

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

**2007**

Department of the Treasury  
Internal Revenue Service (77)

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

**For calendar year 2007, or tax year beginning** \_\_\_\_\_, **and ending** \_\_\_\_\_

**G** Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>BEAZLEY FOUNDATION INCORPORATED</b> Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>3720 BRIGHTON STREET</b> City or town, state, and ZIP code <b>PORTSMOUTH, VA 23707</b>	<b>A</b> Employer identification number 54-0550100 <b>B</b> Telephone number (757) 393-1605
<b>H</b> 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		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>66,797,520.</b> (Part I, column (d) must be on cash basis.)		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

<b>Part I Analysis of Revenue and Expenses</b> <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)
<b>Revenue</b>	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	8,246.	8,246.		STATEMENT 1
	4 Dividends and interest from securities	1,486,263.	1,486,263.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,407,050.			
	b Gross sales price for all assets on line 6a	35,468,317.			
	7 Capital gain net income (from Part IV, line 2)		7,407,050.		
	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	52,316.	62,511.		STATEMENT 3	
12 <b>Total.</b> Add lines 1 through 11	8,953,875.	8,964,070.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	192,733.	57,820.		134,913.
	14 Other employee salaries and wages	420,821.	43,164.		377,657.
	15 Pension plans, employee benefits	45,992.	9,198.		36,794.
	16a Legal fees				
	b Accounting fees <b>STMT 4</b>	21,375.	4,275.		17,100.
	c Other professional fees				
	17 Interest				
	18 Taxes <b>STMT 5</b>	129,077.	4,649.		36,677.
	19 Depreciation and depletion	24,623.	2,947.		
	20 Occupancy				
	21 Travel, conferences, and meetings	5,528.	1,106.		4,422.
	22 Printing and publications				
	23 Other expenses <b>STMT 6</b>	359,163.	68,923.		290,240.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	1,199,312.	192,082.		897,803.
	25 Contributions, gifts, grants paid	3,379,632.			3,379,632.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	4,578,944.	192,082.		4,277,435.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	4,374,931.				
b <b>Net investment income</b> (if negative, enter -0-)		8,771,988.			
c <b>Adjusted net income</b> (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2007)

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		500.	500.	500.
	2	Savings and temporary cash investments		269,059.	486,707.	486,707.
	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		6,082.	4,271.	4,271.
	10a	Investments - U.S. and state government obligations	STMT 7	0.	149,953.	149,953.
	b	Investments - corporate stock	STMT 8	55,502,154.	59,139,920.	61,747,600.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 9	3,245,068.	3,503,849.	3,503,849.	
14	Land, buildings, and equipment: basis	760,142.				
	Less: accumulated depreciation	448,936.	315,859.	311,206.	890,109.	
15	Other assets (describe)	STATEMENT 10)	18,444.	14,531.	14,531.	
16	<b>Total assets</b> (to be completed by all filers)		59,357,166.	63,610,937.	66,797,520.	
Liabilities	17	Accounts payable and accrued expenses		107,776.	26,849.	
	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)	1,585,460.	1,545,227.	
	23	<b>Total liabilities</b> (add lines 17 through 22)		1,693,236.	1,572,076.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		57,663,930.	62,038,861.	
	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	<b>Total net assets or fund balances</b>		57,663,930.	62,038,861.		
31	<b>Total liabilities and net assets/fund balances</b>		59,357,166.	63,610,937.		

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	57,663,930.
2	Enter amount from Part I, line 27a	2	4,374,931.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	62,038,861.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,038,861.

**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 UBS LT CAP GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
b UBS ST CAP GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
c THROUGH UBS	P	VARIOUS	VARIOUS
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 1,013,123.			1,013,123.
b 397,848.			397,848.
c 34,057,346.		28,061,267.	5,996,079.
d			
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			1,013,123.
b			397,848.
c			5,996,079.
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,407,050.
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))
2006	3,699,853.	62,508,997.	.059189
2005	3,947,474.	62,103,922.	.063562
2004	3,053,886.	61,390,150.	.049746
2003	2,751,108.	55,951,401.	.049170
2002	3,671,529.	56,818,727.	.064618

2 Total of line 1, column (d)	2	.286285
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	.057257
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	63,981,755.
5 Multiply line 4 by line 3	5	3,663,403.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	87,720.
7 Add lines 5 and 6	7	3,751,123.
8 Enter qualifying distributions from Part XII, line 4	8	4,277,435.

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', and 'Tax due'. Total tax due is 42,587.

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 state reporting.

Part VII-A Statements Regarding Activities (continued)

11a At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)?
11b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of ITS OFFICERS Telephone no. 757-393-1605
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here

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?
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)?
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 2007?
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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007?
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?
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 2007 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?
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 2007?

**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 **N/A**

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?  Yes  No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If you answered "Yes" to 6b, also 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 **N/A**

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		192,733.	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
ONLY EMPLOYEES MEETING QUALIFICATIONS ARE OFFICERS. SEE PART VIII				

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	
	3,379,632.
2 BEAZLEY SENIOR CENTER - SEE ATTACHED	
	371,602.
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	
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	63,923,113.
b	Average of monthly cash balances .....	1b	422,994.
c	Fair market value of all other assets .....	1c	609,989.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	64,956,096.
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	64,956,096.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	974,341.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	63,981,755.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	3,199,088.

**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	3,199,088.
2a	Tax on investment income for 2007 from Part VI, line 5 .....	2a	87,720.
b	Income tax for 2007. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	87,720.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	3,111,368.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	3,111,368.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	3,111,368.

**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	4,277,435.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	4,277,435.
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	87,720.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	4,189,715.

**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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				3,111,368.
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only			108,104.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003				
c From 2004				
d From 2005				
e From 2006				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$	4,277,435.			
a Applied to 2006, but not more than line 2a			108,104.	
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 2007 distributable amount				3,111,368.
e Remaining amount distributed out of corpus	1,057,963.			
5 Excess distributions carryover applied to 2007 (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	1,057,963.			
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 2006. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				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 2002 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	1,057,963.			
10 Analysis of line 9:				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006				
e Excess from 2007	1,057,963.			

**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 2007, 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	Prior 3 years			(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 BRAY; FOUNDATION ADDRESS; 757-393-1605**

**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)				
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT	NONE			
<b>Total</b> .....				<b>3a</b> 0.
<b>b Approved for future payment</b>				
TCC EDUCATIONAL FOUNDATION, 500 E. MAIN STREET, NORFOLK, VA 23510	NONE		NURSING SCHOLARSHIPS / NURSING SCHOOL SUPPORT	511,701.
VA FOUNDATION FOR INDEPENDENT COLLEGES, 8010 RIDGE ROAD, SUITE B, RICHMOND, VA 2	NONE		SCHOLARSHIPS / ENDOWMENT	500,000.
<b>Total</b> .....				<b>3b</b> 1,011,701.

Part XVI-A Analysis of Income-Producing Activities

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

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

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

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

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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.

Signature area with fields for Signature of officer or trustee, Date, Title, Preparer's signature, Date, Check if self-employed, Preparer's SSN or PTIN, Firm's name (GOODMAN & COMPANY, L.L.P.), address (ONE COMMERCIAL PLACE, SUITE 800, NORFOLK, VA 23510), EIN, and Phone no. (757.624.5100).

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


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SOURCE	AMOUNT
CHECKING ACCOUNT	8,246.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,246.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ANNUITY	74.	0.	74.
FULTON FINANCIAL	14,626.	0.	14,626.
UBS PAINE WEBBER	1,471,563.	0.	1,471,563.
TOTAL TO FM 990-PF, PART I, LN 4	1,486,263.	0.	1,486,263.

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	62,511.	62,511.	
FAIRFIELD ASSOCIATES LLC	<12,001.>	0.	
ELMHURST SQUARE ASSOCIATE LLC	49.	0.	
TIDEWATER HOLDINGS CO., LLC	<8,991.>	0.	
LUMBER RIVER ASSOCIATES LLC	<2,761.>	0.	
GALLERIA WOODS GARDENS ASSOCIATES	310,451.	0.	
ATLANTA-DURHAM HOLDINGS LLC	<33,218.>	0.	
ATLANTA-DALLAS HOLDINGS LLC	<47,629.>	0.	
STEELE CREEK ASSOCIATES LLC	<77,636.>	0.	
NASHVILLE-DALLAS HOLDINGS LLC	<64,554.>	0.	
DEVELOPMENT FUND I LLC	15,548.	0.	
RCC OLDE TOWNE	<23,883.>	0.	
LYNNHAVEN PARKWAY ASSOCIATES	<117.>	0.	
SOUTHWOOD ASSOCIATES	<3,718.>	0.	
HG HAMPTONS HOLDINGS	<36,939.>	0.	
LAKESHORE PRESTON HOLDINGS	<24,796.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	52,316.	62,511.	

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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	21,375.	4,275.		17,100.	
TO FORM 990-PF, PG 1, LN 16B	21,375.	4,275.		17,100.	

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	33,555.	3,574.		29,981.	
EXCISE TAXES	87,751.	0.		0.	
MISCELLANEOUS TAXES	7,771.	1,075.		6,696.	
TO FORM 990-PF, PG 1, LN 18	129,077.	4,649.		36,677.	

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	19,834.	956.		18,878.	
GROUP INSURANCE	114,793.	12,229.		102,564.	
UTILITIES	30,331.	1,994.		28,337.	
INVESTMENT MGMT FEES	124,085.	49,634.		74,451.	
PROGRAM SUPPLIES	37,759.	0.		37,759.	
OFFICE SUPPLIES	9,759.	1,146.		8,613.	
INSURANCE	14,502.	1,422.		13,080.	
MISCELLANEOUS	1,355.	271.		1,084.	
STAFF DEVELOPMENT	6,745.	1,271.		5,474.	
TO FORM 990-PF, PG 1, LN 23	359,163.	68,923.		290,240.	

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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<u>DESCRIPTION</u>	<u>U.S. GOV'T</u>	<u>OTHER GOV'T</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
GOV'T OBLIGATIONS	X		149,953.	149,953.
TOTAL U.S. GOVERNMENT OBLIGATIONS			149,953.	149,953.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			149,953.	149,953.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE STOCK	59,139,920.	61,747,600.
TOTAL TO FORM 990-PF, PART II, LINE 10B	59,139,920.	61,747,600.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CASH EQUIVALENTS	COST	2,213,958.	2,213,958.
PARTNERSHIP INTERESTS	COST	1,289,891.	1,289,891.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,503,849.	3,503,849.

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FORM 990-PF	OTHER ASSETS	STATEMENT	10
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<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CASH SURRENDER VALUE OF LIFE INSURANCE	14,074.	14,074.
ANNUITY	457.	457.
TOTAL TO FORM 990-PF, PART II, LINE 15	14,531.	14,531.

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FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
DEFERRED COMPENSATION			1,502,668.
ACCRUED EXCISE TAX			42,559.
TOTAL TO FORM 990-PF, PART II, LINE 22, COLUMN B			1,545,227.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	12
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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	6,000.	0.	0.
P. WARD ROBINETT, JR. 500 CRAWFORD ST PORTSMOUTH, VA 23704	TRUSTEE, SECRETARY 0.00	6,000.	0.	0.
LEROY T. CANOLES P.O. BOX 3037 NORFOLK, VA 23514	TRUSTEE 0.00	6,000.	0.	0.
DIANE POMEROY GRIFFIN SUITE 303, #1 HIGH STREET PORTSMOUTH, VA 23704	TRUSTEE 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 40.00	150,733.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		192,733.	0.	0.

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	<12,001.>			
ELMHURST SQUARE ASSOCIATE LLC	531120	49.			
TIDEWATER HOLDINGS CO., LLC	531120	<8,991.>			
LUMBER RIVER ASSOCIATES LLC	531120	<2,761.>			
GALLERIA WOODS GARDENS ASSOCIATES	531120	310,451.			
ATLANTA-DURHAM HOLDINGS LLC	531120	<33,218.>			
ATLANTA-DALLAS HOLDINGS LLC	531120	<47,629.>			
STEELE CREEK ASSOCIATES LLC	531120	<77,636.>			
NASHVILLE-DALLAS HOLDINGS LLC	531120	<64,554.>			
DEVELOPMENT FUND I LLC	531120	15,548.			
RCC OLDE TOWNE LYNNHAVEN PARKWAY ASSOCIATES	531120	<23,883.>			
SOUTHWOOD ASSOCIATES	531120	<117.>			
HG HAMPTONS HOLDINGS	531120	<3,718.>			
LAKESHORE PRESTON HOLDINGS	531120	<36,939.>			
		<24,796.>			
TOTAL TO FORM 990-PF, PG 11, LN 11		<10,195.>			

# 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**

**2007**

Name <b>BEAZLEY FOUNDATION INCORPORATED</b>	Employer identification number <b>54-0550100</b>
------------------------------------------------	-----------------------------------------------------

**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 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

<b>Part I Required Annual Payment</b>			
1 Total tax (see instructions) .....		<b>1</b>	<b>87,720.</b>
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	<b>2a</b>		
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 .....	<b>2b</b>		
c Credit for Federal tax paid on fuels (see instructions) .....	<b>2c</b>		
d <b>Total.</b> Add lines 2a through 2c .....		<b>2d</b>	
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....		<b>3</b>	<b>87,720.</b>
4 Enter the tax shown on the corporation's 2006 income tax return (see instructions). <b>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</b> .....		<b>4</b>	<b>47,761.</b>
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....		<b>5</b>	<b>47,761.</b>

**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  The corporation is using the adjusted seasonal installment method.

7  The corporation is using the annualized income installment method.

8  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

<b>Part III Figuring the Underpayment</b>					
		(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> 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 .....	<b>9</b>	05/15/07	06/15/07	09/15/07	12/15/07
10 <b>Required installments.</b> 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. ....	<b>10</b>	11,940.	31,920.	21,930.	21,930.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 .....	<b>11</b>			35,820.	
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column	<b>12</b>				
13 Add lines 11 and 12 .....	<b>13</b>			35,820.	
14 Add amounts on lines 16 and 17 of the preceding column	<b>14</b>		11,940.	43,860.	29,970.
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	<b>15</b>	0.	0.	0.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>		11,940.	8,040.	
17 <b>Underpayment.</b> 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 .....	<b>17</b>	11,940.	31,920.	21,930.	21,930.
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	<b>18</b>				

**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 4/15/2007 and before 1/1/2008	21				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 8\%}{365}$	22	\$	\$	\$	
23 Number of days on line 20 after 12/31/2007 and before 4/1/2008	23				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\%}{366}$	24	\$	\$	\$	
25 Number of days on line 20 after 3/31/2008 and before 7/1/2008	25				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times \%}{366}$	26	\$	\$	\$	
27 Number of days on line 20 after 6/30/2008 and before 10/1/2008	27	SEE ATTACHED WORKSHEET			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times \%}{366}$	28	\$	\$	\$	
29 Number of days on line 20 after 9/30/2008 and before 1/1/2009	29				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$	
31 Number of days on line 20 after 12/31/2008 and before 2/16/2009	31				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$	
33 Add lines 22, 24, 26, 28, 30, and 32	33	\$	\$	\$	
34 <b>Penalty.</b> Add columns (a) through (d) of line 33. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	34				\$ 2,628.

\* For underpayments paid after March 31, 2008: For lines 26, 28, 30, and 32, 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](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.



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

2007

Department of the Treasury Internal Revenue Service (77)

For calendar year 2007 or other tax year beginning , and ending

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

A Check box if address changed

Name of organization ( Check box if name changed and see instructions.)

D Employer identification number (Employees' trust, see instructions for Block D on page 9.)

B Exempt under section 501(c)( ) 408(e) 220(e) 408A 530(a) 529(a)

Print or Type

BEAZLEY FOUNDATION INCORPORATED

54-0550100

Number, street, and room or suite no. If a P.O. box, see page 9 of instructions.

3720 BRIGHTON STREET

E Unrelated business activity codes (See instructions for Block E on page 9.)

City or town, state, and ZIP code

PORTSMOUTH, VA 23707

531120

C Book value of all assets at end of year 63,762,397.

F Group exemption number (see instructions for Block F.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

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? If "Yes," enter the name and identifying number of the parent corporation.

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 1a-13.

Table with 4 columns: Part II Deductions Not Taken Elsewhere, (A) Income, (B) Expenses, (C) Net. Rows 14-34.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ (2) \$ (3) \$ b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ (2) Additional 3% tax (not more than \$100,000) \$ c Income tax on the amount on line 34 35c 0. 36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: Tax rate schedule or Schedule D (Form 1041) 36 37 Proxy tax. See instructions 37 38 Alternative minimum tax 38 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies 39 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a 40b Other credits (see instructions) 40b 40c General business credit. Check here and indicate which forms are attached: Form 3800 Form(s) (specify) 40c 40d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d 40e Total credits. Add lines 40a through 40d 40e 41 Subtract line 40e from line 39 41 0. 42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) 42 43 Total tax. Add lines 41 and 42 43 0. 44a Payments: A 2006 overpayment credited to 2007 44a 44b 2007 estimated tax payments 44b 44c Tax deposited with Form 8868 44c 44d Foreign organizations: Tax paid or withheld at source (see instructions) 44d 44e Backup withholding (see instructions) 44e 44f Other credits and payments: Form 2439 Other Total 44f 45 Total payments. Add lines 44a through 44f 45 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached 46 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47 0. 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48 0. 49 Enter the amount of line 48 you want: Credited to 2008 estimated tax Refunded 49

Part V Statements Regarding Certain Activities and Other Information (See instructions on page 18)

1 At any time during the 2007 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1. If YES, enter the name of the foreign country here Yes No X 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file. Yes No X 3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

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

1 Inventory at beginning of year 1 6 Inventory at end of year 6 2 Purchases 2 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 7 3 Cost of labor 3 4a Additional section 263A costs 4a 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No X b Other costs (attach schedule) 4b 5 Total. Add lines 1 through 4b 5

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 Date Title May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No Paid Preparer's Use Only Preparer's signature Date Check if self-employed Preparer's SSN or PTIN P00744975 Firm's name (or yours if self-employed), address, and ZIP code GOODMAN & COMPANY, L.L.P. EIN 54-0640067 ONE COMMERCIAL PLACE, SUITE 800 Phone no. 757.624.5100 NORFOLK, VA 23510

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)(see instr. on pg 20)

1 Description of property

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

Table for Rent received or accrued (2) and Deductions directly connected with the income (3). Includes sub-rows (a) and (b) for rent types.

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

Schedule E - Unrelated Debt-Financed Income (See instructions on page 20)

Table for Unrelated Debt-Financed Income with columns for Description of debt-financed property (1), Gross income (2), and Deductions (3(a) and 3(b)).

Table for calculations: Amount of average acquisition debt (4), Average adjusted basis (5), Column 4 divided by column 5 (6), Gross income reportable (7), and Allocable deductions (8).

Totals. Enter here and on page 1, Part I, line 7, column (A) 0. Enter here and on page 1, Part I, line 7, column (B) 0.

Total dividends-received deductions included in column 8 0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (See instructions on page 21)

Table for Controlled Organizations with columns for Name of Controlled Organization (1), Employer Identification Number (2), and Exempt Controlled Organizations (3-6).

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with columns for Taxable Income (7), Net unrelated income (8), Total of specified payments (9), Part of column 9 (10), and Deductions (11).

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

Totals 0.



Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions on page 22)

Table with 5 columns: 1 Description of income, 2 Amount of income, 3 Deductions directly connected, 4 Set-asides, 5 Total deductions and set-asides. Totals row shows 0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions on page 22)

Table with 7 columns: 1 Description of exploited activity, 2 Gross unrelated business income, 3 Expenses directly connected, 4 Net income (loss), 5 Gross income from activity, 6 Expenses attributable, 7 Excess exempt expenses. Totals row shows 0.

Schedule J - Advertising Income (see instructions on page 22)

Part I: Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or loss, 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Totals row shows 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.)

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or loss, 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Totals row shows 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 23)

Table with 4 columns: 1 Name, 2 Title, 3 Percent of time devoted to business, 4 Compensation attributable to unrelated business. Total row shows 0.

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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

2007 **CT-13**

[Staple forms here]  
New York State Department of Taxation and Finance  
**Unrelated Business Income Tax Return**  
Tax Law - Article 13

All filers enter tax period:  
beginning **01-01-07** ending **12-31-07**

Employer identification number <b>54-0550100</b>	File number <b>MM4</b>	Business telephone number <b>(757) 393-1605</b>	If you claim an overpayment, mark an <b>X</b> in the box
Legal name of corporation <b>BEAZLEY FOUNDATION INCORPORATED</b>		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 <b>3720 BRIGHTON STREET</b>		Date of incorporation	
City <b>PORTSMOUTH, VA</b> State ZIP code <b>23707</b>		Foreign corporations: date began business in NYS	
NAICS business code number (from federal return) <b>531120</b>	If address above is new, mark an X in the box	If your name, employer identification number, address, or owner/officer information has changed, you must file Form DTF-95. If only your address has changed, you may file Form DTF-96. You can get these forms from our Web site, by phone, or by fax. See the Need help? section of the instructions.	Audit (for Tax Department use only)
Principal unrelated business activity <b>SEE STATEMENT 1</b>			

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

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) ...

<b>A.</b> Pay amount shown on line 22. Make check payable to: <b>New York State Corporation Tax</b> ◀ Attach your payment here. Detach all check stubs. (See instructions for details.)	<b>A.</b>	Payment enclosed <b>250.</b>
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**Computation of income and tax**

1 Federal unrelated business taxable income before net operating loss deduction and after \$1,000 specific deduction	1.	0.
2 New York State Article 13 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)	5.	
6 Add lines 1 through 5	6.	
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.	0.
12 New York net operating loss deduction (attach federal and NYS computations; see instructions)	12.	
13 Taxable income (subtract line 12 from line 11)	13.	0.
14 Allocated taxable income (multiply line 13 by _____% from line 42; or enter amount from line 13 if allocation is not claimed)	14.	
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.	

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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	<b>Total</b> (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	<b>Total</b> (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	<b>Total of New York State percentages</b> (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	<b>Total prepayments</b> (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, please report them on lines 44a, 44b, and 44c.

<b>Third-party designee</b>	Do you want to allow another person to discuss this return with the Tax Dept? (see instr.) Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> (complete the following)		
	Designee's name	Designee's phone number	Personal Identification Number (PIN)

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

Signature of authorized person		Official title	Date
<b>Paid preparer use only</b>	Signature of individual preparing this return	Firm's name (or yours if self-employed) <b>GOODMAN &amp; COMPANY, L.L.P.</b>	
	Address <b>ONE COMMERCIAL PLACE, SUITE 800 NORFOLK, VA 23510</b>		ID number <b>P00744975</b>

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See instructions for where to file.

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FORM CT-13

PRINCIPAL UNRELATED BUSINESS ACTIVITY

STATEMENT 1

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INVESTMENTS IN COMMERCIAL REAL ESTATE LIMITED PARTNERSHIPS