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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

2016

Open to Public Inspection

For calendar year 2016 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 <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 31,694,149.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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			N/A	
	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	1,028,609.	1,028,609.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	98,510.			
	b Gross sales price for all assets on line 6a	837,685.			
	7 Capital gain net income (from Part IV, line 2)		98,510.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	56,584.			STATEMENT 2
b Less Cost of goods sold					
c Gross profit or (loss)	56,584.				
11 Other income					
12 Total. Add lines 1 through 11	1,183,703.	1,127,119.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	161,268.	85,472.		64,508.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	2,525.	0.		0.
	b Accounting fees STMT 4	23,803.	11,902.		10,235.
	c Other professional fees STMT 5	7,211.	6,701.		455.
	17 Interest				
	18 Taxes STMT 6	15,681.	6,539.		4,935.
	19 Depreciation and depletion	9,454.	568.		
	20 Occupancy	50,140.	17,549.		29,081.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	109,855.	60,364.		13,036.
	24 Total operating and administrative expenses. Add lines 13 through 23	379,937.	189,095.		122,250.
	25 Contributions, gifts, grants paid	1,486,997.			1,486,997.
26 Total expenses and disbursements. Add lines 24 and 25	1,866,934.	189,095.		1,609,247.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<683,231.>				
b Net investment income (if negative, enter -0-)		938,024.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	90,492.	17,098.	17,098.
	2 Savings and temporary cash investments	1,170,636.	425,601.	425,601.
	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		102,214.	102,214.
	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.	200,000.	205,103.
	b Investments - corporate stock STMT 9	8,280,886.	7,948,405.	24,882,818.
	c Investments - corporate bonds STMT 10	4,793,708.	4,775,335.	4,955,452.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	454,051.	399,676.	625,537.	
14 Land, buildings, and equipment: basis ▶ 22,742.				
Less accumulated depreciation STMT 12 ▶ 21,822.	2,415.	920.	920.	
15 Other assets (describe ▶ STATEMENT 13)	5,709.	409,663.	479,406.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,251,799.	14,278,912.	31,694,149.	
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)	0.	1,839.	
23 Total liabilities (add lines 17 through 22)	0.	1,839.		
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,251,799.	14,277,073.	
	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	15,251,799.	14,277,073.	
	31 Total liabilities and net assets/fund balances	15,251,799.	14,278,912.	

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	15,251,799.
2 Enter amount from Part I, line 27a	2	<683,231.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,568,568.
5 Decreases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED INVESTMENTS	5	291,495.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,277,073.

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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 837,685.		739,175.	98,510.

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			98,510.

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	98,510.
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))
2015	1,682,823.	31,465,277.	.053482
2014	1,442,111.	30,452,043.	.047357
2013	1,292,433.	27,066,898.	.047750
2012	1,259,717.	26,060,859.	.048338
2011	1,091,066.	25,409,621.	.042939

2 Total of line 1, column (d)	2	.239866
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	.047973
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	29,683,454.
5 Multiply line 4 by line 3	5	1,424,004.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,380.
7 Add lines 5 and 6	7	1,433,384.
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	1,609,247.

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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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	9,380.
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	9,380.
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	9,380.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	11,401.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,800.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,201.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,821.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 4,821. Refunded <input type="checkbox"/>	11	0.	

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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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 XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 2016 or the taxable year beginning in 2016 (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)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	X	
14 The books are in care of ► VICTORIA VANDERSLICE 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		N/A
16 At any time during calendar year 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 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 2016)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		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 4945(d)(4)(A)? (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)?

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

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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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		161,268.	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	
3 All other program-related investments. See instructions.	

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	28,883,601.
b	Average of monthly cash balances	1b	949,932.
c	Fair market value of all other assets	1c	301,953.
d	Total (add lines 1a, b, and c)	1d	30,135,486.
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	30,135,486.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	452,032.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,683,454.
6	Minimum investment return. Enter 5% of line 5	6	1,484,173.

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	1,484,173.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	9,380.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,380.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,474,793.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,474,793.
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	1,474,793.

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	1,609,247.
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	1,609,247.
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	9,380.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,599,867.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,474,793.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015	74,566.			
f Total of lines 3a through e	74,566.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,609,247.				
a Applied to 2015, 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 2016 distributable amount				1,474,793.
e Remaining amount distributed out of corpus	134,454.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	209,020.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	209,020.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015	74,566.			
e Excess from 2016	134,454.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

THEODORE AND BEULAH BEASLEY
FOUNDATION, INC.**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED				1,486,997.
Total			▶ 3a	1,486,997.
b Approved for future payment				
SEE ATTACHED				3,301,600.
Total			▶ 3b	3,301,600.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,028,609.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	98,510.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	211110	56,584.			
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		56,584.		1,127,119.	0.
13 Total. Add line 12, columns (b), (d), and (e)					1,183,703.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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.

Signature of officer or trustee Victoria Orendico Date 11/14/2017 Title President

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

☒ Yes ☐ No

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	IRA L. NEVELOW	<i>Ira Nevelow</i>	11/13/17		P00083210
	Firm's name ▶ WEAVER AND TIDWELL, LLP			Firm's EIN ▶ 75-0786316	
	Firm's address ▶ 12221 MERIT DRIVE, SUITE 1400 DALLAS, TX 75251			Phone no. 972-490-1970	

Form **990-PF** (2016)

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	1,028,785.	176.	1,028,609.	1,028,609.	
TO PART I, LINE 4	1,028,785.	176.	1,028,609.	1,028,609.	

FORM 990-PF

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

STATEMENT 2

INCOME

1. GROSS RECEIPTS	56,584	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		56,584
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4).		56,584
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		56,584

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
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,525.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,525.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	23,803.	11,902.		10,235.
TO FORM 990-PF, PG 1, LN 16B	23,803.	11,902.		10,235.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	6,426.	6,426.		0.
OUTSIDE CONTRACT SERVICES	785.	275.		455.
TO FORM 990-PF, PG 1, LN 16C	7,211.	6,701.		455.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FICA TAXES	12,337.	6,539.		4,935.
PROPERTY TAX	49.	0.		0.
SEVERENCE TAXES	3,295.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,681.	6,539.		4,935.

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	34,380.	0.		0.	
TELEPHONE	3,699.	1,295.		2,145.	
INSURANCE	22,981.	12,180.		9,192.	
OFFICE	1,238.	433.		718.	
BOND PREMIUM AMORTIZATION	45,865.	45,864.		0.	
OTHER	1,692.	592.		981.	
TO FORM 990-PF, PG 1, LN 23	109,855.	60,364.		13,036.	

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		200,000.	205,103.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			200,000.	205,103.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			200,000.	205,103.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK			7,948,405.	24,882,818.
TOTAL TO FORM 990-PF, PART II, LINE 10B			7,948,405.	24,882,818.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	4,775,335.	4,955,452.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,775,335.	4,955,452.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	330,170.	563,161.
MUTUAL FUNDS	COST	69,506.	62,376.
TOTAL TO FORM 990-PF, PART II, LINE 13		399,676.	625,537.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
MONROE CREDENZA DESK	2,300.	2,300.	0.
MONROE EXECUTIVE DESK	1,530.	1,530.	0.
MONROE EXECUTIVE DESK	1,530.	1,530.	0.
GARRETT OFFICE CHAIR	630.	630.	0.
TANNER EXECUTIVE CHAIR	450.	450.	0.
CONFERENCE TABLE AND CHAIRS	664.	664.	0.
HP COMPUTER	1,460.	1,460.	0.
TELEPHONE SYSTEM	976.	976.	0.
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.	532.	27.
TOSHIBA COPIER	2,425.	2,302.	123.
STACY FURNITURE	796.	597.	199.
HAVERTYS FURNITURE	620.	464.	156.
HAVERTYS COFFEE TABLE	470.	354.	116.
LENOVO PC	713.	535.	178.
SOFTWARE	250.	188.	62.

COAT RACK	129.	70.	59.
TOTAL TO FM 990-PF, PART II, LN 14	22,742.	21,822.	920.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROCEEDS RECEIVABLE	5,709.	409,663.	409,663.
ACCRUED REVENUE	0.	0.	69,743.
TO FORM 990-PF, PART II, LINE 15	5,709.	409,663.	479,406.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD CLEARING	0.	1,839.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	1,839.

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	80,634.	0.	0.
VICKI VANDERSLICE 3811 TURTLE CREEK BLVD., SUITE 940 DALLAS, TX 75219	VICE PRESIDENT, SECRETARY 35.00	80,634.	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	HONORARY 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		161,268.	0.	0.

THE THEODORE AND BEULAH BEASLEY FOUNDATION, INC.
FORM 990 PF-2016 75-6035806

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

NAME AND ADDRESS	PURPOSE	AMOUNT
American Cancer Society 8900 Carpenter Fwy., Dallas, TX 75247	Dallas Transportation Program	50,000
American Cancer Society 8900 Carpenter Fwy., Dallas, TX 75247	Hope Lodge construction	125,000
American Red Cross 4800 Harry Hines Blvd., Dallas, TX 75235	Disaster Services Program	12,500
Association for Independent Living 2826 Storey Lane, Dallas, TX 75220	AFIL WAY Program	5,000
Austin Street Center 2929 Hickory St., Dallas, TX 75226	General Operations	7,500
Boys & Girls Clubs of Greater Dallas 4816 Worth Street, Dallas, TX 75246	Academic Success Program	10,000
Camp Summit 17210 Campbell Rd., Ste. #180W, Dallas, TX 75252	2016 Campership & Financial Assistance project	6,500
Captain Hope's Kids 10480 Shady Trail, Ste 104, Dallas, TX 75220	meet needs of homeless children	7,500
ChildcareGroup 8585 North Stemmons Fwy., Ste. 500 South, Dallas, TX 75247	Support of Early Care and education centers	10,000
Children's Craniofacial Association 13140 Coit Rd., Ste. 517, Dallas, TX 75240	Financial assistance for families traveling far distances for craniofacial care	5,000
Community Partners of Dallas 1215 Skiles Street, Dallas, TX 75204	Programs and projects for at-risk children	5,000
Cristo Rey Dallas College Prep 1064 N. St. Augustine Dr., Dallas, TX 75217	New Academic Building	75,000
Crystal Charity Ball 3838 Oak Lawn, Ste. L150, Dallas, TX 75219	2016 charity beneficiaries	5,000
Dallas Arboretum 8617 Garland Road, Dallas, TX 75218	Children's Science Education Programs	10,000
Dallas Arboretum 8617 Garland Road, Dallas, TX 75218	Orchard, vineyard, and picnic area	150,000
Dallas Area Habitat for Humanity 2800 N. Hampton Road, Dallas, TX 75212	Renewal of Joppa Community	50,000
Dallas Children's Theater 5938 Skillman, Dallas, TX 75231	Help with three funding priorities	25,000
Dallas Firefighters Museum 3801 Parry Ave., Dallas, TX 75226	Imaginative Play Area	67,500
Dallas Opera 2403 Flora St., Dallas, TX 75201	Dallas Opera Education and Family Outreach Programs	5,000
Dallas Theater Center 2400 Flora St., Dallas, TX 75201	Tickets for at-risk you for Project Discovery	8,000
Dallas Zoological Society 650 S. R.L. Fwy., Dallas, TX 75203	Building and developing Wild Earth Academy	62,500

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

NAME AND ADDRESS	PURPOSE	AMOUNT
Educational Opportunities, Inc. 8350 N. Central Expy., Ste. 775 Dallas, TX 75206	Scholarship Program for high-achieving low-income Dallas school graduates	3,000
Epilepsy Foundation Texas 2401 Fountain View, Ste. 900, Houston, TX 77057	Programs and services	12,500
Family Compass 4210 Junius St., Dallas, TX 75246	Healthy Families Program	6,500
Family Gateway 600 Jackson St., Dallas, TX 75202	General operating costs	5,000
Friends of the Katy Trail 3523 McKinney Ave., Dallas, TX 75204	redo irrigation and landscape for Beasley Entrance	30,429
Genesis Women's Shelter 4411 Lemmon Ave., Ste. 201, Dallas, TX 75219	General Operating costs at Outreach Office	6,500
George Williams College at Aurora University 347 S. Gladstone Ave., Aurora, Ill 60505-4892	Lecture and recital hall	25,000
George Williams College at Aurora University 347 S. Gladstone Ave., Aurora, Ill 60505-4892	Science Lab	25,000
Gilmont Camp & Conference Center 6075 State Hwy 155 N., Gilmer, TX 75644	Ropes Course, Circle of Friends, Campership Fund, core programs	30,000
Good Samaritans of Garland 214 N. 12 th St., Garland, TX 75040	General Operations	15,000
Junior League of Dallas 8003 Inwood Rd., Dallas, TX 75209	2016 Charity Beneficiaries and training of volunteers	5,000
KIPP Dallas-Fort Worth College Preparatory 1401 South Lamar St., Dallas, TX 75215	Kipp Destiny Middle School STEM Program	2,500
National Benevolent Association 733 Union Boulevard, Ste. 300 St. Louis, MO 63108	NBA XPlor Program	37,500
National City Christian Church 5 Thomas Circle, N.W., Washington, D.C, 20005	Finish out Beasley Building flooring	41,068
National Council of Jewish Women, Greater Dallas Section 6025 Royal Lane, Ste. 219-9, Dallas, TX 75230	Home Instruction for Parents of Preschool Youngsters (HIPPY) Project	5,000
North Texas Food Bank 4500 Cockrell Hill Rd., Dallas, TX 75236	Main Program	50,000
Parish Episcopal School 4101 Sigma Rd., Dallas, TX 75244	Create S.T.E.M. Center - Hillcrest campus	62,500
Retina Foundation of the Southwest 9600 Central Expy., Ste. 200, Dallas, TX 75231	help fund research lab or testing room	25,000
Ronald McDonald House 4707 Bengal St., Dallas, TX 75235	Summertime Fund Programs	2,500
Shakespeare Dallas 3630 Harry Hines Blvd, Dallas, TX 75219	Shakespeare on the Go!	7,500

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

NAME AND ADDRESS	PURPOSE	AMOUNT
SW Affiliate - American Heart Association 7272 Greenville Ave., Dallas, TX 75231	Don't Die of Doubt campaign	75,000
SW Affiliate - American Heart Association 7272 Greenville Ave., Dallas, TX 75231	Cardio-vascular research at UT Southwestern Medical Center	75,000
Southwestern Diabetic Foundation P. O. Box 918, Gainesville, TX 76241	Camp Sweeney for children with diabetes	5,000
Suicide & Crisis Center of North Texas 2800 Swiss Ave., Dallas, TX 75204	Teens Can Survive Program	2,500
Texas Christian University-Brite Divinity School TCU Box 298130, Fort Worth, TX 76129	Beasley Challenge Fund for Faculty Development	50,000
Texas Christian University-Brite Divinity School TCU Box 298130, Fort Worth, TX 76129	Development of staffing focused on annual expended giving	25,000
Visiting Nurse Association of Texas 1600 Viceroy, Ste 400, Dallas, TX 75235	Additional 42 Wheels on Meals families	62,500
Vogel Alcove P.O. Box 150948, Dallas, TX 75315-0948	Therapeutic Early Child Development Program	7,500
YMCA of Metropolitan Dallas 601 N. Akard, Dallas, TX 75201	2016 Annual campaign	35,000
YMCA of Metropolitan Dallas 601 N. Akard, Dallas, TX 75201	White Rock Capital Campaign	50,000

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	PUBLICLY TRADED SECURITIES - JPMORGAN	P		
b	PUBLICLY TRADED SECURITIES - JPMORGAN - WORTHLESS	P		
c	PROCTOR & GAMBLE PROFIT SHARING	P	09/29/05	01/05/16
d	PROCTOR & GAMBLE PROFIT SHARING	P	09/29/05	07/01/16
e	US TREASURY BONDS 270PV	P		05/15/16
f	PUBLICLY TRADED SECURITIES - MERRILL LYNCH	P		
g	PUBLICLY TRADED SECURITIES - MERRILL LYNCH	P		
h	PUBLICLY TRADED SECURITIES - MERRILL LYNCH	P		
i	PUBLICLY TRADED SECURITIES - MERRILL LYNCH	P		
j	PUBLICLY TRADED SECURITIES ON HAND	P		
k	CAPITAL GAINS DIVIDENDS			
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 17.			17.
b		61,363.	<61,363.>
c 11,397.		12,511.	<1,114.>
d 11,952.		13,120.	<1,168.>
e 270,000.		253,902.	16,098.
f 7,174.		7,072.	102.
g 54,812.		49,803.	5,009.
h 3,264.		2,712.	552.
i 7.		8.	<1.>
j 478,886.		338,684.	140,202.
k 176.			176.
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			17.
b			<61,363.>
c			<1,114.>
d			<1,168.>
e			16,098.
f			102.
g			5,009.
h			552.
i			<1.>
j			140,202.
k			176.
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	98,510.
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