTY TAX	2,717.	951.		1,576.	
EXCISE TAX	21,763.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	55,720.	8,221.		6,275.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OIL & GAS LEASE OPERATING EXPENSES	34,366.	0.		0.	
TELEPHONE	3,942.	1,380.		2,287.	
INSURANCE	21,853.	11,306.		9,018.	
OFFICE	1,024.	358.		594.	
DUES & SUBSCRIPTIONS	725.	254.		421.	
BOND PREMIUM AMORTIZATION	41,460.	41,460.		0.	
COMPUTER SERVICES	410.	144.		238.	
TO FORM 990-PF, PG 1, LN 23	103,780.	54,902.		12,558.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US GOVERNMENT OBLIGATIONS	X		453,902.	522,134.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			453,902.	522,134.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			453,902.	522,134.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK			7,986,348.	21,258,193.
TOTAL TO FORM 990-PF, PART II, LINE 10B			7,986,348.	21,258,193.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	5,213,568.	5,658,176.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,213,568.	5,658,176.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	414,192.	503,928.
TOTAL TO FORM 990-PF, PART II, LINE 13		414,192.	503,928.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
MONROE CREDENZA DESK	2,300.	1,316.	984.
MONROE EXECUTIVE DESK	1,530.	876.	654.
MONROE EXECUTIVE DESK	1,530.	876.	654.
GARRETT OFFICE CHAIR	630.	360.	270.
TANNER EXECUTIVE CHAIR	450.	256.	194.
CONFERENCE TABLE AND CHAIRS	664.	380.	284.
HP COMPUTER	1,460.	1,168.	292.
TELEPHONE SYSTEM	976.	780.	196.
COMPUTER SYSTEM	3,134.	3,134.	0.
TYPEWRITER	450.	450.	0.
SOFTWARE	345.	345.	0.
REFRIGERATOR	250.	250.	0.
FURNITURE	1,931.	1,931.	0.
COMPUTER	1,000.	1,000.	0.
COMPUTER	130.	130.	0.
COMPUTER EQUIPMENT	559.	364.	195.
TOSHIBA COPIER	2,425.	1,576.	849.
STACY FURNITURE	796.	426.	370.
HAVERTYS FURNITURE	620.	332.	288.
HAVERTYS COFFEE TABLE	470.	252.	218.
TOTAL TO FM 990-PF, PART II, LN 14	21,650.	16,202.	5,448.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INCOME	0.	0.	76,099.
PROCEEDS RECEIVABLE	0.	163,125.	163,125.
TO FORM 990-PF, PART II, LINE 15	0.	163,125.	239,224.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
CREDIT CARD PAYABLE	718.	40.	
TOTAL TO FORM 990-PF, PART II, LINE 22	718.	40.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT R. BEASLEY 3811 TURTLE CREEK BLVD., SUITE 940 DALLAS, TX 75219	PRESIDENT, TREASURER 35.00	76,808.	0.	0.
VICKI VANDERSLICE 3811 TURTLE CREEK BLVD., SUITE 940 DALLAS, TX 75219	VICE PRESIDENT, SECRETARY 35.00	76,808.	0.	0.
MICHAEL VANDERSLICE 3811 TURTLE CREEK BLVD., SUITE 940 DALLAS, TX 75219	DIRECTOR 1.00	0.	0.	0.
SAMUEL DASHEFSKY 3811 TURTLE CREEK BLVD., SUITE 940 DALLAS, TX 75219	DIRECTOR 1.00	0.	0.	0.
LINDA TINNEY 3811 TURTLE CREEK BLVD., SUITE 940 DALLAS, TX 75219	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		153,616.	0.	0.

2013 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	MONROE CREDENZA DESK	03/07/10	SL	7.00	HV17	2,300.				2,300.	987.		329.	1,316.
2	MONROE EXECUTIVE DESK	02/09/10	SL	7.00	HV17	1,530.				1,530.	657.		219.	876.
3	MONROE EXECUTIVE DESK	02/09/10	SL	7.00	HV17	1,530.				1,530.	657.		219.	876.
4	GARRETT OFFICE CHAIR	02/10/10	SL	7.00	HV17	630.				630.	270.		90.	360.
5	TANNER EXECUTIVE CHAIR	02/10/10	SL	7.00	HV17	450.				450.	192.		64.	256.
6	CONFERENCE TABLE AND CHAIRS	02/01/10	SL	7.00	HV17	664.				664.	285.		95.	380.
7	HP COMPUTER	02/16/10	SL	5.00	HV17	1,460.				1,460.	876.		292.	1,168.
8	TELEPHONE SYSTEM	01/26/10	SL	5.00	HV17	976.				976.	585.		195.	780.
9	COMPUTER SYSTEM	01/01/02	SL	5.00	HV17	3,134.				3,134.	3,134.		0.	3,134.
10	TYPEWRITER	01/01/02	SL	5.00	HV17	450.				450.	450.		0.	450.
12	SOFTWARE	03/21/11	SL	3.00	MC17	345.			345.				0.	
13	REFRIGERATOR	03/21/11	SL	7.00	MC17	250.			250.				0.	
14	FURNITURE	12/16/11	SL	7.00	MC17	1,931.			1,931.				0.	
15	COMPUTER	03/21/11	SL	5.00	MC17	1,000.			1,000.				0.	
16	COMPUTER	05/18/11	SL	5.00	MC17	130.			130.				0.	
17	COMPUTER EQUIPMENT	12/10/12	SL	5.00	HV17	559.			280.	279.	28.		56.	84.
18	TOSHIBA COPIER	03/28/12	SL	5.00	HV17	2,425.			1,213.	1,212.	121.		242.	363.
19	STACY FURNITURE	06/30/13	SL	7.00	HV19C	796.			398.	398.			426.	28.

328111
05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
20	HAVERTYS FURNITURE	07/02/13	SL	7.00		HV19C	620.			310.	310.			332.	22.
21	HAVERTYS COFFEE TABLE	07/16/13	SL	7.00		HV19C	470.			235.	235.			252.	17.
	* TOTAL 990-PF PG 1 DEPR						21,650.			6,092.	15,558.	8,242.		2,811.	10,110.

THEODORE & BEULAH BEASLEY

Quantity	Security	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain (Loss)	
	9 SANTANDER.FIN PFD SA UNI-	10/02/09	01/02/13	244 13	247 50	(3 37)	LT
90,000	HSBCHLDGS PLC	10/21/08	01/08/13	226 50	159 21	67 29	LT
12	JPM CHASE CAP TR XI	10/19/09	01/08/13	300 52	260 17	40 35	LT
1	WELLS FARGO CAPITAL IX	10/21/2008	01/09/13	25 00	19 28	5 72	LT
1	BARCLAYS BANK PLC	10/21/08	01/09/13	25 22	17 30	7 92	LT
1	BARCLAYS BANK PLC	10/21/08	01/09/13	25 34	15 86	9 48	LT
2	BARCLAYS BANK PLC	10/21/08	01/09/13	50 79	32 08	18 71	LT
3	BARCLAYS BANK PLC	10/21/08	01/09/13	77 21	49 83	27 38	LT
2	CREDIT SUISSE	10/21/08	01/09/13	51 07	40 89	10 18	LT
3	DBCONTCAPTRSTII	10/21/08	01/09/13	78 44	47 07	31 37	LT
10,000	GOLDMAN SACHS GROUP INC	10/21/08	01/09/13	21 35	11 89	9 46	LT
26	HSBCHLDGS PLC	10/21/08	01/09/13	652 87	459 94	192 93	LT
2	ING GROEP NV	10/21/08	01/09/13	48 30	27 17	21 13	LT
1	MORGAN STANLEY	10/21/08	01/09/13	19 65	10 00	9 65	LT
1	MORGAN STANLEY CAP TRVII	10/21/08	01/09/13	25 13	14 97	10 16	LT
1	CITIGROUP CAPITAL XVII	10/21/08	01/09/13	24 97	15 09	9 88	LT
2	EVEREST RE CAP TRUST II	10/21/08	01/09/13	49 98	28 28	21 70	LT
2	CITIGROUP CAP TRUST IX	10/21/08	01/09/13	50 23	31 48	18 75	LT
2	MORGAN STANLEY CP TR MI	10/21/08	01/09/13	49 72	30 39	19 33	LT
1	MORGAN STANLEY CAP TR IV	10/21/08	01/09/13	24 95	15 05	9 90	LT
1	MORGAN STANLEY CAP TR V	10/21/08	01/09/13	24 88	13 55	11 33	LT
1	DB CAPITAL FDG VIII	10/21/08	01/09/13	25 26	17 27	7 99	LT
2	PARTNERRE LTD	10/21/08	01/09/13	50 89	33 70	17 19	LT
2	PRUDENTIAL FINANCIAL	10/21/08	01/09/13	51 91	41 12	10 79	LT
2	W R. BERKLEY CAPTL TR II	10/21/08	01/09/13	50 89	27 98	22 91	LT
1	us bancorp	10/21/08	01/09/13	24 71	13 11	11 60	LT
2	ubs pref fndng trust iv	10/21/08	01/09/13	30 77	29 77	1 00	LT
1	xcel energy inc	10/21/08	01/09/13	25 32	23 54	1 78	LT
5	AEGON NV	10/31/08	01/09/13	129 81	49 03	80 78	LT
1	AEGON NV	10/31/08	01/09/13	25 21	10 62	14 59	LT
1	AEGON NV	10/31/08	01/09/13	25 44	11 20	14 24	LT
2	AEGON NV	10/31/08	01/09/13	48 57	16 13	32 44	LT
1	RENAISSANCERE HLDGS LTD	12/08/08	01/09/13	25 18	12 33	12 85	LT
1	DBCONT CAP TRUST III	12/23/08	01/09/13	27 32	14 81	12 51	LT
1	ING GROUP NV	01/14/09	01/09/13	25 40	16 17	9 23	LT
1	AMERIPRISE FINANCIAL INC	06/09/09	01/09/13	27 85	21 93	5 92	LT
1	DOMINION RESOURCES	06/18/09	01/09/13	27 07	25 32	1 75	LT
1	weingarten realty	08/20/09	01/09/13	25 15	18 03	7 12	LT
1	weingarten rity	08/27/09	01/09/13	23 06	20 15	2 91	LT
1	DEUTSCHE BK CAP TRUST V	09/02/09	01/09/13	28 09	22 70	5 39	LT
2	ING GROUP NV	09/24/09	01/09/13	50 05	31 82	18 23	LT
3	vornado rity lp	09/30/09	01/09/13	81 89	75 10	6 79	LT
1	SANTANDER FII PFD SA UNI	10/02/09	01/09/13	27 44	27 50	(0 06)	LT
10	JPM CHASE CAP TR XI	10/19/09	01/09/13	250 38	216 81	33 57	LT
1	SCANA CORPORATION	12/01/09	01/09/13	27 32	25 40	1 92	LT
2	COMMONWEALTH REIT	12/17/09	01/09/13	43 43	37 70	5 73	LT
2	ING GROUP NV	03/31/10	01/09/13	50 26	43 34	6 92	LT
1	PUBLIC STORAGE	04/14/10	01/09/13	27 07	24 72	2 35	LT
28	JPMORGAN CHASE CAP XXIX	05/04/10	01/09/13	729 07	678 52	50 55	LT
5	HSBCHLDGS PLC	06/23/10	01/09/13	138 94	124 85	14 09	LT
4	LLOYDS BANKING GRP PLC	07/07/10	01/09/13	109 71	99 34	10 37	LT
1	KIMCO REALTY CORP	08/30/10	01/09/13	26 91	24 91	2 00	LT
2	CITIGROUP CAPITAL XIII	10/04/10	01/09/13	56 31	52 04	4 27	LT
1	ENERGY--ARKANSAS--	10/08/10	01/09/13	26 74	25 00	1 74	LT
3	GOLDMAN SACHS GROUP INC	11/05/10	01/09/13	79 31	74 34	4 97	LT
1	PUBLIC STORAGE PFD SHR	04/14/11	01/09/13	27 12	24 56	2 56	LT
1	QWEST CORP	06/08/11	01/09/13	27 54	24 97	2 57	LT
1	PARTNERRE LTD (PRE)SER E	06/16/11	01/09/13	27 52	24 85	2 67	LT
3	ROYAL BK OF SCOT GRP PLC	06/22/11	01/09/13	69 62	54 95	14 67	LT
2	PUBLIC STORAGE (PSA)	07/26/11	01/09/13	53 47	49 91	3 56	LT
1	CITIGROUP CAPITAL XI	08/04/11	01/09/13	24 93	23 04	1 89	LT
1	GOLDMAN SACHS GP	11/07/11	01/09/13	27 40	24 75	2 65	LT
1	GOLDMAN SACHS GP	11/10/11	01/09/13	27 41	24 60	2 81	LT
1	DTE ENERGY CO (DTE)	12/12/11	01/09/13	27 74	25 65	2 09	LT
7	HSBCHLDGS PLC	10/21/08	01/10/13	176 06	123 83	52 23	LT
20,000	ALLIANZ SE	10/21/08	01/15/13	51 70	37 39	14 31	LT

4	SANTANDER FIN PFD SA UNI	10/02/09	01/17/13	109 83	110 00	(0 17)	LT
1	SANTANDER FIN PFD SA UNI	10/14/09	01/17/13	27 46	27 50	(0 04)	LT
6	HSBCHLDGS PLC	10/21/08	01/22/13	152 39	108 14	44 25	LT
6	SANTANDER FIN PFD SA UNI	10/14/09	01/22/13	166 43	165 00	1 43	LT
14	JPMORGAN CHASE CAP XXIX	05/04/10	01/22/13	368 80	339 26	29 54	LT
1	JPMORGAN CHASE CAP XXIX	08/18/10	01/22/13	26 34	25 10	1 24	LT
11	JPMORGAN CHASE CAP XXIX	08/19/10	01/22/13	289 78	275 81	13 97	LT
5	JPMORGAN CHASE CAP XXIX	08/20/10	01/22/13	131 73	125 59	6 14	LT
5	HSBCHLDGS PLC	10/21/08	01/23/13	126 71	88 45	38 26	LT
3	SANTANDER FIN PFD SA UNI	10/14/09	01/23/13	83 87	82 50	1 37	LT
4	HSBCHLDGS PLC	10/21/08	01/24/13	101 20	70 76	30 44	LT
5	HSBCHLDGS PLC	10/21/08	01/25/13	126 16	88 45	37 71	LT
2	HSBCHLDGS PLC	11/21/08	01/25/13	50 47	31 77	18 70	LT
8	HSBC HOLDINGS PLC	10/21/08	01/28/13	204 28	187 44	16 84	LT
7	W R. BERKLEY CAPTL TR II	10/21/08	01/28/13	176 29	97 93	78 36	LT
2	DEUTSCHE BK CAPITAL FDG	11/19/08	01/28/13	50 32	27 48	22 84	LT
8	HSBC HLDGS PLC	11/21/08	01/28/13	201 63	127 06	74 57	LT
3	DEUTSCHE BK CAPITAL FDG	11 /24/08	01/28/13	75 49	34 05	41 44	LT
6	SANTANDER FIN PFD SA UNI	10/14/09	01/28/13	167 18	165 00	2 18	LT
26	W R. BERKLEY CAPTL TR II	10/21/08	01/29/13	655 38	363 74	291 64	LT
6	hsbc holdings plc	10/21/08	1/29/2013	152 83	140 58	12 25	LT
6	hsbc holdings plc	10/21/08	01/30/13	152 88	140 58	12 30	LT
10,000	deutsche bk capital fdg	11/24/08	01/30/13	25 14	11 35	13 79	LT
1	hsbc holdings plc	01/13/09	01/30/13	25 48	24 40	1 08	LT
3	DEUTSCHE BK CAPITAL FDG	08/26/09	01/30/13	75 45	62 66	12 79	LT
9	SANTANDER FIN PFD SA UNI	10/14/09	01/30/13	247 99	247 50	0 49	LT
26	PRUDENTIAL FINANCIAL	10/21/08	01/31/13	677 02	534 56	142 46	LT
4	DEUTSCHE BK CAPITAL FDG	08/26/09	01/31/13	100 45	83 54	16 91	LT
4	SANTANDER FIN PFD SA UNI	10/14/09	01/31/13	110 61	110 00	0 61	LT
8	DEUTSCHE BK CAPITAL FDG	08/26/09	02/01/13	200 83	167 09	33 74	LT
7	morgan stanley cap viii	08/19/10	02/01/13	175 66	169 75	5 91	LT
19	wells fargo capital cld	10/21/08	02/04/13	475 00	366 27	108 73	LT
3	ameriprise financial inc	06/09/09	02/05/13	84 79	65 80	18 99	LT
5	morgan stanley cap viii	08/19/10	02/05/13	125 48	121 25	4 23	LT
9	ameriprise financial inc	06/09/09	02/06/13	253 82	197 41	56 41	LT
1	morgan stanley cap viii	08/19/10	02/06/13	25 10	24 25	0 85	LT
1	morS&n Stanley cap \zjiT	5/23/2011	02/06/13	25 10	24 82	0 28	LT
3	morgan stanley cap vin	05/24/11	02/06/13	75 31	74 44	0 87	LT
5	DEUTSCHE BK CAPITAL FDG	08/26/09	02/07/13	125 86	104 43	21 43	LT
2	morgan stanley cap vim	05/24/11	02/07/13	50 20	49 63	0 57	LT
1	morgan stanley cap viii-	05/25/11	02/07/13	25 11	24 78	0 33	LT
2	dominion resources	06/18/09	02/08/13	54 71	50 64	4 07	LT
12	DEUTSCHE BK CAPITAL FDG	08/26/09	02/08/13	302 33	250 64	51 69	LT
4	DEUTSCHE BK CAPITAL FDG	08/27/09	02/08/13	100 78	83 89	16 89	LT
2	morgan stanley cap viii	05/25/11	02/08/13	50 21	49 56	0 65	LT
3	morgan stanley cap viii	05/25/11	02/11/13	75 28	74 33	0 95	LT
5	dominion resources	06/18/09	02/12/13	136 10	126 60	9 50	LT
3	morgan stanley cap viii	05/25/11	02/12/13	75 34	74 33	1 01	LT
4	dominion resources	06/18/09	02/15/13	108 70	101 28	7 42	LT
3	dominion resources	06/18/09	02/19/13	81 74	75 96	5 78	LT
3	dominion resources	06/18/09	02/20/13	81 78	75 96	5 82	LT
5	hsbc holdings plc	01/13/09	02/21/13	128 51	121 99	6 52	LT
3	dominion resources	06/22/09	02/21/13	81 73	75 51	6 22	LT
5	hsbc holdings plc	01/13/09	02/22/13	128 17	121 99	6 18	LT
2	dominion resources	06/22/09	02/22/13	54 40	50 34	4 06	LT
9	hsbc holdings plc	01/13/09	02/25/13	229 99	219 58	10 41	LT
2	dominion resources	06/22/09	02/25/13	54 62	50 34	4 28	LT
8	HSBC HOLDINGS PLC	01/13/09	02/26/13	204 34	195 18	9 16	LT
28	MORGAN STANLEY CAP TR VI	02/24/10	02/26/13	707 71	618 80	88 91	LT
8	MORGAN STANLEY CAP TR VI	07/06/11	02/26/13	202 20	199 70	2 50	LT
5	MORGAN STANLEY CAP TR VI	07/07/11	02/26/13	126 38	125 16	1 22	LT
8	MORGAN STANLEY CAP TR VI	07/08/11	02/26/13	202 21	200 35	1 86	LT
2	RENAISSANCERE H LDGS LTD	10/21/08	03/05/13	50 98	33 56	17 42	LT
1	XCEL ENERGY INC	10/21/08	03/05/13	25 64	23 54	2 10	LT
2	RENAISSANCERE HLDGS LTD	10/21/08	03/06/13	50 71	33 56	17 15	LT
4	XCEL ENERGY INC	10/21/08	03/06/13	102 46	94 15	8 31	LT
3	XCEL ENERGY INC	10/21/08	03/12/13	76 76	70 61	6 15	LT
1	RENAISSANCERE HLDGS LTD	10/21/2008	03/12/13	25 45	16 78	8 67	LT
1 006	XCEI2 ENERGY INC	10/21/08	03/13/13	25 64	23 54	2 10	LT

5 XCEL ENERGY INC	10/21/08	03/14/13	128 28	117 69	10 59	LT
3 RENAISSANCERE HLDGS LTD	10/21/2008	03/14/13	76 14	50 34	25 80	LT
1 RENAISSANCERE HLDGS LTD	10/21/08	03/15/13	25 39	16 78	8 61	LT
5 XCEL ENERGY INC	10/21/08	03/15/13	127 93	117 69	10 24	LT
4 RENAISSANCERE HLDGS LTD	10/21/2008	03/18/13	101 44	67 12	34 32	LT
11 PARTNER RE LTD	12/30/08	03/18/13	275 00	198 35	76 65	LT
7 PARTNER RE LTD	12/31/08	03/18/13	175 00	129 31	45 69	LT
3 PARTNER RE LTD	01/02/09	03/18/13	75 00	57 00	18 00	LT
6 PARTNER RE LTD	09/01/11	03/18/13	150 00	146 86	3 14	LT
4 PARTNER RE LTD	09/02/11	03/18/13	100 00	97 95	2 05	LT
4 PARTNER RE LTD	09/13/11	03/18/13	99 99	98 52	1 47	LT
3 PARTNER RE LTD	09/14/11	03/18/13	75 00	73 77	1 23	LT
5 PARTNER RE LTD	09/15/11	03/18/13	125 00	123 25	1 75	LT
1 RENAISSANCERE HLDGS LTD	10/21/08	03/19/13	25 35	16 78	8 57	LT
1 RENAISSANCERE HLDGS LTD	10/21/08	03/20/13	25 39	16 78	8 61	LT
1 RENAISSANCERE HLDGS LTD	10/21/08	03/21/13	25 40	16 78	8 62	LT
1 AEGON NV	10/31/08	03/22/13	25 43	10 62	14 81	LT
3 AEGON NV	10/31/08	03/25/13	76 20	31 85	44 35	LT
9 AEGON NV	10/31/08	03/27/13	227 21	95 56	131 65	LT
10 ING GROUP NV	01/14/09	03/27/13	252 97	161 74	91 23	LT
98 CREDITSUISSE	10/21/08	03/28/13	2,450 00	2,003 49	446 51	LT
12 AEGON NV	10/31/08	03/28/13	303 67	127 41	176 26	LT
31 CREDITSUISSE	12/24/08	03/28/13	775 00	582 40	192 60	LT
11 ING GROUP NV	01/26/09	03/28/13	279 41	134 15	145 26	LT
19 CREDIT SUISSE	08/12/09	03/28/13	474 99	472 02	2 97	LT
10 CREDITSUISSE	08/13/09	03/28/13	250 00	248 99	1 01	LT
33 CREDITSUISSE	08/27/09	03/28/13	825 00	815 75	9 25	LT
60 CREDITSUISSE	09/23/09	03/28/13	1,500 00	1,503 00	(3 00)	LT
33 CREDIT SUISSE	01/24/12	03/28/13	825 00	856 41	(31 41)	LT
35 CREDITSUISSE	01/25/12	03/28/13	875 00	917 37	(42 37)	LT
6 CREDITSUISSE	02/23/12	03/28/13	150 00	157 62	(7 62)	LT
7 CREDITSUISSE	02/27/12	03/28/13	175 00	185 52	(10 52)	LT
1 CREDITSUISSE	02/28/12	03/28/13	25 01	26 66	(1 65)	LT
8 CREDITSUISSE	02/24/12	3/28/2013	200 00	211 75	(11 75)	LT
20 CITIGROUP CAPITAL XV	10/21/08	04/01/13	50 52	31 34	19 18	LT
1 AEGON NV	10/31/08	04/01/13	25 20	10 62	14 58	LT
1 AEGON NV	08/27/10	04/01/13	25 21	23 14	2 07	LT
18 CITIGROUP CAPITAL XV	10/21/08	04/02/13	453 81	282 06	171 75	LT
6 ING GROUP NV	01/26/09	04/02/13	152 38	73 17	79 21	LT
9 AEGON NV	08/27/10	04/02/13	226 82	208 23	18 59	LT
8 AEGON NV	08/30/10	04/02/13	201 61	181 96	19 65	LT
1 AEGON NV	08/31/10	04/02/13	25 21	22 72	2 49	LT
3 ING GROUP NV	01/26/09	04/03/13	75 97	36 58	39 39	LT
2 ING GROUP NV	01/27/09	04/03/13	50 65	24 95	25 70	LT
4 ING GROUP NV	09/24/09	04/03/13	100 63	63 64	36 99	LT
1 AEGON NV PFD	10/31/08	04/04/13	25 09	10 11	14 98	LT
4 ING GROUP NV	01/27/09	04/04/13	101 31	49 90	51 41	LT
1 ING GROUP NV	09/24/09	04/04/13	25 12	15 91	9 21	LT
9 AEGON NV PFD	10/31/08	04/05/13	225 59	90 98	134 61	LT
1 IMG GROUP NV	01/27/09	04/05/13	25 32	12 47	12 85	LT
11 IMG GROUP NV	04/07/09	04/05/13	278 61	108 12	170 49	LT
6 ING GROUP NV	09/24/09	04/05/13	150 77	95 46	55 31	LT
1 DB CAPITAL FDG VIII	10/21/08	04/08/13	25 43	17 27	8 16	LT
2 AEGON NV PFD	10/31/08	04/08/13	50 23	20 22	30 01	LT
7 ING GROUP NV	04/07/09	04/08/13	177 42	68 81	108 61	LT
2 ING GROUP NV	09/24/09	04/08/13	50 37	31 82	18 55	LT
2 DB CAPITAL FDG VIII	10/21/08	04/09/13	50 90	34 54	16 36	LT
3 AEGON NV PFD	10/31/08	04/09/13	75 31	30 33	44 98	LT
15 ING GROUP NV	04/07/09	04/09/13	380 18	147 44	232 74	LT
4 ING GROUP NV	04/08/09	04/09/13	101 39	41 27	60 12	LT
7 ING GROUP NV	09/24/09	04/09/13	175 91	111 37	64 54	LT
2 DB CAPITAL FDG VIU	10/21/08	04/10/13	50 99	34 54	16 45	LT
2 AEGON NV PFD	10/31/08	04/10/13	50 22	20 22	30 00	LT
5 ING GROUP NV	09/24/09	04/10/13	125 58	79 55	46 03	LT
30 DB CAPITAL FDG VIM	10/21/08	04/11/13	764 78	518 17	246 61	LT
3 AEGON NV PFD	10/31/08	04/11/13	75 31	30 32	44 99	LT
1 AEGON NV PFD	10/31/08	04/12/13	25 12	10 11	15 01	LT
2 AEGON NV PFD	10/31/2008	04/15/13	50 34	20 22	30 12	LT
1 AEGON NV PFD	10/31/08	04/16/13	25 18	10 11	15 07	LT
4 ING GROUP NV	04/08/09	04/16/13	101 55	41 27	60 28	LT
5 MORGAN STANLEY CAP TRVII	10/21/08	04/17/13	126 96	74 84	52 12	LT
1 AEGON NV PFD	10/31/08	04/17/13	25 18	10 11	15 07	LT
6 ING GROUP NV	04/08/09	04/17/13	152 31	61 91	90 40	LT
10 MORGAN STANLEY CAP TRVII	10/21/08	04/18/13	253 80	149 69	104 11	LT

6	ING GROUP NV	04/08/09	04/18/13	152 75	61 91	90 84	LT
5	MORGAN STANLEY CAP TRVII	10/21/08	04/19/13	126 86	74 84	52 02	LT
7	ING GROUP NV	04/08/09	04/19/13	178 03	72 22	105 81	LT
4	MORGAN STANLEY CAP TRVII	10/21/08	04/22/13	101 16	59 88	41 28	LT
5	MORGAN STANLEY CAP TRVII	10/21/08	04/23/13	126 55	74 85	51 70	LT
2	GOLDMAN SACHS GROUP INC	10/21/08	04/24/13	46 18	23 78	22 40	LT
11	GOLDMAN SACHS GROUP INC	10/21/08	04/25/13	252 96	130 79	122 17	LT
5	GOLDMAN SACHS GROUP INC	10/21/08	04/26/13	114 57	59 45	55 12	LT
5	GOLDMAN SACHS GROUP INC	10/21/08	04/29/13	113 92	59 45	54 47	LT
5	GOLDMAN SACHS GROUP INC	10/21/08	04/30/13	114 10	59 45	54 65	LT
2	GOLDMAN SACHS GROUP INC	10/21/08	05/01/13	45 73	23 78	21 95	LT
2	GOLDMAN SACHS GROUP INC	10/21/08	05/02/13	45 96	23 78	22 18	LT
2	AEGON NV	10/31/08	05/06/13	51 36	22 41	28 95	LT
4	AEGON NV	10/31/08	05/07/13	102 87	44 81	58 06	LT
6	AEGON NV	10/31/08	05/08/13	154 36	67 22	87 14	LT
5	DB CAPITAL FDG VIM	10/21/08	05/09/13	126 82	86 36	40 46	LT
18	AEGON NV	10/31/2008	05/09/13	463 76	201 65	262 11	LT
1	DB CAPITAL FDG VII	10/21/08	05/10/13	25 33	17 27	8 06	LT
4	DB CAPITAL FDG VIII	10/21/08	05/13/13	101 53	69 09	32 44	LT
3	AEGON NV PFD	10/31/08	05/13/13	76 24	30 32	45 92	LT
12	DB CONT CAP TRUST III	12/24/08	05/13/13	328 68	177 59	151 09	LT
3	DBCONT CAP TRUST III	02/26/10	05/13/13	82 17	72 79	9 38	LT
1	AEGON NV PFD	08/12/10	05/13/13	25 42	20 95	4 47	LT
3	DB CAPITAL FDG VIII	10/21/08	05/14/13	76 02	51 82	24 20	LT
3	AEGON NV	10/31/08	05/14/13	76 97	33 61	43 36	LT
4	AEGON NV PFD	08/12/10	05/14/13	101 46	83 82	17 64	LT
1	AXIS CAPITAL HLDGS LTD	03/13/12	05/14/13	28 19	25 00	3 19	LT
4	DB CAPITAL FDG VISI	10/21/08	05/15/13	101 36	69 09	32 27	LT
5	AEGON NV	10/31/08	05/15/13	127 85	56 01	71 84	LT
8	ING GROUP NV	03/31/10	05/15/13	202 03	173 37	28 66	LT
4	AEGON NV PFD	08/13/10	05/15/13	101 33	85 26	16 07	LT
3	AXIS CAPITAL HLDGS LTD	03/13/12	05/15/13	83 82	75 00	8 82	LT
1	DB CAPITAL FDG VII	10/21/08	05/16/13	25 30	17 27	8 03	LT
3	AEGON NV	10/31/08	05/16/13	76 86	33 61	43 25	LT
9	ING GROUP NV	03/31/10	05/16/13	227 53	195 04	32 49	LT
10,000	ING GROUP NV	04/01/10	05/16/13	25 29	21 62	3 67	LT
3	AEGON NV PFD	08/13/10	05/16/13	76 16	63 94	12 22	LT
1	AXIS CAPITAL HLDGS LTD	03/13/12	05/16/13	27 50	25 00	2 50	LT
1	DB CAPITAL FDG VIII	10/21/08	05/17/13	25 28	17 27	8 01	LT
10,000	AEGON NV	10/31/08	05/17/13	25 63	11 20	14 43	LT
5	ING GROUP NV	04/01/10	05/17/13	126 36	108 11	18 25	LT
3	AEGON NV PFD	08/13/10	05/17/13	76 17	63 94	12 23	LT
1	DB CAPITAL FDG VIII	10/21/08	05/20/13	25 31	17 27	8 04	LT
3	AEGON NV	10/31/08	05/20/13	76 98	33 61	43 37	LT
3	ING GROUP NV	04/01/10	05/20/13	75 80	64 86	10 94	LT
2	AEGON NV PFD	08/13/10	05/20/13	50 83	42 63	8 20	LT
3	ING GROUP NV	08/26/10	05/20/13	75 80	68 92	6 88	LT
2	AXIS CAPITAL HLDGS LTD	03/13/12	05/20/13	54 94	50 00	4 94	LT
2	DB CAPITAL FDG VIII	10/21/08	05/21/13	50 68	34 55	16 13	LT
5	AEGON NV	10/31/08	05/21/13	128 32	56 01	72 31	LT
4	AEGON NV PFD	08/13/10	05/21/13	101 67	85 25	16 42	LT
1	AXIS CAPITAL HLDGS LTD	03/13/12	05/21/13	27 45	25 00	2 45	LT
4	DB CAPITAL FDG VIII	10/21/08	05/22/13	101 30	69 09	32 21	LT
2	AEGON NV	10/31/08	05/22/13	51 36	22 40	28 96	LT
4	AXIS CAPITAL HLDGS LTD	03/13/12	05/22/13	109 91	100 00	9 91	LT
3	DB CAPITAL FDG VIM	10/21/08	05/23/13	75 75	51 82	23 93	LT
3	AXIS CAPITAL HLDGS LTD	03/13/12	05/23/13	81 92	75 00	6 92	LT
167	EVEREST RE CAP TRUST CLD	10/21/08	05/24/13	4,175 00	2,361 02	1,813 98	LT
3	DB CAPITAL FDG VIII	10/21/08	05/24/13	75 70	51 81	23 89	LT
108	W R. BERKLEY CAPTL T CLD	10/21/08	05/28/13	2,700 00	1,510 93	1,189 07	LT
10,000	AEGON NV	10/31/08	05/28/13	25 15	8 07	17 08	LT
13	W R. BERKLEY CAPTL T CLD	1/18/09	05/28/13	325 00	290 80	34 20	LT
9	W R. BERKLEY CAPTL T CLD	11/17/09	05/28/13	224 99	200 93	24 06	LT
9	W R. BERKLEY CAPTL T CLD	11/19/09	05/28/13	225 00	204 03	20 97	LT
2	W R. BERKLEY CAPTL T CLD	11/20/09	05/28/13	50 01	45 32	4 69	LT
1	AEGON NV	10/31/08	05/29/13	24 88	8 07	16 81	LT
3	AEGON NV	10/31/08	05/30/13	74 98	24 20	50 78	LT
56	XCEL ENERGY INC	10/21/08	05/31/13	1,400 00	1,318 12	81 88	LT
6	AEGON NV	10/31/08	05/31/13	150 52	48 39	102 13	LT
3	AEGON NV	10/31/08	06/03/13	74 49	24 20	50 29	LT
1	AEGON NV	10/31/08	06/04/13	24 65	8 07	16 58	LT
1	AEGON NV	10/31/08	06/05/13	24 23	8 07	16 16	LT
21	WEINGARTEN REALTY INVEST	08/20/09	06/05/13	525 00	378 59	146 41	LT
19	WEINGARTEN REALTY INVEST	08/27/09	06/05/13	475 00	352 45	122 55	LT

14	WEINGARTEN REALTY INVEST	09/01/09	06/05/13	350 00	269 50	80 50	LT
5	AEGON NV	10/31/08	06/06/13	119 94	40 33	79 61	LT
2	AEGON NV	10/31/08	06/07/13	48 69	16 13	32 56	LT
1	AEGON NV	10/31/08	06/10/13	24 31	8 07	16 24	LT
15	BARCLAYS BANK PLC	10/21/2008	06/12/13	376 23	249 15	127 08	LT
17	BARCLAYS BANK PLC	10/24/08	06/12/13	426 41	276 30	150 11	LT
82	ALLIANZSE	10/21/08	06/17/13	2,049 99	1,532 93	517 06	LT
49	PRUDENTIAL FINANCIAL CLD	10/21/08	06/17/13	1,225 00	1,007 45	217 55	LT
21	BARCLAYS BANK PLC	10/24/08	06/17/13	533 31	341 31	192 00	LT
67	ALLIANZSE	10/31/08	06/17/13	1,675 00	1,262 49	412 51	LT
9	ALLIANZSE	11 /03/08	06/17/13	225 00	174 87	50 13	LT
27	PRUDENTIAL FINANCIAL CLD	11 /20/08	06/17/13	675 00	428 50	246 50	LT
4	BARCLAYS BANK PLC	12/02/08	06/17/13	101 59	54 09	47 50	LT
20	PRUDENTIAL FINANCIAL CLD	12/23/08	06/17/13	500 00	423 55	76 45	LT
37	ALLIANZSE	12/24/08	06/17/13	925 00	675 83	249 17	LT
27	ALLIANZSE	08/12/09	06/17/13	675 00	671 95	3 05	LT
61	ALLIANZ SE	10/07/09	06/17/13	1,525 01	1,460 95	64 06	LT
5	CITIGROUP CAPITAL XVII	10/21/08	06/25/13	124 15	75 46	48 69	LT
5	CITIGROUP CAPITAL XVII	10/21/08	06/26/13	124 07	75 45	48 62	LT
8	RENAISSANCERE HLDGS LTD	10/21/08	06/27/13	199 99	134 24	65 75	LT
5	CITIGROUP CAPITAL XVII	10/21/08	06/27/13	124 49	75 46	49 03	LT
5	RENAISSANCERE HLDGS LTD	12/08/08	06/27/13	125 00	61 67	63 33	LT
11	RENAISSANCERE HLDGS LTD	12/08/08	06/27/13	275 00	150 62	124 38	LT
24	RENAISSANCERE HLDGS LTD	03/04/10	06/27/13	600 00	535 20	64 80	LT
24	RENAISSANCERE HLDGS LTD	03/31/10	06/27/13	600 01	551 28	48 73	LT
14	RENAISSANCERE HLDGS LTD	05/03/11	06/27/13	350 00	323 40	26 60	LT
3	CITIGROUP CAPITAL XVII	10/21/08	06/28/13	74 86	45 27	29 59	LT
2	CITIGROUP CAPITAL XVII	10/21/08	07/01/13	50 06	30 18	19 88	LT
1	CITIGROUP CAPITAL XVII	10/21/08	07/02/13	25 03	15 09	9 94	LT
28	COMMONWEALTH REIT	12/17/09	07/02/13	588 26	527 80	60 46	LT
250,000	COMMONWEALTH REIT	12/24/09	07/02/13	525 25	470 50	54 75	LT
1	CITIGROUP CAPITAL XVII	10/21/08	07/03/13	24 98	15 09	9 89	LT
10	BARCLAYS BANK PLC	12/02/08	07/05/13	252 35	135 24	117 11	LT
1	AMERIPRISE FINANCIAL INC	06/09/09	07/05/13	26 34	21 93	4 41	LT
6	BARCLAYS BANK PLC	12/02/08	07/08/13	151 26	81 14	70 12	LT
12	BARCLAYS BANK PLC	12/03/08	07/08/13	302 54	156 21	146 33	LT
2	BARCLAYS BANK PLC	12/03/08	07/09/13	50 43	26 04	24 39	LT
5	BARCLAYS BANK PLC	01/20/11	07/09/13	126 08	126 85	(0 77)	LT
35	VORNADO RLTY LP	09/30/09	07/10/13	921 14	876 14	45 00	LT
10	AMERIPRISE FINANCIAL INC	06/09/09	07/11/13	260 58	219 34	41 24	LT
4	AMERIPRISE FINANCIAL INC	07/17/09	07/11/13	104 24	90 60	13 64	LT
1	AMERIPRISE FINANCIAL INC	07/22/09	07/11/13	26 06	22 65	3 41	LT
21	CITIGROUP CAPITAL XVI	10/21/08	07/15/13	525 00	329 08	195 92	LT
4	BARCLAYS BANK PLC	10/21/08	08/26/13	97 45	69 20	28 25	LT
5	BARCLAYS BANK PLC	10/21/08	08/26/13	126 16	79 30	46 86	LT
3	BARCLAYS BANK PLC	10/21/08	08/26/13	76 37	48 12	28 25	LT
13	DBCONTCAPTRSTII	10/21/08	08/26/13	320 78	203 97	116 81	LT
1	GOLDMAN SACHS GROUP INC	10/21/08	08/26/13	20 30	11 89	8 41	LT
7	ING GROEP NV	10/21/08	08/26/13	159 87	95 11	64 76	LT
3	MORGAN STANLEY	10/21/08	08/26/13	58 26	30 00	28 26	LT
2	MORGAN STANLEY CAP TRVII	10/21/08	08/26/13	49 05	29 94	19 11	LT
1	CITIGROUP CAPITAL XVII	10/21/08	08/26/13	24 54	15 09	9 45	LT
6	CITIGROUP CAP TRUST IX	10/21/08	08/26/13	149 40	94 44	54 96	LT
4	MORGAN STANLEY CP TR III	10/21/08	08/26/13	96 21	60 78	35 43	LT
4	MORGAN STANLEY CAP TR IV	10/21/08	08/26/13	95 45	60 19	35 26	LT
2	MORGAN STANLEY CAP TR V	10/21/08	08/26/13	46 98	27 10	19 88	LT
2	CITIGROUP CAPITAL X	10/21/08	08/26/13	49 18	30 88	18 30	LT
4	PARTNERRE LTD	10/21/08	08/26/13	95 58	67 40	28 18	LT
7	UBS PREF FNDNG TRUST IV	10/21/08	08/26/13	102 68	104 19	(1 51)	LT
14	AEGON-MV	10/31/08	08/26/13	330 07	137 28	192 79	LT
2	AEGON NV	10/31/08	08/26/13	40 75	16 13	24 62	LT
1	HSBC HLDGS PLC	11/21/08	08/26/13	24 84	15 88	8 96	LT
1	ENTERGY TEXAS INC	05/19/09	08/26/13	26 25	25 20	1 05	LT
1	ENTERGY TEXAS INC	05/27/09	08/26/13	26 25	25 22	1 03	LT
3	DOMINION RESOURCES	06/22/09	08/26/13	79 04	75 51	3 53	LT
1	AMERIPRISE FINANCIAL INC	07/22/09	08/26/13	26 25	22 65	3 60	LT
1	WEINGARTEN REALTY	09/01/09	08/26/13	24 89	19 25	5 64	LT
3	DEUTSCHE BK CAP TRUST V	09/02/09	08/26/13	82 38	68 11	14 27	LT
4	ING GROUP NV	09/24/09	08/26/13	96 53	63 64	32 89	LT
1	VGRN&Dd RLTY LP	09/30/09	08/26/13	26 15	25 03	1 12	LT
2	DB-CONT CAP TRUST III	02/26/10	08/26/13	52 58	48 53	4 05	LT
1	ENTERGY LOUISIANA LLC	03/19/10	08/26/13	24 02	24 96	(0 94)	LT
1	HSBCHLDGS PLC	06/23/10	08/26/13	27 04	24 97	2 07	LT
15	HSBC HLDGS PLC	06/24/10	08/26/13	405 65	374 76	30 89	LT

13 LLOYDS BANKING GRP PLC	07/07/10	08/26/13	350 16	322 87	27 29	LT
3 ING GROUP NV	08/26/10	08/26/13	73 79	68 91	4 88	LT
2 KIMCO REALTY CORP	08/30/10	08/26/13	50 62	49 82	0 80	LT
1 CITIGROUP CAPITAL XII	10/04/10	08/26/13	27 44	26 02	1 42	LT
5 CITIGROUP CAPITAL XIII	10/04/10	08/26/13	137 25	130 65	6 60	LT
1 PUBLIC STORAGE	10/07/10	08/26/13	24 86	24 97	(0 11)	LT
1 ENTERGY ARKANSAS	10/08/10	08/26/13	23 86	25 00	(1 14)	LT
1 PS BUSINESS PARKS INC	10/13/10	08/26/13	24 74	24 75	(0 01)	LT
9 GOLDMAN SACHS GROUP INC	11/05/10	08/26/13	217 03	223 02	(5 99)	LT
1 TELEPHONE & DATA SYSTEM	12/01/10	08/26/13	24 27	24 88	(0 61)	LT
1 BARCLAYS BANK PLC	01/20/11	08/26/13	25 62	25 37	0 25	LT
2 TELEPHONE & DATA SYSTEM	03/28/11	08/26/13	49 68	49 79	(0 11)	LT
1 ENTERGY MISSISSIPPI INC	04/14/11	08/26/13	23 94	24 59	(0 65)	LT
2 PUBLIC STORAGE PFD SHR	04/14/11	08/26/13	49 41	49 12	0 29	LT
2 VORNADO REALTY TR SER J	04/26/11	08/26/13	50 13	49 76	0 37	LT
1 US CELLULAR CORP (USM)	05/17/11	08/26/13	23 78	24 88	(1 10)	LT
1 MORGAN STANLEY CAP VIII	05/25/11	08/26/13	24 31	24 78	(0 47)	LT
2 PARTNERRE LTD (PRE)SER E	06/16/11	08/26/13	50 40	49 71	0 69	LT
9 ROYAL BK OF SCOT GRP PLC	06/22/11	08/26/13	172 98	164 86	8 12	LT
3 PUBLIC STORAGE (PSA)	07/26/11	08/26/13	72 84	74 87	(2 03)	LT
2 CITIGROUP CAPITAL XI	08/04/11	08/26/13	49 25	46 07	3 18	LT
3 QWEST CORP	08/08/11	08/26/13	74 66	74 90	(0 24)	LT
2 ROYAL BK OF SCOT GRP PLC	08/09/11	08/26/13	38 45	32 06	6 39	LT
1 DIGITAL REALTY TRUST INC	09/15/11	08/26/13	23 55	24 98	(1 43)	LT
6 QWEST CORP (CTL) \$25 PAR	09/21/11	08/26/13	151 09	149 34	1 75	LT
7 GOLDMAN SACHS GP	11/10/11	08/26/13	175 35	172 20	3 15	LT
1 DTE ENERGY CO (DTE)	12/12/11	08/26/13	23 90	25 65	(1 75)	LT
3 FIRST NIAGARA FINCL GRP	01/03/12	08/26/13	83 71	77 59	6 12	LT
4 PUBLIC STORAGE (PSA)	01/10/12	08/26/13	91 41	99 92	(8 51)	LT
3 HOSPITALITY PROP TRUST	01/17/12	08/26/13	74 12	74 37	(0 25)	LT
2 PS BUSINESS PARKS INC	01/18/12	08/26/13	46 54	49 89	(3 35)	LT
7 AEGON N V (AEG)	1/27/2012	08/26/13	188 97	172 14	16 83	LT
3 REALTY INCOME	02/02/12	08/26/13	74 21	74 70	(0 49)	LT
2 REGENCY CENTERS CORP	02/13/12	08/26/13	46 71	50 14	(3 43)	LT
3 NATL RETAIL PTY INC	02/22/12	08/26/13	69 69	75 19	(5 50)	LT
3 HEALTHCARE REIT INC	03/06/12	08/26/13	69 31	75 16	(5 85)	LT
3 RAYMOND JAMES FINANCIAL	03/06/12	08/26/13	76 64	75 71	0 93	LT
4 PUBLIC STORAGE (PSA)	03/08/12	08/26/13	88 95	99 21	(10 26)	LT
3 KIMCO REALTY CORP (KIM)	03/12/12	08/26/13	67 30	74 66	(7 36)	LT
2 AXIS CAPITAL HLDGS LTD	03/13/12	08/26/13	49 01	50 00	(0 99)	LT
3 ING GROEP N V	03/23/12	08/26/13	70 43	65 58	4 85	LT
3 QWEST CORPORATION	03/27/12	08/26/13	72 22	74 96	(2 74)	LT
3 ARCH CAPITAL GROUP LTD	03/28/12	08/26/13	72 85	75 12	(2 27)	LT
2 ASPEN INSURANCE HLDG LTD	04/11/12	08/26/13	49 56	49 86	(0 30)	LT
2 HARTFORD FINLSVCS GRP	04/11/12	08/26/13	55 46	51 54	3 92	LT
0 EXTERA ENERGY CAPITAL	04/11/12	08/26/13	22 44	25 24	(2 80)	LT
2 US BANCORP	04/20/12	08/26/13	53 11	50 84	2 27	LT
5 PNC FINANCIAL SERVICES	04/23/12	08/26/13	126 44	124 90	1 54	LT
2 BB&T CORPORATION	04/27/12	08/26/13	45 49	49 83	(4 34)	LT
4 PS BUSINESS PARKS JNC	05/04/12	08/26/13	86 11	99 62	(13 51)	LT
2 PROTECTIVE LIFE CORP	05/17/12	08/26/13	46 80	49 31	(2 51)	LT
4 THE CHARLES SCHWAB	05/31/12	08/26/13	92 98	98 78	(5 80)	LT
0 PUBLIC STORAGE	06/07/12	08/26/13	21 83	24 78	(2 95)	LT
2 AMERICAN FINANCIAL	06/12/12	08/26/13	47 32	49 73	(2 41)	LT
2 QWEST CORPORATION	06/15/12	08/26/13	48 21	49 93	(1 72)	LT
2 TCF FINANCIAL CO	07/02/12	08/26/13	49 99	50 94	(0 95)	LT
4 ROYAL BK OF SCOT GRP PLC	07/09/12	08/26/13	81 35	69 84	11 51	LT
2 ROYAL BK SCOTLND GRP PLC	07/09/12	08/26/13	41 83	36 03	5 80	LT
2 VORNADO REALTY TR	07/12/12	08/26/13	42 91	50 28	(7 37)	LT
1 KIMCO REALTY CORP	07/17/12	08/26/13	20 44	25 00	(4 56)	LT
0 ROYAL BK OF SCOT GRP PLC	07/18/12	08/26/13	20 39	19 84	0 55	LT
3 SENIOR HOUSING PTY	07/18/12	08/26/13	61 45	74 12	(12 67)	LT
3 STANLEY BLACK&DECKER	07/27/12	08/26/13	69 69	76 97	(7 28)	LT
4 CAPITAL ONE FINANCIAL	08/14/12	08/26/13	90 06	99 24	(9 18)	LT
1 AFFILIATED MANAGERS	08/15/12	08/26/13	23 56	25 27	(1 71)	LT
1 REGENCY CENTERS CORP	08/15/12	08/26/13	21 40	24 70	(3 30)	LT
1 AMERICAN FINANCIAL	08/23/12	08/26/13	22 15	25 07	(2 92)	LT
1 US BANCORP	10/21/08	08/28/13	19 97	13 11	6 86	LT
1 WEINGARTEN RLTY	08/27/09	08/28/13	21 27	20 15	1 12	LT
1 ROYAL BK OF SCOT GRP PLC	06/23/11	08/28/13	19 22	18 12	1 10	LT
7 BARCLAYS BANK PLC	01/20/11	09/12/13	177 12	177 59	(0 47)	LT
4 BARCLAYS BANK PLC	01/20/11	09/13/13	101 29	101 48	(0 19)	LT
6 BARCLAYS BANK PLC	01/20/11	09/16/13	151 81	152 22	(0 41)	LT
4 BARCLAYS BANK PLC	01/20/11	09/17/13	101 20	101 48	(0 28)	LT

3 BARCLAYS BANK PLC	01/20/11	09/18/13	75 89	76 11	(0 22)	LT
66 CITIGROUP CAPITAL X CLD	10/21/08	10/01/13	1,650 00	1,019 04	630 96	LT
35 PUBLIC STORAGE (PSA)	03/08/12	10/02/13	784 34	868 11	(83 77)	LT
14 DEUTSCHE BK CAP TRUST V	09/02/09	10/15/13	370 53	317 84	52 69	LT
5 DEUTSCHE BK CAP TRUST V	09/02/09	10/16/13	132 47	113 51	18 96	LT
1 DEUTSCHE BK CAP TRUST V	10/14/10	10/16/13	26 50	27 26	(0 76)	LT
5 DEUTSCHE BK CAP TRUST V	10/14/10	10/17/13	132 74	136 30	(3 56)	LT
11 ENTERGY TEXAS INC	05/27/09	10/18/13	284 98	277 39	7 59	LT
1 ENTERGY TEXAS INC	05/27/09	10/21/13	25 96	25 22	0 74	LT
4 ENTERGY TEXAS INC	05/27/09	10/23/13	104 09	100 87	3 22	LT
1 ENTERGY TEXAS INC	06/05/09	10/24/13	25 98	25 28	0 70	LT
1 ENTERGY TEXAS INC	06/05/09	10/25/13	25 96	25 28	0 68	LT
3 DEUTSCHE BK CAP TRUST V	10/14/10	10/30/13	81 46	81 78	(0 32)	LT
15 DEUTSCHE BK CAP TRUST V	10/14/10	10/31/13	406 26	408 89	(2 63)	LT
4 DEUTSCHE BK CAP TRUST V	10/14/10	11/01/13	108 29	109 04	(0 75)	LT
7 BARCLAYS BANK PLC	01/20/11	11/12/13	178 93	177 59	1 34	LT
19 BARCLAYS BANK PLC	01/20/11	11/13/13	484 72	482 03	2 69	LT
3 PUBLIC STORAGE	04/14/10	11/15/13	75 81	74 16	1 65	LT
1 PUBLIC STORAGE	04/14/10	11/18/13	25 33	24 72	0 61	LT
5 PUBLIC STORAGE	04/14/10	11/19/13	126 50	123 60	2 90	LT
1 PUBLIC STORAGE	04/14/10	11/20/13	25 35	24 72	0 63	LT
2 PUBLIC STORAGE	04/14/10	11/21/13	50 80	49 44	1 36	LT
2 PUBLIC STORAGE	04/14/10	11/22/13	51 00	49 44	1 56	LT
1 PUBLIC STORAGE	04/14/10	11/25/13	25 43	24 72	0 71	LT
1 PUBLIC STORAGE	04/14/10	11/26/13	25 54	24 72	0 82	LT
8 DBCONT CAP TRUST III	02/26/10	12/04/13	209 18	194 11	15 07	LT
8 BB&T CORPORATION	04/27/12	12/04/13	172 68	199 30	(26 62)	LT
13 PNC FINANCIAL SRV GRP	09/18/12	12/04/13	260 32	320 84	(60 52)	LT
50,000 PNC FINANCIAL SRV GRP	09/26/12	12/04/13	100 12	123 81	(23 69)	LT
1 PNC FINANCIAL SRV GRP	10/02/12	12/04/13	20 03	24 83	(4 80)	LT
13 DBCONT GAP TRUST III	02/26/10	12/05/13	339 41	315 44	23 97	LT
6 DBCONT CAP TRUST MI	08/10/10	12/05/13	156 66	150 67	5 99	LT
9 BB&T CORPORATION	04/27/12	12/05/13	191 12	224 21	(33 09)	LT
11 PNC FINANCIAL SRV GRP	10/02/12	12/05/13	217 62	273 13	(55 51)	LT
3 DBCONT CAP TRUST III	08/10/10	12/06/13	78 15	75 34	2 81	LT
6 BB&T CORPORATION	04/27/12	12/06/13	127 23	149 48	(22 25)	LT
3 BB&T CORPORATION	04/30/12	12/06/13	63 62	74 94	(11 32)	LT
4 BB&T CORPORATION	04/30/12	12/09/13	84 73	99 92	(15 19)	LT
9 DEUTSCHE BK CAP TRUST V	10/14/10	12/12/13	245 50	245 33	0 17	LT
7 BB&T CORPORATION	04/30/12	12/12/13	147 38	174 88	(27 50)	LT
8 BB&T CORPORATION	05/15/12	12/12/13	168 45	200 26	(31 81)	LT
6 DEUTSCHE BK CAP TRUST V	10/14/10	12/13/13	164 26	163 56	0 70	LT
8 BB&T CORPORATION	05/15/12	12/13/13	169 15	200 26	(31 11)	LT
40,000 BB&T CORPORATION	05/16/12	12/13/13	84 58	100 19	(15 61)	LT
3 DEUTSCHE BK CAP TRUST V	03/02/12	12/16/13	82 07	78 96	3 11	LT
4 DEUTSCHE BK CAP TRUST V	03/02/12	12/18/13	108 71	105 29	3 42	LT
5 DEUTSCHE BK CAP TRUST V	03/05/12	12/18/13	135 89	132 31	3 58	LT
1 DEUTSCHE BK CAP TRUST V	03/06/12	12/18/13	27 18	26 27	0 91	LT
3 DBCONT CAP TRUST III	08/10/10	12/19/13	77 35	75 33	2 02	LT
7 CITIGROUP CAPITAL XU	10/04/10	12/19/13	191 19	182 91	8 28	LT
3 DEUTSCHE BK CAP TRUST V	03/07/12	12/19/13	81 35	79 38	1 97	LT
5 DEUTSCHE BK CAP TRUST V	03/08/12	12/19/13	135 56	131 33	4 23	LT
6 DBCONT CAP TRUST III	08/10/10	12/20/13	154 74	150 67	4 07	LT
7 DBCONT CAP TRUST III	08/11/10	12/20/13	180 55	174 97	5 58	LT
5 CITIGROUP CAPITAL XIII	10/04/10	12/20/13	136 62	130 65	5 97	LT
4 DB CONT CAP TRUST III	08/11/10	12/23/13	103 40	99 98	3 42	LT
10 CITIGROUP CAPITAL XIII	10/04/10	12/23/13	273 20	261 30	11 90	LT
6 CITIGROUP CAPITAL XIII	10/05/10	12/23/13	163 93	156 18	7 75	LT
2 DBCONT CAP TRUST III	08/11/10	12/26/13	51 16	49 99	1 17	LT
5 DBCONT CAP TRUST III	08/12/10	12/26/13	127 91	125 20	2 71	LT
11 DBCONT CAP TRUST III	08/24/10	12/26/2013	281 43	276 77	4 66	LT
1 PUBLIC STORAGE (PSA)	01/10/12	01/09/13	26 24	24 98	1 26	ST
1 HOSPITALITY PROP TRUST	01/17/12	01/09/13	26 94	24 79	2 15	ST
1 PS BUSINESS PARKS INC	01/18/12	01/09/13	26 25	24 94	1 31	ST
1 REALTY INCOME	02/02/12	01/09/13	26 65	24 90	1 75	ST
1 NATL RETAIL PPTY INC	02/22/12	01/09/13	26 51	25 06	1 45	ST
1 HEALTH CARE RESTING	03/06/12	01/09/13	26 51	25 05	1 46	ST
1 RAYMOND JAMES FINANCIAL	03/06/12	01/09/13	27 74	25 24	2 50	ST
1 PUBLIC STORAGE (PSA)	03/08/12	01/09/13	26 02	24 80	1 22	ST
1 KIMCO REALTY CORP (KIM)	03/12/12	01/09/13	25 94	24 89	1 05	ST
1 AXIS CAPITAL HLDGS LTD	03/13/12	01/09/13	26 55	25 00	1 55	ST
1 wachovia pfd funding	03/16/12	01/09/13	26 58	25 68	0 90	ST
1 ARCH CAPITAL GROUP LTD	03/28/12	01/09/13	27 16	25 04	2 12	ST

1	DIGITAL REALTY TRUST INC	04/03/12	01/09/13	26 56	24 93	1 63	ST
1	ASPEN INSURANCE HLDG LTD	04/11/12	01/09/13	26 34	24 93	1 41	ST
1	NEXTERA ENERGY CAPITAL	04/11/12	01/09/13	28 44	25 24	3 20	ST
2	PNC FINANCIAL SERVICES	04/23/12	01/09/13	57 11	49 96	7 15	ST
1	WEINGARTEN REALTY INVST	04/24/12	01/09/13	25 03	24 90	0 13	ST
1	BB&T CORPORATION	04/27/12	01/09/13	26 47	24 91	1 56	ST
1	PS BUSINESS PARKS INC	05/04/12	01/09/13	25 80	24 90	0 90	ST
1	PROTECTIVE LIFE CORP	05/17/12	01/09/13	26 14	24 66	1 48	ST
20,000	THE CHARLES SCHWAB	05/31/12	01/09/13	53 25	49 39	3 86	ST
1	ROYAL BK OF SCOT GRP PLC	07/09/12	01/09/13	23 40	17 46	5 94	ST
1	ROYAL BK SCOTLAND GRP PLC	07/09/12	01/09/13	23 73	18 02	5 71	ST
1	SENIOR HOUSING PPTY	07/18/12	01/09/13	24 89	24 71	0 18	ST
1	COMMONWEALTH REIT	07/23/12	01/09/13	24 35	24 17	0 18	ST
1	BB&T CORPORATION	07/25/12	01/09/13	25 77	24 90	0 87	ST
1	STANLEY BLAOK&DECKER	07/27/12	01/09/13	26 47	25 66	0 81	ST
1	ROYAL BK SCOTLAND GROUP	08/03/12	01/09/13	23 29	19 07	4 22	ST
2	CAPITAL ONE FINANCIAL	08/14/12	01/09/13	50 73	49 62	1 11	ST
2	JPMORGAN CHASE & CO	08/21/12	01/09/13	50 79	49 76	1 03	ST
1	PROTECTIVE LIFE CORP	08/22/12	01/09/13	25 78	25 07	0 71	ST
2	BANK OF NEW YORK MELLON	09/14/12	01/09/13	50 43	49 67	0 76	ST
2	GENERAL ELEC CAP CORP	10/03/12	01/09/13	51 51	49 41	2 10	ST
1	THE GOLDMAN SACHS GRP	10/18/12	01/09/13	25 42	25 12	0 30	ST
1	NEXTERA ENERGY CAPITAL	11/16/12	01/09/13	25 37	24 66	0 71	ST
10,000	telephone & data systems	11/27/12	01/09/13	25 25	24 72	0 53	ST
1	PRUDENTIAL FINCL INC	11/29/12	01/09/13	25 62	24 70	0 92	ST
1	COMCAST CORPORATION	12/03/12	01/09/13	25 64	24 66	0 98	ST
21	wachovia pfd funding	03/16/12	01/25/13	569 13	539 30	29 83	ST
14	PUBLIC STORAGE	9/12/2012	01/30/13	356 99	346 01	10 98	ST
5	WACHOVIA PFD FUNDING	03/16/12	02/04/13	135 59	128 40	7 19	ST
5	WACHOVIA PFD FUNDING	03/16/12	02/05/13	135 91	128 40	7 51	ST
6	WACHOVIA PFD FUNDING	03/16/12	02/06/13	163 14	154 09	9 05	ST
4	WACHOVIA PFD FUNDING	03/16/12	02/07/13	108 56	102 72	5 84	ST
3	WACHOVIA PFD FUNDING	03/19/12	02/07/13	81 43	77 14	4 29	ST
7	COMMONWEALTH REIT	07/23/12	02/28/13	169 50	169 18	0 32	ST
10,000	COMMONWEALTH REIT, , , , ,	07/23/12	03/01/13	24 12	24 17	(0 05)	ST
1	COMMONWEALTH REIT	07/23/12	03/04/13	24 13	24 17	(0 04)	ST
4	COMMONWEALTH REIT ;	07/23/12	03/05/13	95 99	96 67	(0 68)	ST
2	COMMONWEALTH REIT	07/23/12	03/06/13	48 15	48 34	(0 19)	ST
3	WACHOVIA PFD FUNDING	03/19/12	03/12/13	83 59	77 14	6 45	ST
4	WACHOVIA PFD FUNDING	03/19/12	03/13/13	109 98	102 85	7 13	ST
2	WACHOVIA PFD FUNDING	03/19/12	03/14/13	55 05	51 43	3 62	ST
4	WACHOVIA PFD FUNDING	03/20/12	03/14/13	110 13	102 94	7 19	ST
9	WACHOVIA PFD FUNDING	03/20/12	03/15/13	247 57	231 61	15 96	ST
8	WACHOVIA PFD FUNDING	03/20/12	03/18/13	219 23	205 88	13 35	ST
27	PARTNER RE LTD	03/28/12	03/18/13	675 01	676 35	(1 34)	ST
19	WEINGARTEN REALTY IN CLD	04/24/12	03/18/13	475 00	473 17	1 83	ST
7	WACHOVIA PFD FUNDING	03/20/12	03/19/13	191 56	180 14	11 42	ST
1	WACHOVIA PFD FUNDING	03/20/12	03/20/13	27 33	25 73	1 60	ST
2	WACHOVIA PFD FUNDING	03/21/12	03/20/13	54 67	51 34	3 33	ST
3	COMMONWEALTH REIT	07/23/12	03/28/13	73 97	72 51	1 46	ST
1	COMMONWEALTH REIT	07/23/12	04/01/13	24 63	24 17	0 46	ST
3	COMMONWEALTH REIT	07/23/12	04/02/13	73 79	72 50	1 29	ST
1	COMMONWEALTH REIT	07/23/12	04/03/13	24 59	24 17	0 42	ST
1	COMMONWEALTH REIT	07/23/12	04/04/13	24 60	24 17	0 43	ST
1	COMMONWEALTH REIT	07/23/12	04/09/13	24 69	24 17	0 52	ST
2	COMMONWEALTH REIT	07/23/12	04/10/13	49 39	48 34	1 05	ST
4	COMMONWEALTH REIT	07/23/12	04/11/13	98 75	96 67	2 08	ST
2	COMMONWEALTH REIT	07/23/12	04/12/13	49 50	48 33	1 17	ST
1	COMMONWEALTH REIT	07/23/12	04/16/13	24 60	24 17	0 43	ST
1	PRUDENTIAL FINCL INC	11/29/12	04/24/13	25 83	24 70	1 13	ST
6	PRUDENTIAL FINCL INC	11/29/12	04/25/13	154 29	148 19	6 10	ST
4	PRUDENTIAL FINCL INC	11/29/2012	04/26/13	102 99	98 79	4 20	ST
5	PRUDENTIAL FINCL INC, , ,	11/29/12	04/29/13	128 73	123 49	5 24	ST
6	PRUDENTIAL FINCL INC	11/29/12	04/30/13	154 84	148 19	6 65	ST
1	ALEXANDRIA REAL ESTATE	03/14/12	08/26/13	23 44	24 80	(1 36)	ST
20,000	STATE STREET CORP	08/27/12	08/26/13	43 62	49 96	(6 34)	ST
0	PS BUSINESS PARKS INC	09/06/12	08/26/13	20 77	24 98	(4 21)	ST
1	PUBLIC STORAGE	09/12/12	08/26/13	21 08	24 71	(3 63)	ST
1	BANK OF NEW YORK MELLON	09/14/12	08/26/13	21 42	24 84	(3 42)	ST
1	PNC FINANCIAL SRV GRP	09/18/12	08/26/13	21 63	24 68	(3 05)	ST
1	TORCH MARK CORP	09/18/12	08/26/13	22 77	25 04	(2 27)	ST
1	DTE ENERGY CO SER C	09/26/12	08/26/13	21 20	24 99	(3 79)	ST
7	GENERAL ELEC CAP CORP	10/03/12	08/26/13	152 70	172 92	(20 22)	ST
7	THE GOLDMAN SACHS GRP	10/18/12	08/26/13	159 06	175 86	(16 80)	ST

3	EXTERA ENERGY CAPITAL	11/16/12	08/26/13	58 97	73 99	(15 02)	ST
4	TELEPHONE & DATA SYSTEMS	11/27/12	08/26/13	87 02	98 88	(11 86)	ST
1	PRUDENTIAL FINCL INC	11/29/12	08/26/13	22 20	24 70	(2 50)	ST
3	COMCAST CORPORATION	12/03/12	08/26/13	68 42	73 98	(5 56)	ST
2	KIMCO REALTY CORP	12/04/12	08/26/13	41 89	49 25	(7 36)	ST
1	AFFILIATED MANAGERS GROU	12/12/12	08/26/13	25 06	25 32	(0 26)	ST
1	THE ALLSTATE CORP FIXED-	01/16/13	08/26/13	23 59	25 48	(1 89)	ST
2	DUKE ENERGY CORP	01/16/13	08/26/13	42 43	50 29	(7 86)	ST
1	PUBLIC STORAGE	01/16/13	08/26/13	20 59	24 99	(4 40)	ST
1	NEXTERA ENERGY CAP HLDGS	01/17/13	08/26/13	19 33	24 73	(5 40)	ST
2	VORNADO REALTY TRUST	01/18/13	08/26/13	41 73	49 41	(7 68)	ST
4	GENERAL ELEC CAP CORP	01/23/13	08/26/13	87 48	98 81	(11 33)	ST
1	JPMORGAN CHASE & CO	01/30/13	08/26/13	22 16	24 73	(2 57)	ST
1	PARTNERRE LTD SERIES F	02/12/13	08/26/13	20 99	24 96	(3 97)	ST
1	PUBLIC STORAGE	03/05/13	08/26/13	20 70	24 87	(4 17)	ST
1	VENTAS REALTY LP	03/07/13	08/26/13	21 79	25 32	(3 53)	ST
20	PRUDENTIAL FINANCIAL, INC.,	3/8/2013	08/26/13	44 23	49 71	(5 48)	ST
1	PPL CAPITAL-FUNDING INC*	03/13/13	08/26/13	22 40	25 02	(2 62)	ST
1	INTERSTATE POWER & LIGHT	03/15/13	08/26/13	21 03	25 09	(4 06)	ST
1	WELLS FARGO & CO NEW	03/15/13	08/26/13	28 52	29 30	(0 78)	ST
1	BOSTON PROPERTIES INC	03/19/13	08/26/13	20 81	24 77	(3 96)	ST
1	CITIGROUP INC	03/20/13	08/26/13	22 19	24 89	(2 70)	ST
1	DIGITAL REALTY TRUST INC	04/04/13	08/26/13	20 03	24 74	(4 71)	ST
1	ASPEN INSURANCE HLDG LTD	04/26/13	08/26/13	23 74	25 69	(1 95)	ST
1	BB&T CORPORATION	04/26/13	08/26/13	20 54	24 81	(4 27)	ST
1	W R.BERKLEY CORPORATION	04/26/13	08/26/13	20 76	25 06	(4 30)	ST
1	U S BANCORP	05/01/13	08/26/13	21 92	25 10	(3 18)	ST
3	GENERAL ELECTRIC CAPITAL	05/10/13	08/26/13	61 96	75 06	(13 10)	ST
1	AXIS CAPITAL HLDGS LTD	05/14/13	08/26/13	19 79	24 99	(5 20)	ST
1	RENAISSANCERE HLDGS LTD	05/21/13	08/26/13	20 05	24 92	(4 87)	ST
1	ENTERGY ARKANSAS INC	05/29/13	08/26/13	19 99	24 70	(4 71)	ST
1	BB & T CORPORATION	7/5/2013	08/26/13	20 47	22 93	(2 46)	ST
1	ENTERGY LOUISIANA LLC	07/31/13	08/26/13	19 29	19 65	(0 36)	ST
1	INTEGRYS ENERGY GRP, INC	08/14/13	08/26/13	24 19	24 63	(0 44)	ST
	unknown difference - LT			2 33	-	2 33	LT
	unknown difference - ST			-	0 28	(0 28)	ST
				92,296.80	74,990.86	17,305.94	
Per YE Statement							17,305 94
							17,291.50 LT
							14.44 ST



THEODORE & BEULAH BEASLEY FNDTN
 Account Number: H 84448-00-2

Capital Gain and Loss Schedule

Long-Term Non Covered

Code: W indicates Wash Sale
 L indicates a Nondeductible Loss other than a Wash Sale
 * Ordinary Income: O indicates Ordinary Income gain or loss
 F indicates Foreign Exchange gain or loss on Capital Transactions

Stock and
other symbol
Cusip

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ALLEGION PLC-W/I	ALLE	00/00/00		28.89	.00		28.89
CASH IN LIEU OF FRACTIONAL SHARES.	G0176J109	12/24/13					
BOEING COMPANY		01/20/09	250,000.000	250,000.00	250,000.00		.00
NOTES 5 1/8% FEB 15 2013	097023AT2	02/15/13					
JTD 2/11/2003							
CS MKT PLS GLOBAL LDERS BSKT 5/28/13		11/18/11	100,000.000	125,839.99	100,000.00		25,839.99
77% CONTIN BARRIER- 0%CPN	22546THE4	05/30/13					
UNCAPPED							
NITIAL LEVEL-11/18/11							
GLOBAL LEADERS BSKT:100							
CST BRANDS, INC.	CST	00/00/00	0.890	26.87	.00		26.87
	12646R105	05/15/13					
DELL INC	DELL	05/18/06	1,000.000	13,750.00	24,104.95		-10,354.95
	24702R101	10/30/13					
GS MARKET PLUS SPX 05/20/13		11/14/11	200,000.000	262,496.34	200,000.00		62,496.34
73.4% CONTIN BARRIER- 0%CPN	38143UZQ7	05/20/13					
UNCAPPED							
INITIAL LEVEL-11/11/11 SPX:1263.85							
JPM DUALD CONT BUFF EQ AAPL 04/10/13		03/23/12	50,000.000	35,514.68	50,000.00		-14,485.32
80% CONTIN BARRIER- 0%CPN	48125VSK7	04/10/13					
18.15% CAP							
INITIAL LEVEL-03/23/12 AAPL:596.05							



04440700170230035315
 04540700040010035315



Capital Gain and Loss Schedule

THEODORE & BEULAH BEASLEY FNDTN

Account Number: H 84448-00-2

Long-Term Non Covered

* Code: W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income: O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Stock and
other symbol
Cusip

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
KAYDON CORP		02/06/06	800.000	28,400.00	26,335.99		2,064.01
NON-TRADEABLE ASSET	486990419	10/17/13					
CORP ACTIONS CONTRA							

Total Long-Term Non Covered

716,056.77 650,440.94 65,615.83

PAGE 11 – PART XV – LINE 3a – CONTRIBUTIONS PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
American Foundation for the Blind 11030 Ables Lane, Dallas, TX 75229	Establish fund for Esther's Place apartment model for the visually impaired	30,000
Austin Street Center 2929 Hickory St., Dallas, TX 75226		5,000
Boy Scouts of America Circle Ten Council 8605 Harry Hines, Dallas, TX 75235	New facilities at camps	10,000
Camp Summit 17210 Campbell Rd., Ste. #180W, Dallas, TX 75252	2012 Campership & Financial Assistance project	6,500
Childcare Group 8585 North Stemmons Freeway, Ste. 500 South, Dallas, TX 75247	Support of childcare centers; water damage	7,500
Communities Foundation of Texas 5500 Caruth Haven Ln., Dallas, TX 75225	Setting up Dealey Plaza for "50 th JFK"	50,000
Contact Crisis Center P.O. Box 800742, Dallas, TX 75380	Support of their three core programs	6,000
Dallas Arboretum 8617 Garland Road, Dallas, TX 75218	Children's Science Education Programs	6,000
Dallas Children's Advocacy Center 3611 Swiss Avenue, Dallas, TX 75204	2011-12 Capital and Building Campaign	30,000
Dallas Opera 2403 Flora St., Dallas, TX 75201	2012 Annual Campaign and Educational Outreach	4,000
Dallas Theater Center 2400 Flora St., Dallas, TX 75201	Youth education and outreach programs	6,000
Dallas Theater Center 2400 Flora St., Dallas, TX 75201	Bringing the Wyly to Life Campaign	30,000
Dallas Wind Symphony P.O. Box 595026, Dallas, TX 75259	funding for summer music institute concert	5,000
Disciples of Christ Historical Society 1101 19 th Ave. South, Nashville, TN 37212	Phase II Exterior Renovation	50,000
Educational Opportunities, Inc. 8350 N. Central Expressway, Ste. 775 Dallas, TX 75206	Scholarship Program for high-achieving low-income Dallas school graduates	1,500
Epilepsy Foundation-Dallas/Ft. Worth 2630 Fountain View, Ste. 210, Houston, TX 77057	Programs and services	5,000
Family Compass 4210 Junius St., Dallas, TX 75246	Healthy Families Program	5,000
Friends of the Katy Trail 3523 McKinney Ave., Dallas, TX 75204	Annual Fund & General Operations	6,000
Genesis Women's Shelter 4411 Lemmon Ave., Ste. 201, Dallas, TX 75219	Emergency Client Assistance Program	5,000
Gilmont Camp & Conference Center 6075 State Hwy 155 N., Gilmer, TX 75644	Circle of Friends Retreat and Phase III of Tree House Project	12,488
Girls Scouts of Northeast Texas 6001 Summerside Dr., Dallas, TX 75252	Girl Scouts Direct program	7,500

PAGE 11 – PART XV – LINE 3a – CONTRIBUTIONS PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Good Samaritans of Garland 214 N. 12 th Street, Garland, TX 75040	General Operations	10,000
Heroes for Children 1701 North Collins, Ste 240, Richardson, TX 75080	Financial and Social Assistance Program	5,000
Interfaith Housing Coalition 5600 Ross Ave., Dallas, TX 75206	transition homeless to self-sufficiency	5,000
KERA 3000 Harry Hines Blvd., Dallas, TX 75201	Support of Programming	2,500
Metro Dallas Homeless Alliance (The Bridge) 1818 Corsicana St., Dallas, TX 75201	General operations	2,000
McKinney Avenue Transit Authority 3153 Oak Grove, Dallas, TX 75204	General operations for free trolley	5,000
Museum of Biblical Art (Biblical Arts Center) 7500 Park Lane, Dallas, TX 75225	Operating expenses	5,000
National Benevolent Association 149 Weldon Pkwy., Ste. 115 Maryland Heights, MO. 63043	Young Adult Mission House Project	5,000
New Friends New Life P.O. Box 192378, Dallas, TX 75219	Support children's programs	5,000
North Texas Food Bank 4500 Cockrell Hill Road, Dallas, TX 75236	2012 RE-think Hunger Campaign & Food 4 Kids Backpack program	75,000
Parish Episcopal School 4101 Sigma Road, Dallas, TX 75244	Create S.T.E.M. Center at Hillcrest campus	62,500
Parkland Foundation 2777 N. Stemmons Fwy., Dallas, TX. 75207	Capital Campaign	225,000
Phillips Theological Seminary 901 North Mingo Rd., Tulsa, OK 74116	help fund teaching position for 2 years	37,500
Reading & Radio Resource 2007 Randall, Dallas, TX 75201	support Recorded Books Programs	7,500
Salvation Army 8787 North Stemmons Fwy., Suite 800 Dallas, TX 75247	After school programs-7 metroplex places	8,000
St. John's Episcopal School 848 Harter Road, Dallas, TX 75218	Science Wing	145,000
Shakespeare Dallas 3630 Harry Hines Blvd, 3 rd Floor, Dallas, TX 75219	Education programs	7,500
Southwestern Diabetic Foundation P. O. Box 918, Gainesville, TX 76241	Funds for camp for children with diabetes	5,000
Susan G. Komen 5310 Harvest Hill Road, Ste. 120 Dallas, TX 75230	Support runner in Komen "3 Day Event"	1,500
Texas Christian University Fort Worth, TX 76129	2012-2013 Annual Fund	30,000

PAGE 11 – PART XV – LINE 3a – CONTRIBUTIONS PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Texas Christian University-Brite Divinity School Fort Worth, TX 76129	Beasley Challenge Fund for Faculty Development	50,000
Texas Health Resources Foundation (was Texas Health Presbyterian Foundation) 8440 Walnut Hill, Dallas, TX	Expand facilities	100,000
United Negro College Fund 2800 Swiss Avenue, Dallas, TX	Campaign for Emergency Upper Classmen Student Aid	5,000
University of Texas MD Anderson Cancer Ctr. P.O. Box 301439, Houston, TX 77230	Clinical Trials Office at Children's Cancer Hospital	20,000
Vogel Alcove 7557 Rambler Rd., Dallas, TX 75231	Child Development Services	5,000
Williams, George-College at Aurora University 347 S. Gladstone Avenue, Aurora IL 60506	Refurbish Mabel Cratty Hall	31,250
YMCA of Metropolitan Dallas 601 N. Akard, Dallas, TX 75201	2013 Partners campaign	30,000

Schedule of Contributions for Future Payment (2014-2017)
(as of 1 8 14)

ORGANIZATION	PURPOSE	TOTAL GRANT AMOUNT	DUE DATE(S)
Brite Divinity School at TCU	Beasley Challenge Fund (faculty dev)	150,000 (250,000)	50,000 in April 2014, 2015, 2016
BSA Circle Ten Council	new facilities at camp	115,000 (125,000)	57,500 in November 2014, 2015
Buckner Foundation	expansion of Family Pathways Program	75,000 (75,000)	37,500 in December 2014, 2015
Captain Hope's Kids	help with critical needs of homeless children	7,500 (7,500)	7,500 in March 2014
ChildCareGroup	support Early Care and Education Center programs	10,000 (10,000)	10,000 in March 2014
Contact Crisis Center	support of three core programs	6,000 (6,000)	6,000 in March 2014
Dallas Children's Advocacy Center	2010-2011 capital/building campaign	60,000 (100,000)	30,000 in December 2014
Dallas Children's Theater	help fund gaps in top three programs priorities	50,000 (50,000)	25,000 in May 2014, 2015
Dallas Firefighters Museum	Imaginative Play Area	150,000 (150,000)	15,000 in March 2014, 67,500 in March 2015, 2016
Dallas Zoological Society	help underwrite architectural fees-2nd part of campaign	50,000 (50,000)	25,000 in May 2014, 2015
DOC Historical Society	Phase II exter. Renovations & tech/website design	50,000 (100,000)	50,000 in November 2014
Educational Opportunities, Inc.	help low-income, high achievers obtain college degree	1,500 (1,500)	1,500 in March of 2014
Epilepsy Foundation Texas	programs and services	5,000 (25,000)	5,000 in November 2014
Epilepsy Foundation Texas	programs and services	25,000 (25,000)	12,500 in November 2015, 2016
Junior League of Dallas	support Community Service Fund	5,000 (5,000)	5,000 in March 2014
Metro Dallas Homeless Alliance	general oper. costs (The Bridge)	4,000 (10,000)	2,000 in November 2014
New Friends New Life	children's programs	5,000 (10,000)	5,000 in April 2014
North Texas Food Bank	ReThink Hunger & Food 4 Kids	75,000 (150,000)	75,000 in June 2014
Parish Episcopal School	Lower Campus STEM Center	250,000 (250,000)	62,500 in August 2014, 2015, 2016
Perot Museum of Nature & Science	underwrite programming for at-risk underserved kids	5,000 (5,000)	5,000 in March 2014
Phillips Theological Seminary	help fund external & seminary relations position-2 yrs.	37,500 (75,000)	37,500 in November 2014
Reading and Radio Resource	support of core programs	15,000 (15,000)	15,000 in April 2014
Retina Foundation of the Southwest	naming opportunity for research lab or testing room	100,000 (100,000)	25,000 in May 2014, 2015 2016, 2017
Texas Christian University	matching grant- Max K & Suzanne Jones leadership scholarship	25,000 (25,000)	25,000 in March 2014
Texas Health Resources Foundation	expansion & Beasley Conf. Ctr.	100,000 (1,000,000)	100,000 in July 2014
YMCA of Metropolitan Dallas	YMCA at White Rock Capitol Campaign	150,000 (150,000)	50,000 in December 2014, 2015, 2016
	as of January 8, 2014:		
	2014 grants	727,000.00	
	2015 grants	412,500.00	
	2016 grants	267,500.00	
	2017 grants	25,000.00	