

Financial Statements
Years Ended
December 31, 2005 and 2004

Beazley Foundation, Incorporated

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Certified Public Accountants
Financial Planning
Specialized Services

Beazley Foundation, Incorporated

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Report of Independent Auditors

Board of Directors
Beazley Foundation, Incorporated

We have audited the accompanying statements of financial position of *Beazley Foundation, Incorporated* as of December 31, 2005 and 2004 and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of *Beazley Foundation, Incorporated* as of December 31, 2005 and 2004, and the results of its activities and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Goodman + Company LLP

Norfolk, Virginia
April 8, 2006

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Beazley Foundation, Incorporated

Statements of Financial Position

December 31,	2005	2004
Assets		
Investments, held by bank and broker trustee		
Cash equivalents	\$ 1,500,481	\$ 2,591,380
U.S. government securities	5,070,301	6,608,143
Corporate stocks and bonds	54,612,744	54,037,027
	<u>61,183,526</u>	<u>63,236,550</u>
Accrued interest receivable	77,586	113,602
	<u>61,261,112</u>	<u>63,350,152</u>
Assets held by Foundation		
Cash and cash equivalents	899,782	364,189
Investments, managed by Foundation	1,167,349	774,088
Accrued interest receivable on Foundation managed assets	-	8,429
Prepaid expenses	5,979	6,382
Income tax refund receivable	95,826	-
Property and equipment, less accumulated depreciation	293,854	308,710
Cash surrender value of life insurance	12,196	11,287
Annuity	15,495	25,133
	<u>2,490,481</u>	<u>1,498,218</u>
	<u>\$ 63,751,593</u>	<u>\$ 64,848,370</u>
Liabilities and Net Assets		
Accounts payable and accrued expenses	\$ 124,080	\$ 130,721
Gifts and grants payable	1,266,753	500,000
Deferred compensation	1,637,755	1,739,498
Excise taxes payable	-	118,742
Deferred excise taxes	101,756	123,853
Total liabilities	<u>3,130,344</u>	<u>2,612,814</u>
Net assets - unrestricted	<u>60,621,249</u>	<u>62,235,556</u>
	<u>\$ 63,751,593</u>	<u>\$ 64,848,370</u>

The accompanying notes are an integral part of these financial statements.

Beazley Foundation, Incorporated

Statements of Activities

Years Ended December 31,	2005	2004
Changes in unrestricted net assets		
Revenues, gains and losses		
Net realized gain on sale of investments	\$ 3,022,498	\$ 5,776,903
Interest and dividends	1,314,762	1,487,172
Net unrealized loss on investments	(836,939)	(1,838,112)
Other	(42,215)	(28,273)
Loss on abandoned equipment	-	(5,277)
	<u>3,458,106</u>	<u>5,392,413</u>
Expenses		
Program services:		
Gifts and grants	3,768,998	1,650,993
Charitable program expenses	355,752	325,243
Administrative expenses	926,244	1,036,625
Federal excise tax expense	21,419	101,749
	<u>5,072,413</u>	<u>3,114,610</u>
Change in unrestricted net assets	(1,614,307)	2,277,803
Unrestricted net assets - beginning of year	<u>62,235,556</u>	<u>59,957,753</u>
Unrestricted net assets - end of year	<u>\$ 60,621,249</u>	<u>\$ 62,235,556</u>

The accompanying notes are an integral part of these financial statements.

Beazley Foundation, Incorporated

Statements of Cash Flows

Years Ended December 31,	2005	2004
Cash flows from operating activities		
Change in net unrestricted assets	\$ (1,614,307)	\$ 2,277,803
Adjustments to reconcile to net cash from operating activities:		
Depreciation	22,556	23,952
Amortization of premiums and discounts on investments	-	1,856
Net realized gain on sale of investments	(3,022,498)	(5,776,903)
Net unrealized loss on investments	836,939	1,838,112
Loss on abandoned equipment	-	5,277
Deferred excise tax benefit	(22,097)	(35,758)
Change in:		
Accrued interest receivable	36,016	99,888
Cash surrender value of life insurance	(909)	(5,108)
Prepaid expenses	403	(350)
Accounts payable and accrued expenses	(6,641)	31,709
Refundable excise taxes	(214,568)	109,035
Gifts and grants payable	766,753	(335,669)
Deferred compensation	(101,743)	30,206
Net cash from operating activities	<u>(3,320,096)</u>	<u>(1,735,950)</u>
Cash flows from investing activities		
Proceeds from sales of investments	30,101,539	76,898,456
Purchases of investments	(27,338,686)	(73,909,360)
Purchases of property and equipment	(7,701)	(6,671)
Proceeds from annuity	9,638	11,324
Net cash from investing activities	<u>2,764,790</u>	<u>2,993,749</u>
Net change in cash and cash equivalents	(555,306)	1,257,799
Cash and cash equivalents - beginning of year	<u>2,955,569</u>	<u>1,697,770</u>
Cash and cash equivalents - end of year	<u>\$ 2,400,263</u>	<u>\$ 2,955,569</u>
Cash and cash equivalents are presented as follows:		
Cash and equivalents, held by bank and broker trustee	\$ 1,500,481	\$ 2,591,380
Cash and equivalents held by Foundation	899,782	364,189
	<u>\$ 2,400,263</u>	<u>\$ 2,955,569</u>
Supplemental disclosure of cash flow information		
Cash paid for excise taxes	\$ 257,979	\$ 28,472

The accompanying notes are an integral part of these financial statements.

Beazley Foundation, Incorporated

Notes to Financial Statements

December 31, 2005 and 2004

1. Organization and Nature of Activities

Beazley Foundation, Incorporated (Foundation) was organized by Fred W. Beazley, Marie C. Beazley and their son, Fred W. Beazley, Jr., who contributed the Foundation's original assets to further the cause of charity, education and religion.

2. Summary of Significant Accounting Policies

Financial Statements

Financial statements of not-for-profit organizations report net assets as permanently restricted, temporarily restricted, and unrestricted based on the existence or absence of donor contributed assets which have temporary or permanent restrictions applicable to them. At December 31, 2005 and 2004, all of the Foundation's assets have been classified as unrestricted.

Basis of Accounting

The Foundation uses the accrual basis of accounting.

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses and disclosure of contingent assets and liabilities for the reported periods. Actual results could differ from those estimates and assumptions.

Investments

Investments in equity securities with readily determinable fair values and all debt securities are reported at fair market value with unrealized gains and losses included in the statement of activities.

Investments in limited liability companies operating commercial rental properties are reported at historical cost adjusted for results of operations, additional contributions, and distributions. This method is necessary due to the lack of a readily determinable fair value of the companies or their underlying assets.

Cash Equivalents

The Foundation considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Property and Equipment

Property and equipment are recorded at cost if purchased or at estimated fair market value at time of acquisition if acquired by gift.

Depreciation is provided on a straight-line basis over the following estimated useful lives:

Building and improvements	5 - 40 years
Equipment and furnishings	5 - 10 years
Vehicle	5 years

Gifts and Grants

Unconditional promises to make gifts and grants are recorded when they are communicated to the recipient and conditional promises to make gifts and grants are recorded once the condition imposed by the Foundation has been met. Gifts and grants are reported for tax purposes on the cash basis.

Deferred Compensation

Deferred compensation represents the estimated present value of future payments required under deferred compensation arrangements using appropriate accrual estimates, a 7% discount factor, and a 5% cost of living adjustment.

Excise Taxes

The Foundation is a private foundation under Internal Revenue Service regulations and thus is required to pay a 1% or 2% excise tax on its net investment income and to make annual charitable distributions of 5% of the average market value of its investment assets in order to avoid additional taxation.

Excise taxes are provided for the effects of transactions reported in the financial statements, and consist of taxes currently due plus deferred taxes related to unrealized losses/gains on investments reported for financial statements. The deferred tax asset/liability represents the future tax return consequences of those losses/gains when realized.

Concentration of Credit Risk

Financial instruments which potentially subject the Foundation to concentration of credit risk consist principally of temporary cash investments. The Foundation places its temporary cash investments with high credit quality financial institutions. At December 31, 2005 and 2004, the Foundation had temporary cash investments on deposit in excess of the FDIC insured limit at a single financial institution. In addition, a portion of the cash at one of the financial institutions is held in an overnight investment account which is not insured by the FDIC.

3. Investments

Investments held by trustees consist of the following:

	2005		2004	
	Cost	Market	Cost	Market
Cash equivalents	\$ 1,500,481	\$ 1,500,481	\$ 2,591,380	\$ 2,591,380
U.S. government securities	5,241,307	5,070,301	6,345,632	6,608,143
Common stocks	49,402,567	54,612,744	48,151,719	54,037,027
	56,144,355	61,183,526	57,088,731	63,236,550
Accrued interest	77,586	77,586	113,602	113,602
	\$ 56,221,941	\$ 61,261,112	\$ 57,202,333	\$ 63,350,152

Investment management fees of \$355,272 and \$340,896 were paid to investment managers during 2005 and 2004, respectively.

Investments managed by the Foundation consist of the following:

	2005		2004	
	Cost	Market	Cost	Market
U.S. government securities	\$ -	\$ -	\$ 333,155	\$ 329,566
Tidewater Holdings Co., LLC 1.456% limited interest	219,757	219,757	250,000	250,000
Fairfield Associates, LLC 2.3716% limited interest	81,805	81,805	98,319	98,319
Elmhurst Associates LLC 6.8301% limited interest	81,465	81,465	96,203	96,203
Galleria Woods Gardens Associates, LLC 2.9052% limited interest	142,700	142,700	-	-
Lumber River Associates, LLC 14.5517% limited interest	175,432	175,432	-	-
Atlanta-Durham Holdings, LLC 1.6129032% limited interest	215,931	215,931	-	-
Atlanta-Dallas Holdings, LLC 1.570434% limited interest	250,259	250,259	-	-
	\$ 1,167,349	\$ 1,167,349	\$ 777,677	\$ 774,088

The limited liability companies represent entities which have invested in various real estate investments.

4. Property and Equipment

Property and equipment used for charitable and administrative purposes consist of the following:

	<u>2005</u>	<u>2004</u>
Land	\$ 58,946	\$ 58,946
Buildings and improvements	490,038	486,463
Equipment and furnishings	143,370	139,244
Vehicle	26,131	26,131
	<u>718,485</u>	<u>710,784</u>
Less - accumulated depreciation	(424,631)	(402,074)
	<u>\$ 293,854</u>	<u>\$ 308,710</u>

5. Deferred Compensation

The Foundation has deferred compensation agreements with seven former officer-trustees or their surviving spouses, one current employee, and the immediate past President who is now serving as a trustee. The agreements call for monthly cash payments from the date of retirement for their lifetime and their spouses' lifetime. Effective January 1, 1992, the employees' deferred compensation payments commenced and are being partially funded by an annuity. At December 31, 2005 eight deferred compensation participants or their surviving spouses were receiving benefits under these agreements.

The provision for deferred compensation was \$88,238 and \$211,782 in 2005 and 2004, respectively. A total of \$189,981 and \$181,576 was paid to participants during 2005 and 2004, respectively. The Foundation expects to distribute \$182,571 in 2006.

6. Excise Tax

Federal excise tax expense on net investment income is as follows:

	<u>2005</u>	<u>2004</u>
Excise tax percentage	<u>1%</u>	<u>2%</u>
Excise tax currently due	\$ 43,516	\$ 137,507
Deferred excise tax expense	(22,097)	(35,758)
	<u>\$ 21,419</u>	<u>\$ 101,749</u>

The deferred excise tax liabilities result from the recognition of unrealized gains and losses in the financial statements on investments held by the Foundation. Unrealized gains or losses are not subject to federal excise tax expense or benefit until these investments are sold and the gains and losses are realized.

The deferred tax assets result from the losses that are being carried forward and which are associated with unrelated business taxable income generated by the Foundation's investments in various rental real estate limited liability companies.

In order to avoid additional tax, the Foundation is required to make minimum annual distributions for charitable purposes based on income and the average market value of assets held during each tax year. Qualifying distributions in excess of minimum annual distributions may be carried forward for a specific period to reduce future minimum annual distribution requirements.

A summary of distribution requirements for 2005 and 2004 are as follows:

	<u>2005</u>	<u>2004</u>
Undistributed income from prior year	\$ 1,707,339	\$ 1,831,059
Distributable amount	3,061,634	2,930,166
Qualifying distributions made	<u>(3,990,990)</u>	<u>(3,053,866)</u>
 Undistributed income at end of year required to be distributed within one year	 <u>\$ 777,983</u>	 <u>\$ 1,707,359</u>

7. Pension Plan

The Foundation has a money purchase pension plan which covers all employees. An employee becomes 100% vested after five years of service. Contributions to the plan are calculated annually at 10% of eligible wages. Contributions of \$40,547 and \$38,119 have been accrued in 2005 and 2004, respectively.

8. Estate of Fred W. Beazley

The Foundation is the residual beneficiary of the Fred W. and Marie C. Beazley Trust and Emergency Fund which was established on behalf of certain members of the Beazley family. The balance, if any, to be received by the Foundation after distributions to the family is not determinable at the present time.

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Certified Public Accountants
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Report of Independent Auditors on Supplementary Information

Board of Trustees
Beazley Foundation, Incorporated

Our report on the audits of the statements of financial position of ***Beazley Foundation, Incorporated*** as of December 31, 2005 and 2004, and the related statements of activities, and cash flows for the years then ended appears on page 1. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information included on pages 11 through 18 is presented for purposes of additional analysis and is not a required part of the basic financial statements. The supplementary information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Goodman & Company LLP

Norfolk, Virginia
April 8, 2006

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Beazley Foundation, Incorporated

Gifts and Grants Awarded

Years Ended December 31,	2005	2004
The Academy of Music	\$ 15,000	\$ 25,000
ACCESS College Foundation	58,500	-
American Red Cross	-	2,200
An Achievable Dream	25,000	25,000
Angel Flight of Virginia	-	31,865
Atlantic Shores Christian Schools	-	25,000
Bon Secours Maryview Foundation	65,000	-
Boys & Girls Club of Southeast Virginia	-	35,000
Boys & Girls Club of the Virginia Peninsula	-	7,500
Camp Holiday Trails	5,000	5,000
Cape Henry Collegiate School	25,000	-
Catholic Charities of Hampton Roads, Inc.	-	20,000
Cavalier Manor Little League, Inc.	-	300
Cerebral Palsy of Virginia	28,586	-
Chesapeake Bay Academy	50,000	-
Chesapeake Bay Foundation	35,000	25,000
Chesapeake Care Free Clinic	80,000	8,030
Chesapeake Health Foundation	100,000	-
Chesapeake Rotary Club Endowment Fund	-	2,500
Chesapeake Service Systems, Inc.	50,000	-
Child and Family Services	-	25,000
Children's Center, The	-	20,000
Children's Hospital of the King's Daughters	25,000	25,000
Children's Performance Workshops, Inc.	-	27,000
Children's Resources	-	3,000
CHIP/Healthy Families Chesapeake	25,000	-
Churchland High School	-	1,000
City of Norfolk, Office of Grants Management	5,000	-
College Fund, The/UNCF	10,000	-
Community Resource Network of Chesapeake, Inc.	25,000	-
Cornerstone Christian School	9,000	-
Corporation for Jefferson's Poplar Forest, The	25,000	-
Ecumenical Family Shelter (The Dwelling Place)	-	15,000
Elizabeth River Project, The	30,000	6,954
Foodbank of Southeastern Virginia	20,000	-
Foundation Center	1,500	1,500
Subtotal	<u>712,586</u>	<u>336,849</u>

(Continued)

Beazley Foundation, Incorporated

Gifts and Grants Awarded

Years Ended December 31,	2005	2004
Subtotal forward	\$ 712,586	\$ 336,849
Friends of the Portsmouth Juvenile Court	12,000	24,000
Great Bridge Battlefields and Waterways History Foundation	50,000	-
Historic St. Luke's Church	-	28,500
Hoffler Creek Wildlife Foundation	-	25,000
Hope House Foundation	34,400	-
Horizon's - Hampton Roads Student Enrichment Program	6,000	-
Isle of Wight Academy	15,000	-
Jacob's Ladder	15,000	-
Jamestown-Yorktown Foundation, Inc.	-	50,000
Judeo-Christian Outreach Center	50,000	-
Kiwanis Children's Council of South Hampton Roads	-	10,000
Mariners' Museum, The	-	25,000
Nansemond Suffolk Academy	-	50,000
Nature Conservancy, The	5,000	-
Norfolk Christian Schools	-	30,000
Norfolk Senior Center	10,000	-
Park Place Child Life Center	10,000	-
Park Place School	15,000	-
Patrick Henry Boys and Girls Plantation, Inc.	5,000	-
Physicians for Peace	-	15,240
PORTCO, Inc.	20,890	-
Portsmouth Community Concerts	-	4,700
Portsmouth Community Foundation	35,000	25,000
Portsmouth Community Health Center	200,000	400,000
Portsmouth Crime Line	2,000	2,000
Portsmouth Museum Foundation	-	10,700
Portsmouth Professional Firefighters Local 539	-	250
Portsmouth Public Schools - Scholarships	93,000	96,000
Portsmouth Schools Foundation - ACCESS Program	75,000	75,000
Portsmouth Schools Foundation - Athletic Equipment	25,000	-
Portsmouth Self Sufficiency Project	41,540	-
Project Lifesaver International, Inc.	2,838	-
Salvation Army	-	2,500
Seton House	-	10,000
Subtotal	1,435,254	1,220,739

(Continued)

Beazley Foundation, Incorporated

Gifts and Grants Awarded

Years Ended December 31,	2005	2004
Subtotal forward	\$ 1,435,254	\$ 1,220,739
Seton Youth Shelters	25,000	-
Shriners Hospital for Children	50	-
Society of St. Andrew	-	2,500
Southeast 4-H Educational Center	20,000	-
Southeastern Council of Foundations	4,041	4,681
Starbase-Atlantis	30,000	20,000
Stonebridge School	-	-
St. Christopher School	8,772	25,322
St. Mary's Home for Disabled Children	-	25,000
St. Matthew's School	-	15,000
St. Paul's Episcopal Church	-	10,000
Suffolk Meals on Wheels	3,500	2,500
Sunshine Health Center	-	12,500
Tidewater Academy	40,000	-
Tidewater Chapter of the American Guild of Organists	-	1,000
Tidewater Community College Educational Foundation	1,477,631	-
Tidewater Pastoral Counseling Services	7,500	5,000
Tidewater Winds	10,000	5,000
Triple R Ranch	-	25,000
United Jewish Foundation of Tidewater	-	40,000
United Way of South Hampton Roads	86,000	50,000
Union Theological Seminary & Presbyterian School of Christian Education	5,000	2,000
Virginia Air and Space Museum	-	45,251
Virginia Aquarium and Marine Science Center	25,000	-
Virginia Beach Foundation	5,000	-
Virginia College Fund	25,000	25,000
Virginia Institute of Marine Science School of Marine Science	50,000	-
Virginia Legal Aid Society	29,500	5,000
Virginia Marine Science Museum	-	35,000
Virginia Maritime Heritage Foundation	25,000	-
Virginia Military Institute Foundation	10,000	-
Virginia Opera	-	5,000
Virginia Symphony	-	5,000
Virginia Wesleyan College	105,000	10,000
Volunteer Hampton Roads	16,750	2,500
WHRO	-	2,000
William & Mary, The College of	-	50,000
YMCA of Portsmouth	250,000	-
YMCA of South Hampton Roads	75,000	-
Total	\$ 3,768,998	\$ 1,650,993

Beazley Foundation, Incorporated

Charitable Program Expenses

Years Ended December 31,	2005	2004
Beazley Senior Center		
Salaries and wages	\$ 193,614	\$ 177,477
Group insurance	57,761	45,358
Program supplies	33,541	34,847
Utilities	20,089	19,979
Payroll taxes	14,811	13,577
Repairs and maintenance	14,034	12,608
Depreciation	11,014	11,227
Other insurance	7,106	6,491
Office supplies	2,329	2,624
Taxes and licenses	1,273	592
Miscellaneous	180	463
Total	\$ 355,752	\$ 325,243

The accompanying notes are an integral part of these financial statements.

Beazley Foundation, Incorporated

Administrative Expenses

Years Ended December 31,	2005	2004
Investment management fees	\$ 355,272	\$ 340,896
Salaries and wages	283,872	279,092
Deferred compensation expense	88,238	211,782
Group insurance	52,305	48,357
Pension plan contribution	40,547	38,119
Professional services	19,925	29,729
Payroll taxes	16,333	15,867
Depreciation	11,542	12,726
Utilities	10,070	9,839
Repairs and maintenance	7,383	6,181
Office supplies	7,382	11,346
Staff development	6,612	9,424
Other insurance	6,199	6,918
Travel	4,516	7,360
Property taxes	3,993	3,772
Miscellaneous	12,055	5,217
Total	\$ 926,244	\$ 1,036,625

The accompanying notes are an integral part of these financial statements.

Beazley Foundation, Incorporated

Gifts and Grants - Cash Basis

Years Ended December 31,	2005	2004
Academy of Music, The	\$ 15,000	\$ 25,000
ACCESS College Foundation	58,500	-
American Red Cross	-	2,200
An Achievable Dream	25,000	25,000
Angel Flight of Virginia	-	31,865
Atlantic Shores Christian Schools	-	25,000
Bon Secours Maryview Foundation	65,000	-
Boys & Girls Club of Southeast Virginia	-	35,000
Boys & Girls Club of the Virginia Peninsula	-	7,500
Camp Holiday Trails	5,000	5,000
Cape Henry Collegiate School	25,000	-
Catholic Charities of Hampton Roads, Inc.	-	20,000
Cavalier Manor Little League, Inc.	-	300
Cerebral Palsy of Virginia	28,586	-
Chesapeake Bay Academy	50,000	-
Chesapeake Bay Foundation	35,000	25,000
Chesapeake Care Free Clinic	80,000	8,030
Chesapeake Health Foundation	100,000	-
Chesapeake Rotary Club Endowment Fund	-	2,500
Chesapeake Service Systems, Inc.	50,000	-
Child and Family Services	-	25,000
Children's Center, The	-	20,000
Children's Hospital of the King's Daughters	25,000	25,000
Children's Performance Workshops, Inc.	-	27,000
Children's Resources	-	3,000
CHIP/Health Families Chesapeake	25,000	-
Churchland High School	-	1,000
College Fund, The/UNCF	10,000	-
Community Resource Network of Chesapeake, Inc.	25,000	-
Cornerstone Christian School	9,000	-
Corporation for Jefferson's Poplar Forest, The	25,000	-
Eastern Virginia Medical School	100,000	50,000
Ecumenical Family Shelter (The Dwelling Place)	-	15,000
Elizabeth River Project, The	30,000	6,954
Foodbank of Southeastern Virginia	20,000	-
Foundation Center	1,500	1,500
Friends of Chevra Thelim	-	-
Friends of the Portsmouth Juvenile Court	12,000	24,000
Great Bridge Battlefield & Waterways History Foundation	50,000	-
Help and Emergency Response (H.E.R.)	-	6,750
Historic St. Luke's Church	-	28,500
Subtotal	869,586	446,099

(Continued)

Beazley Foundation, Incorporated

Gifts and Grants - Cash Basis

Years Ended December 31,	2005	2004
Subtotal forward	\$ 869,586	\$ 446,099
Hoffler Creek Wildlife Foundation	-	25,000
Hope House Foundation	34,400	-
Horizon's - Hampton Roads Student Enrichment Program	6,000	-
Isle of Wight Academy	15,000	-
Jacob's Ladder	15,000	-
Jamestown-Yorktown Foundation, Inc.	-	50,000
Judeo-Christian Outreach Center	50,000	-
Kiwanis Children's Council of South Hampton Roads	-	10,000
Mariners' Museum, The	-	25,000
Nansemond Suffolk Academy	-	50,000
City of Norfolk	5,000	-
Norfolk Christian Schools	-	30,000
Norfolk Senior Center	10,000	-
Old Dominion University	-	38,919
Park Place Child Life Center	10,000	-
Park Place School	15,000	-
Patrick Henry Boys & Girls Plantation, Inc.	5,000	-
Physicians for Peace	-	15,240
PORTCO, Inc.	20,890	-
Portsmouth Community Concerts	-	4,700
Portsmouth Community Foundation	35,000	25,000
Portsmouth Community Health Center	200,000	400,000
Portsmouth Crime Line	2,000	2,000
Portsmouth Museum Foundation	-	10,700
Portsmouth Professional Firefighters Local 539	-	250
Portsmouth Public Schools - Scholarships	93,000	96,000
Portsmouth Schools Foundation - Athletics	25,000	75,000
Portsmouth Schools Foundation - ACCESS	75,000	-
Portsmouth Self Sufficiency Project	41,540	-
Project Lifesaver International, Inc.	2,838	-
Salvation Army	-	2,500
Seton House	-	10,000
Seton Youth Shelter	25,000	-
Shriners Hospital for Children	50	-
Society of St. Andrew	-	2,500
Subtotal	<u>1,555,304</u>	<u>1,318,908</u>

(Continued)

Beazley Foundation, Incorporated

Gifts and Grants - Cash Basis

Years Ended December 31,	2005	2004
Subtotal forward	\$ 1,555,304	\$ 1,318,908
Southeast 4-H Educational Center, Inc.	40,000	-
Southeastern Council of Foundations	4,041	4,681
Starbase-Atlantis	30,000	20,000
St. Christopher School	8,772	25,322
St. Mary's Home for Disabled Children	-	25,000
St. Matthew's School	-	15,000
St. Paul's Episcopal Church	-	10,000
Suffolk Meals on Wheels	3,500	2,500
Sunshine Health Center	-	12,500
Tidewater Academy	40,000	-
Tidewater Chapter of the American Guild of Organists	-	1,000
Tidewater Community College	335,878	-
Tidewater Pastoral Counseling Services	7,500	5,000
Tidewater Winds	10,000	5,000
Triple R Ranch	-	25,000
United Jewish Foundation of Tidewater	-	40,000
United Way of South Hampton Roads	30,000	50,000
United Way of South Hampton Roads - Emily Spong Elementary School	6,000	-
United Way of South Hampton Roads - Reading Programs	50,000	-
Union Theological Seminary & Presbyterian School of Christian Education	5,000	2,000
Virginia Aquarium and Marine Science Center	25,000	-
Virginia Air and Space Museum	-	45,251
Virginia Beach Foundation	5,000	-
Virginia College Fund	25,000	25,000
Virginia Foundation of Independent Colleges	180,000	90,000
Virginia Institute of Marine Science School of Marine Science	50,000	-
Virginia Legal Aid Society	29,500	5,000
Virginia Marine Science Museum	-	35,000
Virginia Maritime Heritage Foundation	25,000	-
Virginia Military Institute	5,000	-
Virginia Military Institute Foundation	5,000	-
Virginia Opera	-	5,000
Virginia Sports Hall of Fame	200,000	100,000
Virginia Symphony	-	5,000
Virginia Wesleyan College - New Science Building	105,000	10,000
Virginia Wesleyan College - Scholarship	5,000	-
Volunteer Hampton Roads	16,750	2,500
WHRO	-	2,000
William & Mary, The College of	-	50,000
The Williams School	-	50,000
YMCA of South Hampton Roads	25,000	-
YMCA of South Hampton Roads - Expansion	50,000	-
YMCA of Portsmouth	125,000	-
Total	\$ 3,002,245	\$ 1,986,662