

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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning _____, **and ending** _____

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

Name of foundation BEAZLEY FOUNDATION INCORPORATED		A Employer identification number 54-0550100
Number and street (or P.O. box number if mail is not delivered to street address) 3720 BRIGHTON STREET	Room/suite	B Telephone number (757) 393-1605
City or town, state, and ZIP code PORTSMOUTH, VA 23707		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 48,514,143.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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	1,777.	1,777.		STATEMENT 1
	4 Dividends and interest from securities	1,457,141.	1,457,141.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,305,011.			
	b Gross sales price for all assets on line 6a	21,828,832.			
	7 Capital gain net income (from Part IV, line 2)		3,305,011.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<155,305.>	56,553.		STATEMENT 3	
12 Total. Add lines 1 through 11	4,608,624.	4,820,482.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	199,000.	59,700.		139,300.
	14 Other employee salaries and wages	329,663.	19,674.		309,989.
	15 Pension plans, employee benefits	51,874.	10,375.		41,499.
	16a Legal fees				
	b Accounting fees	39,315.	7,863.		31,452.
	c Other professional fees				
	17 Interest				
	18 Taxes	150,224.	6,368.		45,102.
	19 Depreciation and depletion	25,010.	2,615.		
	20 Occupancy				
	21 Travel, conferences, and meetings	5,921.	1,184.		4,737.
	22 Printing and publications				
	23 Other expenses	459,842.	104,516.		355,326.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,260,849.	212,295.		927,405.
	25 Contributions, gifts, grants paid	2,296,869.			2,296,869.
26 Total expenses and disbursements. Add lines 24 and 25	3,557,718.	212,295.		3,224,274.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,050,906.				
b Net investment income (if negative, enter -0-)		4,608,187.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	499.	500.	500.
	2	Savings and temporary cash investments	722,381.	159,664.	159,664.
	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	36,931.	4,506.	<69,318.>
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	29,672,702.	33,261,056.	39,121,490.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other STMT 9	10,520,250.	8,393,855.	8,306,537.	
14	Land, buildings, and equipment: basis 808,614.				
	Less: accumulated depreciation 521,903.	285,914.	286,711.	978,529.	
15	Other assets (describe STATEMENT 10)	15,885.	16,741.	16,741.	
16	Total assets (to be completed by all filers)	41,254,562.	42,123,033.	48,514,143.	
Liabilities	17	Accounts payable and accrued expenses	101,504.	17,217.	
	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 11)	1,426,875.	1,330,148.	
23	Total liabilities (add lines 17 through 22)	1,528,379.	1,347,365.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	39,726,183.	40,775,668.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances	39,726,183.	40,775,668.		
31	Total liabilities and net assets/fund balances	41,254,562.	42,123,033.		

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	39,726,183.
2	Enter amount from Part I, line 27a	2	1,050,906.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	40,777,089.
5	Decreases not included in line 2 (itemize) K-1 BOOK TO TAX DIFFERENCES	5	1,421.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	40,775,668.

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 THROUGH UBS	P	VARIOUS	VARIOUS
b THROUGH RAYMOND JAMES	P	VARIOUS	VARIOUS
c THROUGH SCOTT & STRINGFELLOW	P	VARIOUS	VARIOUS
d THROUGH SMITH BARNEY	P	VARIOUS	VARIOUS
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 1,923,084.			1,923,084.
b 170,074.		119,425.	50,649.
c 11,235,574.		10,250,332.	985,242.
d 8,500,100.		8,154,064.	346,036.
e			

(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			1,923,084.
b			50,649.
c			985,242.
d			346,036.
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	3,305,011.
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 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))
2009	2,050,879.	42,264,324.	.048525
2008	3,126,385.	54,427,299.	.057441
2007	4,189,715.	63,981,755.	.065483
2006	3,699,853.	62,508,997.	.059189
2005	3,947,474.	62,103,922.	.063562

2 Total of line 1, column (d)	2	.294200
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	.058840
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	44,540,001.
5 Multiply line 4 by line 3	5	2,620,734.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46,082.
7 Add lines 5 and 6	7	2,666,816.
8 Enter qualifying distributions from Part XII, line 4	8	3,224,274.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Total credits and payments'. Total tax due is 28,922.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political influence, tax on political expenditures, and reporting requirements. Most 'No' boxes are checked.

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address BEAZLEYFOUNDATION.ORG
14 The books are in care of ITS OFFICERS Telephone no. 757-393-1605
Located at FOUNDATION ADDRESS, PORTSMOUTH, VA ZIP+4 23707
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 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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 page 22 of the instructions)?
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
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.)
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?
b If "Yes," did it have excess business holdings in 2010 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 2010.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 12		259,939.	16,000.	4,251.

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
DONNA M. RUSSELL - 3720 BRIGHTON STREET, PORTSMOUTH, VA 23707	ASSOCIATE DIRECTOR 40.00	65,621.	22,457.	0.
GAIL ROSENBAUM - 3720 BRIGHTON STREET, PORTSMOUTH, VA 23707	40.00	38,976.	26,434.	0.
PATRICIA A. CARLSON - 3720 BRIGHTON STREET, PORTSMOUTH, VA 23707	COMPTROLLER 40.00	51,899.	5,190.	0.
DAIL R. HARRELL - 3720 BRIGHTON STREET, PORTSMOUTH, VA 23707	40.00	49,657.	7,001.	0.

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 GIFTS AND GRANTS - SEE ATTACHED SCHEDULE FOR PART XV LINE 3A	
	2,296,869.
2 BEAZLEY SENIOR CENTER - SEE ATTACHED	
	406,317.
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 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	43,716,489.
b	Average of monthly cash balances	1b	455,490.
c	Fair market value of all other assets	1c	1,046,296.
d	Total (add lines 1a, b, and c)	1d	45,218,275.
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	45,218,275.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	678,274.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,540,001.
6	Minimum investment return. Enter 5% of line 5	6	2,227,000.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,227,000.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	46,082.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	46,082.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,180,918.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,180,918.
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	2,180,918.

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	3,224,274.
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	3,224,274.
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	46,082.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,178,192.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,180,918.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007	1,057,963.			
d From 2008	1,115,147.			
e From 2009	509,281.			
f Total of lines 3a through e	2,682,391.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	3,224,274.			
a Applied to 2009, 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 2010 distributable amount				2,180,918.
e Remaining amount distributed out of corpus	1,043,356.			
5 Excess distributions carryover applied to 2010 (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	3,725,747.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	3,725,747.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	1,057,963.			
c Excess from 2008	1,115,147.			
d Excess from 2009	509,281.			
e Excess from 2010	1,043,356.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

RICHARD S. BRAY, 757-393-1605
3720 BRIGHTON STREET, PORTSMOUTH, VA 23707

b The form in which applications should be submitted and information and materials they should include:

WRITTEN POLICY AND GUIDELINES AVAILABLE UPON REQUEST

c Any submission deadlines:

QUARTERLY (SEE GUIDELINES FOR DETAILS)

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

HAMPTON ROADS AREA OF VIRGINIA (SEE POLICY FOR DETAILS)

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)				
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT	NONE			2296869.
Total				2296869.
<i>b Approved for future payment</i>				
EASTERN VIRGINIA MEDICAL SCHOOL P.O.BOX 5 NORFOLK, VA 23501	NONE		LEROY T. CANOLES, JR. CANCER RESEARCH CENTER	1000000.
VA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD, SUITE B RICHMOND, VA 23229	NONE		SCHOLARSHIPS / ENDOWMENT	125,000.
Total				0.

COPY

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHECKING ACCOUNT	1,777.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	<u>1,777.</u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM PASS-THROUGH ACTIVITIES	2,574.	0.	2,574.
MORGAN STANLEY/SMITH BARNEY	610,880.	0.	610,880.
RAYMOND JAMES	298,011.	0.	298,011.
SCOTT & STRINGFELLOW	523,480.	0.	523,480.
TOWNBANK	22,193.	0.	22,193.
UBS PAINE WEBBER	3.	0.	3.
TOTAL TO FM 990-PF, PART I, LN 4	<u>1,457,141.</u>	<u>0.</u>	<u>1,457,141.</u>

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	56,553.	56,553.	
FAIRFIELD ASSOCIATES LLC	<3,275.>	0.	
TIDEWATER HOLDINGS CO., LLC	<863.>	0.	
LUMBER RIVER ASSOCIATES LLC	17,861.	0.	
ATLANTA-DURHAM HOLDINGS LLC	<9,287.>	0.	
ATLANTA-DALLAS HOLDINGS LLC	<28,489.>	0.	
STEELE CREEK ASSOCIATES LLC	<22,141.>	0.	
NASHVILLE-DALLAS HOLDINGS LLC	<32,463.>	0.	
DEVELOPMENT FUND I LLC	<3,852.>	0.	
RCC OLDE TOWNE	<17,702.>	0.	
LYNNHAVEN PARKWAY ASSOCIATES	<3,279.>	0.	
SOUTHWOOD ASSOCIATES	<8,149.>	0.	
HG HAMPTONS HOLDINGS	<15,759.>	0.	
LAKESHORE PRESTON HOLDINGS	<27,431.>	0.	
FREEDOM INDUSTRIAL ASSOCIATES, LLC	3,506.	0.	
VIRGINIA MULTIFAMILY HOLDINGS, LLC	<12,437.>	0.	
WATERMAN'S HOLDINGS, LLC	<24,873.>	0.	
KITTY HAWK ASSOCIATES, LLC	<19,874.>	0.	

HGI OPPORTUNITY FUND III, LLC	3,058.	0.
PCSC ASSOCIATES, LLC	<5,888.>	0.
HGI US PROPERTY FUND III, LLC	<2,600.>	0.
RCC OLDE TOWNE II	<242.>	0.
RCC MANNING, LLC	2,321.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<155,305.>	56,553.

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	39,315.	7,863.		31,452.
TO FORM 990-PF, PG 1, LN 16B	39,315.	7,863.		31,452.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	37,012.	3,864.		33,148.
EXCISE TAXES	98,754.	0.		0.
MISCELLANEOUS TAXES	14,458.	2,504.		11,954.
TO FORM 990-PF, PG 1, LN 18	150,224.	6,368.		45,102.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS & MAINTENANCE	20,177.	888.		19,289.
GROUP INSURANCE	139,986.	13,861.		126,125.
UTILITIES	34,029.	2,471.		31,558.
INVESTMENT MGMT FEES	207,281.	82,912.		124,369.
PROGRAM SUPPLIES	24,662.	0.		24,662.
OFFICE SUPPLIES	10,212.	1,365.		8,847.
INSURANCE	15,470.	1,752.		13,718.
MISCELLANEOUS	1,783.	139.		1,644.
STAFF DEVELOPMENT	6,242.	1,128.		5,114.
TO FORM 990-PF, PG 1, LN 23	459,842.	104,516.		355,326.

FOOTNOTES

STATEMENT 7

THE ATTACHED RETURN IS BEING AMENDED TO CORRECT THE AMOUNTS PREVIOUSLY REPORTED AS GRANTS PAID ON COLUMN D, PAGE 1

GIFTS AND GRANTS PAID AND INCLUDED IN QUALIFIED DISTRIBUTION PER ORIGINAL RETURN	1,171,869.
AS CORRECTED	2,296,869.
	<hr/>
INCREASE IN QUALIFYING DISTRIBUTIONS	1,125,000.
	<hr/> <hr/>

THE INCREASE RESULTED IN THE FOUNDATIONS QUALIFICATION TO USE THE 1% EXCISE TAX RATE WHICH HAS RESULTED IN AN IN AN OVERPAYMENT CALCULATED AS FOLLOWS:

EXCISE TAX PER ORIGINALLY FILED RETURN	92,164.
EXCISE TAX PER THIS AMENDED RETURN	46,082.

TAX PORTION OF REFUND	46,082.
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ESTIMATED TAX PENALTY PER ORIGINALLY FILED RETURN	1,844.
ESTIMATED TAX PENALTY PER THIS AMENDED RETURN	619.

ADDITIONAL REFUND DUE ON ESTIMATED TAX PENALTY	1,225.
--	--------

TOTAL REFUND DUE	47,307.
------------------	---------

PLEASE REFUND OVERPAYMENT AT YOUR EARLIEST OPPORTUNITY

THE INCREASE ALSO RESULTS IN A CHANGE TO THE EXCESS DISTRIBUTION CARRYOVER TO 2011 AS FOLLOWS:

UTILIZATION OF EXCESS OS ORIGINALLY REPORTED	<35,562.>
ADJUSTMENT TO QUALIFYING DISTRIBUTIONS FOR GRANTS PAID	1,125,000.
ADJUSTMENT TO QUALIFYING DISTRIBUTIONS FOR TAX CHAGNE	<46,082.>

EXCESS FROM 2010 AS CORRECTED	1,043,356.
EXCESS FROM 2009 (PER PREVIUOSLY AMENDED RETURN)	509,281.
EXCESS FROM 2008 (PER PREVIOUSLY AMENDED RETURN)	1,115,147.
EXCESS FROM 2007	1,057,963.

EXCESS DISTRIBUTIONS CARRYOVER TO 2011 AS CORRECTED	3,725,747.
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FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	33,261,056.	39,121,490.
TOTAL TO FORM 990-PF, PART II, LINE 10B	33,261,056.	39,121,490.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH EQUIVALENTS	COST	2,042,266.	2,042,266.
PARTNERSHIP INTERESTS	COST	889,845.	889,845.
LIMITED PARTNERSHIP INVESTMENTS	COST	234,432.	360,528.
U.S. GOVERNMENT OBLIGATIONS	COST	2,214,540.	1,984,203.
FIXED INCOME INVESTMENTS	COST	3,012,772.	3,029,695.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,393,855.	8,306,537.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CASH SURRENDER VALUE OF LIFE INSURANCE	15,885.	16,741.	16,741.
TO FORM 990-PF, PART II, LINE 15	15,885.	16,741.	16,741.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED COMPENSATION	1,426,875.	1,253,919.
ACCRUED TAXES	0.	76,229.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,426,875.	1,330,148.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAWRENCE W. I'ANSON, JR. 5409 HIGH ST WEST PORTSMOUTH, VA 23703	TRUSTEE PAST PRESIDENT 0.00	66,939.	0.	0.
P. WARD ROBINETT, JR. 500 CRAWFORD ST PORTSMOUTH, VA 23704	TRUSTEE SECRETARY 0.00	6,000.	0.	0.
DIANE POMEROY GRIFFIN SUITE 303, #1 HIGH STREET PORTSMOUTH, VA 23704	TRUSTEE VICE PRESIDENT 0.00	6,000.	0.	0.
W. ASHTON LEWIS 3412 WESTERN BRANCH BLVD CHESAPEAKE, VA 23321	TRUSTEE 0.00	6,000.	0.	0.
WILLIAM H. HODGES 101 - 43RD & OCEANFRONT VIRGINIA BEACH, VA 23451	TRUSTEE 0.00	6,000.	0.	0.
WHITNEY G. SAUNDERS 705 W. WASHINGTON STREET SUFFOLK, VA 23434	TRUSTEE 0.00	6,000.	0.	0.
RICHARD S. BRAY 5409 HIGH ST WEST PORTSMOUTH, VA 23703	TRUSTEE PRESIDENT & CEO 40.00	160,000.	16,000.	4,251.
JOHN FAILES 5409 HIGH ST WEST PORTSMOUTH, VA 23703	TRUSTEE 0.00	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		259,939.	16,000.	4,251.

FORM 990-PF

OTHER REVENUE

STATEMENT 13

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
FAIRFIELD ASSOCIATES LLC	531120	<3,275.>			
TIDEWATER HOLDINGS CO., LLC	531120	<863.>			
LUMBER RIVER ASSOCIATES LLC	531120	17,861.			
ATLANTA-DURHAM HOLDINGS LLC	531120	<9,287.>			
ATLANTA-DALLAS HOLDINGS LLC	531120	<28,489.>			
STEELE CREEK ASSOCIATES LLC	531120	<22,141.>			
NASHVILLE-DALLAS HOLDINGS LLC	531120	<32,463.>			
DEVELOPMENT FUND I LLC	531120	<3,852.>			
RCC OLDE TOWNE LYNNHAVEN PARKWAY ASSOCIATES	531120	<17,702.>			
SOUTHWOOD ASSOCIATES	531120	<3,279.>			
HG HAMPTONS HOLDINGS	531120	<8,149.>			
LAKESHORE PRESTON HOLDINGS	531120	<15,759.>			
FREEDOM INDUSTRIAL ASSOCIATES, LLC	531120	<27,431.>			
VIRGINIA MULTIFAMILY HOLDINGS, LLC	531120	3,506.			
WATERMAN'S HOLDINGS, LLC	531120	<12,437.>			
KITTY HAWK ASSOCIATES, LLC	531120	<24,873.>			
HGI OPPORTUNITY FUND III, LLC	531120	<19,874.>			
PCSC ASSOCIATES, LLC	531120	3,058.			
HGI US PROPERTY FUND III, LLC	531120	<5,888.>			
RCC OLDE TOWNE II	531120	<2,600.>			
RCC MANNING, LLC	531120	<242.>			
		2,321.			
TOTAL TO FORM 990-PF, PG 11, LN 11		<211,858.>			

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM **990-PF**

2010

Name BEAZLEY FOUNDATION INCORPORATED	Employer identification number 54-0550100
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	46,082.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	46,082.
4 Enter the tax shown on the corporation's 2009 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	17,779.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	17,779.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

6	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/>	The corporation is using the annualized income installment method.
8	<input checked="" type="checkbox"/>	The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/10	06/15/10	09/15/10	12/15/10
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	4,445.	18,596.	11,521.	11,520.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	17,779.			
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		13,334.		
13 Add lines 11 and 12	13		13,334.		
14 Add amounts on lines 16 and 17 of the preceding column	14			5,262.	16,783.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	17,779.	13,334.	0.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	5,262.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17		5,262.	11,521.	11,520.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	13,334.			

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2010 and before 7/1/2010	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2010 and before 10/1/2010	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2010 and before 1/1/2011	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2010 and before 4/1/2011	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2011 and before 7/1/2011	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2011 and before 10/01/2011	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2011 and before 1/1/2012	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2011 and before 2/16/2012	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{366}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		619.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING
DECEMBER 31, 2010

Prepared for	BEAZLEY FOUNDATION INCORPORATED 3720 BRIGHTON STREET PORTSMOUTH, VA 23707
Prepared by	DIXON HUGHES GOODMAN LLP 440 MONTICELLO AVE, SUITE 1400 NORFOLK, VA 23510
Amount due or refund	NO AMOUNT IS DUE.
Make check payable to	NO AMOUNT IS DUE.
Mail tax return and check (if applicable) to	DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE CENTER OGDEN, UT 84201-0027
Return must be mailed on or before	NOVEMBER 15, 2011
Special Instructions	THE RETURN SHOULD BE SIGNED AND DATED.

Form 990-T

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No. 1545-0687

2010

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

For calendar year 2010 or other tax year beginning , and ending

Header section containing organization name (BEAZLEY FOUNDATION INCORPORATED), address (3720 BRIGHTON STREET, PORTSMOUTH, VA 23707), and other identifying information.

H Describe the organization's primary unrelated business activity. SEE STATEMENT 14

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? No

J The books are in care of ITS OFFICERS Telephone number 757-393-1605

Table with 4 columns: Part I Unrelated Trade or Business Income, (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts, Cost of goods sold, and Total income of <1,295.>

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)

Table with 2 columns: Description of deduction and amount. Rows include Compensation of officers, Charitable contributions, and Total deductions of 0.

Part III Tax Computation

Table with 2 columns: Description and Amount. Rows include Organizations Taxable as Corporations (35), Trusts Taxable at Trust Rates (36), Proxy tax (37), Alternative minimum tax (38), and Total (39).

Part IV Tax and Payments

Table with 2 columns: Description and Amount. Rows include Foreign tax credit (40a-40e), Other taxes (42), Total tax (43), Payments (44a-44g), Total payments (45), Estimated tax penalty (46), Tax due (47), Overpayment (48), and Refunded amount (49).

Part V Statements Regarding Certain Activities and Other Information (see instructions)

Table with 3 columns: Question, Yes, No. Questions 1-3 regarding foreign accounts, foreign trusts, and tax-exempt interest.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

Table with 2 columns: Description and Amount. Rows include Inventory at beginning/end of year (1, 6), Purchases (2), Cost of labor (3), Additional section 263A costs (4a, 4b), and Total (5, 7). Includes a Yes/No question for section 263A rules (8).

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.

Sign Here: Signature of officer, Date, Title. Includes a box for 'May the IRS discuss this return with the preparer shown below?' with Yes/No options.

Paid Preparer Use Only: Print/Type preparer's name (MELINDA DAVIS), Preparer's signature, Date, Check if self-employed, PTIN (P00744975), Firm's name (DIXON HUGHES GOODMAN LLP), Firm's EIN (56-0747981), Firm's address (440 MONTICELLO AVE, SUITE 1400 NORFOLK, VA 23510), Phone no. (757.624.5100).

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)(see instructions)

1. Description of property

Table with 4 rows for property description (1-4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions. Includes Total row with values 0.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0. (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 4 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3(a) Straight line depreciation, 3(b) Other deductions.

Table with 5 columns: 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions.

Totals ... 0. 0. Total dividends-received deductions included in column 8 ... 0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table for Exempt Controlled Organizations with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income, 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income in column 5.

Nonexempt Controlled Organizations

Table with 5 columns: 7. Taxable Income, 8. Net unrelated income (loss), 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income in column 10.

Totals ... 0. 0. Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT 14
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INVESTMENTS IN COMMERCIAL REAL ESTATE LIMITED PARTNERSHIPS

TO FORM 990-T, PAGE 1

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT 15
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DESCRIPTION	AMOUNT
FAIRFIELD ASSOCIATES, LLC FEIN 20-1624254	<3,275.>
TIDEWATER HOLDINGS CO., LLC 20-1396806	<863.>
LUMBER RIVER ASSOCIATES LLC	17,861.
ATLANTA-DURHAM HOLDINGS	<9,287.>
ATLANTA-DALLAS HOLDINGS	<28,489.>
STEELE CREEK ASSOCIATES	<22,141.>
NASHVILLE-DALLAS HOLDINGS	<32,463.>
DEVELOPMENT FUND I, LLC	<3,852.>
RCC OLD TOWNE MARKETPLACE	<17,702.>
LYNNHAVEN PARKWAY ASSOCIATES	<3,279.>
SOUTHWOOD ASSOCIATES	<8,149.>
HG HAMPTONS	<15,759.>
LAKESHORE PRESTON	<27,431.>
FORM 8810 LOSS LIMITATIONS	210,563.
FREEDOM INDUSTRIAL ASSOCIATES, LLC	3,506.
VIRGINIA MULTIFAMILY HOLDINGS LLC	<12,437.>
WATERMAN'S HOLDINGS LLC	<24,873.>
KITTY HAWK ASSOCIATES LLC	<19,874.>
HGI OPPORTUNITY III INC	3,058.
PCSC ASSOCIATES, LLC	<5,888.>
HGI US PROPERTY FUND III, LLC	<2,600.>
RCC OLD TOWNE MARKETPLACE II	<242.>
RCC MANNING, LLC	2,321.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	<1,295.>

Unrelated Business Income Tax Return

Tax Law - Article 13

All filers enter tax period:

beginning **01-01-10** ending **12-31-10**

Amended return

Employer identification number 54-0550100	File number MM4	Business telephone number 757-393-1605	If you claim an overpayment, mark an X in the box
Legal name of corporation BEAZLEY FOUNDATION INCORPORATED		Trade name/DBA	
Mailing name (if different from legal name above) c/o		State or country of incorporation	Date received (for Tax Department use only)
Number and street or PO box 3720 BRIGHTON STREET		Date of incorporation	
City PORTSMOUTH, VA	State VA	ZIP code 23707	Foreign corporations: date began business in NYS
NAICS business code number (from federal return) 531120	If address/phone above is new, mark an X in the box	If you need to update your address or phone information for corporation tax, or other tax types, you can do so online. Visit our Web site at www.nystax.gov and look for the change my address option. Otherwise, see Business information in Form CT-1.	Audit (for Tax Department use only)
Principal unrelated business activity SEE STATEMENT 1			

Have you filed New York State Form CT-247, Application for Exemption from Corporation Franchise Taxes by a Not-For-Profit Organization? Yes No

Mark an X in this box if you are an employee trust as defined in Internal Revenue Code (IRC) section 401(a)

Mark an X in this box if you ceased operating the unrelated business during the tax year covered by this return (see section Who must file Form CT-13 in the instructions)

A. Pay amount shown on line 22. Make payable to: New York State Corporation Tax	A.	Payment enclosed 250.
◀ Attach your payment here. Detach all check stubs. (See instructions for details.)		

Computation of income and tax

1 Federal unrelated business taxable income before net operating loss deduction and after \$1,000 specific deduction	1.	<1,295.>
2 New York State Article 13 and Article 23 tax deducted on federal return	2.	
3 Additions required for shareholders of federal S corporations (see instructions)	3.	
4 Grossed-up taxes for shareholders of New York S corporations (see instructions)	4.	
5 Other additions (see instructions) • IRC section 199 deduction:	5.	
6 Add lines 1 through 5	6.	<1,295.>
7 Other income (see instructions)	7.	
8 Federal S corporation shareholder subtractions (see instructions)	8.	
9 Other subtractions (see instructions)	9.	
10 Total subtractions (add lines 7, 8, and 9)	10.	
11 Taxable income before net operating loss deduction (subtract line 10 from line 6)	11.	<1,295.>
12 New York net operating loss deduction (attach federal and NYS computations; see instructions)	12.	1,811.
13 Taxable income (subtract line 12 from line 11)	13.	<3,106.>
14 Allocated taxable income (multiply line 13 by _____ % from line 42; or enter amount from line 13 if allocation is not claimed)	14.	<3,106.>
15 Tax based on income (multiply line 14 by 9% (.09))	15.	0.
16 Minimum tax	16.	250.00
17 Tax (line 15 or line 16, whichever is larger)	17.	250.
18 Total prepayments from line 46	18.	
19 Balance (if line 18 is less than line 17, subtract line 18 from line 17)	19.	250.
20 Interest on late payment (see instructions)	20.	
21 Late filing and late payment penalties (see instructions)	21.	
22 Balance due (add lines 19, 20, and 21 and enter here; enter the payment amount on line A above)	22.	250.
23 Overpayment (if line 17 is less than line 18, subtract line 17 from line 18)	23.	
24 Amount of overpayment on line 23 to be credited to next year	24.	
25 Amount of overpayment on line 23 to be refunded (subtract line 24 from line 23)	25.	

See page 3 for third-party designee, certification, and signature entry areas.

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Have you been audited by the Internal Revenue Service in the past 5 years? Yes No If Yes, list years: _____
 Federal return was filed on: 990T Other: _____ Attach a complete copy of your federal return.

Schedule A - Unrelated business allocation

If you did not maintain a regular place of business outside New York State, leave this schedule blank. A regular place of business is any office, factory, warehouse, or other space regularly used by the taxpayer in its unrelated business. If you claim this allocation, attach a list of each place of business, the location, nature of activities, and number and duties of employees.

Average value of:		A New York State	B Everywhere
26	Real estate owned	26.	
27	Gross rents (attach list)	27.	
28	Inventories owned	28.	
29	Other tangible personal property owned	29.	
30	Total (add lines 26 through 29)	30.	
31	Percentage in New York State (divide line 30, column A, by line 30, column B)	31.	%

Receipts in the regular course of business from:

32	Sales of tangible personal property shipped to points within New York State	32.	
33	All sales of tangible personal property	33.	
34	Services performed	34.	
35	Rentals of property	35.	
36	Other business receipts	36.	
37	Total (add lines 32 through 36)	37.	
38	Percentage in New York State (divide line 37, column A, by line 37, column B)	38.	%
39	Wages, salaries, and other compensation of employees (except general executive officers)	39.	
40	Percentage in New York State (divide line 39, column A, by line 39, column B)	40.	%
41	Total of New York State percentages (add lines 31, 38, and 40)	41.	%
42	Business allocation percentage (divide line 41 by three or by the number of percentages)	42.	%

Composition of prepayments claimed on line 18*

	Date paid	Amount
43	Payment with extension request, Form CT-5, line 5	43.
44a	Second installment from Form CT-400	44a.
44b	Third installment from Form CT-400	44b.
44c	Fourth installment from Form CT-400	44c.
45	Amount of overpayment credited from prior years	45.
46	Total prepayments (add lines 43 through 45; enter here and on line 18)	46.

* Taxpayers subject to the unrelated business income tax are not required to make estimated tax payments. If you did make these unrequired payments, report them on lines 44a, 44b, and 44c.

Amended return information

If filing an amended return, mark an X in the box for any items that apply and attach documentation.

Final federal determination If marked, enter date of determination: ... _____
 Net operating loss (NOL) carryback ... Capital loss carryback _____
 Federal return filed ... Form 1139 ... Amended Form 990T _____

Third-party designee (see instructions)	Yes <input type="checkbox"/> No <input type="checkbox"/>	Designee's name (print)	Designee's phone number
	Designee's e-mail address		PIN

Certification: I certify that this return and any attachments are to the best of my knowledge and belief true, correct, and complete.

Authorized person	Signature of authorized person	Official title
	E-mail address of authorized person	

Paid preparer use only	Firm's name (or yours if self-employed) DIXON HUGHES GOODMAN LLP	Firm's EIN 56-0747981	Preparer's PTIN or SSN P00744975
	Signature of individual preparing this return	Address 440 MONTICELLO AVE, SUITE 1400	City State ZIP code NORFOLK, VA 23510
	E-mail address of individual preparing this return		Preparer's NYTPRIN

See instructions for where to file.

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INVESTMENTS IN COMMERCIAL REAL ESTATE LIMITED PARTNERSHIPS

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