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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: BESS SPIVA TIMMONS FOUNDATION, INC

A Employer identification number: 43-6075014

Number and street (or P O box number if mail is not delivered to street address): C/O US BANK NA, TRUST DEPT PO BOX 8

Room/suite:

B Telephone number (see instructions): 417-625-3202

City or town, state, and ZIP code: JOPLIN MO 64802-0008

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,918,771

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(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 (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	63,744	63,744		
4	Dividends and interest from securities	76,615	76,615		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	249,191			
b	Gross sales price for all assets on line 6a 1,955,152				
7	Capital gain net income (from Part IV, line 2)		249,191		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	389,550	389,550	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 1	1,500	1,500		
c	Other professional fees (attach schedule) STMT 2	28,084	28,084		
17	Interest	169	169		
18	Taxes (attach schedule) (see instructions) STMT 3	2,326			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	21,883	21,883		
22	Printing and publications				
23	Other expenses (att sch) STMT 4	495	495		
24	**Total operating and administrative expenses.** Add lines 13 through 23	54,457	52,131	0	0
25	Contributions, gifts, grants paid	230,250			230,250
26	**Total expenses and disbursements.** Add lines 24 and 25	284,707	52,131	0	230,250
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	104,843			
b	**Net investment income** (if negative, enter -0-)		337,419		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	10,135	124	124
	2	Savings and temporary cash investments	63,090	48,855	48,855
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule) STMT 5	662,353	50,691	51,987
	b	Investments—corporate stock (attach schedule) SEE STMT 6	1,169,407	709,734	1,614,184
	c	Investments—corporate bonds (attach schedule) SEE STMT 7	882,581	983,814	975,692
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 8)	1,172,570	2,272,420	2,227,929
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,960,136	4,065,638	4,918,771
Liabilities	17	Accounts payable and accrued expenses	-1,916	-151	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	-1,916	-151	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	6,076,084	6,323,607	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	-2,114,032	-2,257,819	
	29	Retained earnings, accumulated income, endowment, or other funds		1	
	30	**Total net assets or fund balances** (see instructions)	3,962,052	4,065,789	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,960,136	4,065,638	

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	3,962,052
2	Enter amount from Part I, line 27a	2	104,843
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,066,895
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,106
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,065,789

DAA

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	SEE ATTACHED SCHEDULE	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,955,152		1,705,961	249,191
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				249,191
b				
c				
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 — 249,191

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) (see instructions). If (loss), enter -0- in Part I, line 8 — 3 — 249,191

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	263,739	4,941,826	0.053369
2009	250,277	4,587,507	0.054556
2008	254,964	5,426,469	0.046985
2007	287,333	6,148,353	0.046733
2006	306,300	5,880,226	0.052090

2	Total of line 1, column (d)	2	0.253733
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	0.050747
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,092,045
5	Multiply line 4 by line 3	5	258,406
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,374
7	Add lines 5 and 6	7	261,780
8	Enter qualifying distributions from Part XII, line 4	8	230,250

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,748
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	6,748
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,748
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,916		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,916
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	4,832
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ TIMMONSFOUNDATION.ORG

14 The books are in care of ▶ US BANK, NA Telephone no. ▶ 417-625-3202
402 S MAIN, PO BOX 8
Located at ▶ JOPLIN MO ZIP+4 ▶ 64802-0008

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

			Yes	No
16	At any time during calendar year 2011, 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?	16		X
	See 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. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A **1b**

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 2011? N/A **1c**

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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No

If "Yes," list the years ▶ 20 , 20 , 20 , 20

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) N/A **2b**

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20 , 20 , 20 , 20

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2011 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 2011) N/A **3b**

			Yes	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

			Yes	No
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)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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 ATTACHED SCHEDULE	0.10	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	5,165,802
b	Average of monthly cash balances			1b	3,787
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	5,169,589
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	5,169,589
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	77,544
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	5,092,045
6	**Minimum investment return.** Enter 5% of line 5			6	254,602

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	254,602
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,748		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,748
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	247,854
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	247,854
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	247,854

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	230,250
b	Program-related investments—total from Part IX-B	1b	
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	230,250
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 (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	230,250

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					247,854
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2011					
a From 2006	2,274				
b From 2007	6,087				
c From 2008					
d From 2009	22,948				
e From 2010	18,770				
f **Total** of lines 3a through e		50,079			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 230,250					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2011 distributable amount					230,250
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		17,604			17,604
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		32,475			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		32,475			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	13,705				
d Excess from 2010	18,770				
e Excess from 2011					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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 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))

N/A

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

N/A

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

BESS SPIVA TIMMONS FOUNDATION
C/O US BANK NA, TRUST DEPT JOPLIN MO 64802-0008

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

LETTER APPLICATION-SEE ATTACHED

c Any submission deadlines

AUGUST 1

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				230,250
Total			▶ 3a	230,250
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	63,744	
4 Dividends and interest from securities			14	76,615	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					249,191
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		140,359	249,191

13 **Total.** Add line 12, columns (b), (d), and (e) 13 389,550

(See worksheet in line 13 instructions to verify calculations)

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

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) (See instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Signature of officer or trustee: Althea A Weeks | Date: 5-1-12 | Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
CECIL H. HULL	Cecil Hull	04/20/12	
Firm's name ▶ EDWARD H. AUGUST, CPA, PC		PTIN	P01229738
Firm's address ▶ 430 W 7TH ST JOPLIN, MO 64801-2548		Firm's EIN ▶	43-1838806
		Phone no	417-623-6900

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION	$ 1,500	$ 1,500	$	$
TOTAL	$ 1,500	$ 1,500	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TRUSTEE FEES	$ 28,084	$ 28,084	$	$
TOTAL	$ 28,084	$ 28,084	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX	$ 2,326	$	$	$
TOTAL	$ 2,326	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ADMIN EXPENSE	330	330		
SECRETARY OF STATE	30	30		
BANK CHARGES	135	135		
TOTAL	$ 495	$ 495	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHEDULE ATTACHED	$ 662,353	$ 50,691	COST	$ 51,987
TOTAL	$ 662,353	$ 50,691		$ 51,987

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHEDULE ATTACHED	$ 1,169,407	$ 709,734	COST	$ 1,614,184
TOTAL	$ 1,169,407	$ 709,734		$ 1,614,184

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHEDULE ATTACHED	$ 882,581	$ 983,814	COST	$ 975,692
TOTAL	$ 882,581	$ 983,814		$ 975,692

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
MUTUAL FUNDS-SCHEDULE ATTACHED	$ 1,172,570	$ 2,272,420	$ 2,227,929
TOTAL	$ 1,172,570	$ 2,272,420	$ 2,227,929

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
RETURN OF CAPITAL	$ 1,106
TOTAL	$ 1,106

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER APPLICATION-SEE ATTACHED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
AUGUST 1

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

PART II
BEG YR

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-10

	COST	MARKET VALUE	ANNUAL INCOME
Government Securities Funds			
$ 50,000 FNMA 4 75% Due 11/19/12	50,691 40	53,800 50	2,375 00
$100,000 FNMA MTN 5% Due 10/15/11	101,470 90	103,609 00	5,000 00
$100,000 FHLB 3 25% Due 3/11/11	101,515 00	100,571 00	3,250 00
$300,000 FHLB 4 875% Due 11/18/11	306,580 20	311,661 00	14,625 00
$100,000 FHLMC MTN 3 25% Due 2/25/11	102,095 20	100,416 00	3,250 00
TOTAL	662,352 70	670,057 50	28,500 00
Corporate Bonds			
$ 50,000 American Express 5 55% Due 10/17/12	52,176 50	53,481 00	2,775 00
$100,000 Bank of America 3/7% Due 9/01/15	101,323 00	99,137 00	3,700 00
$ 50,000 Berkshire Hath 4/6% Due 5/15/13	51,621 00	53,782 00	2,300 00
$ 50,000 Caterpiller Fin Ser 4 85% Due 12/7/12	50,043 50	53,637 50	2,425 00
$100,000 Disney 4/5% Due 12/12/13	107,719 00	109,213 00	4,500 00
$ 50,000 Goldman Sachs 5 375% Due 3/15/20	52,540 50	51,668 00	2,687 50
$100,000 Nike 4/7% Due 10/1/13	105,310 00	107,206 00	4,700 00
$ 50,000 Wyeth 5 5% Due 2/1/14	52,800 00	55,585 50	2,750 00
$100,000 Novaris Capital 4/125% Due 2/10/14	102,694 00	106,719 00	4,125 00
$100,000 Oracle 3 75% Due 7/8/14	104,353 00	106,288 00	3,750 00
$100,000 Wespac Banking 3% Due 8/4/15	102,000 00	100,506 00	3,000 00
TOTAL	882,580 50	897,223 00	36,712 50
TOTAL BONDS	1,544,933 20	1,567,280 50	65,212 50

PART II
BEC 7R

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-10

	COST	MARKET VALUE	ANNUAL INCOME
CORPORATE COMMON STOCKS:			
600 shares Abbott Labs	25,769 10	28,746 00	1,056 00
2,700 shares Alcoa	63,599 60	41,553 00	324 00
500 shares American Tower	21,324 15	25,820 00	0 00
500 shares Apache	15,987 50	59,615 00	300 00
200 shares Apple	25,928 97	64,512 00	0 00
2,000 shares ADP	11,169 48	92,560 00	2,880 00
1,100 shares Bristol Myers Squibb	8,100 48	29,128 00	1,452 00
2,000 shares Cisco Systems	43,869 00	40,460 00	0 00
900 shares Conoco Phillips	373 52	61,290 00	1,980 00
936 shares Duke Energy	14,028 92	16,670 16	917 28
1,300 shares E I DuPont De Nemours	12,914 57	64,844 00	2,132 00
500 shares Emerson Electric	28,673 10	28,585 00	690 00
500 shares Exelon	30,969 00	20,820 00	1,050 00
900 shares Exxon Mobil	1,981 68	65,808 00	1,584 00
120 shares Frontier Communication	1,183 25	1,167 60	90 00
200 shares Freeport -McMoran	19,655 55	24,018 00	400 00
2,200 shares General Electric	8,341 66	40,238 00	1,232 00
1,300 shares General Mills	19,232 65	92,534 00	2,912 00
1,300 shares Illinois Tool Works	62,307 96	69,420 00	1,768 00
1,500 shares Intel	35,712 00	31,545 00	945 00
2,000 shares Johnson and Johnson	15,143 75	123,700 00	4,320 00
2,200 shares Lowes	45,712 50	55,176 00	968 00
500 shares Marathon Oil	23,997 25	18,515 00	500 00
800 shares McDonalds	26,152 16	61,408 00	1,952 00
900 shares Medco Health Solutions	42,661 35	55,143 00	0 00
1,000 shares Merck	53,123 00	36,040 00	1,520 00
1,000 shares Microchip Technology	32,190 00	34,210 00	1,380 00
1300 shares Microsoft	22,739 60	36,283 00	832 00
500 shares NEXTERA Energy	24,030 50	25,995 00	1,000 00
1,200 shares 3M Company	17,344 65	103,560 00	2,520 00
2,000 shares J P Morgan Chase & Co	35,783 78	84,840 00	400 00
400 shares Nike	26,306 92	34,168 00	496 00
700 shares Norfork Southern	24,385 07	43,974 00	1,008 00
400 shares Nucor	24,362 94	17,528 00	580 00
1,300 shares Pepsico	34,876 57	84,929 00	2,496 00
3,182 shares Pfizer	28,986 06	55,716 82	2,545 60
1,000 shares Praxair	26,254 00	95,470 00	1,800 00
2,000 shares Procter & Gamble	24,105 72	128,660 00	3,854 00
1,000 shares Qualcom	25,340 00	49,490 00	760 00
500 shares Schlumberger	13,445 00	41,750 00	420 00
960 shares Suntrust Banks	29,097 50	28,329.60	38 40
1,200 shares Target Corp	51,483 50	72,156 00	1,200 00
2,000 shares Texas Instruments	52,705 00	65,000 00	1,040 00
500 shares Verizon	18,058 48	17,890 00	975 00
TOTAL COMMON STOCKS	1,169,407 44	2,269,265 18	54,317 28

PART II
BEG YR

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-10

	COST	MARKET VALUE	ANNUAL INCOME
MUTUAL FUNDS			
500 000 Dow Jones UBS Commodity Fund	19,322 63	24,560 00	0 00
2930 201 First American Inflation Prot Fund	30,000 00	30,649 90	937 59
14937 11 First American Mid Cap Fund	285,000 00	356,698 12	4,630 50
7049 600 First American Small Cap Select Fund	80,000 00	101,161 83	42 30
4926 780 First American Real Estate Fund	79,261 11	89,618 16	2,133 30
3660 00 I Shares MSCI Eafe Index Fund	268,945 00	213,085 20	5,113 02
500 00 I Shares S&P Stock Index Fund	20,005 00	19,400 00	1,421 50
3027 731 Neuberger Berman Gensis Fund	107,000 00	139,154 52	0 00
11455 271 PIMCO Total Return Fund	125,036 56	124,289 69	4,032 26
5657 000 Scott International Fund	158,000 00	183,173 66	3,054 78
TOTAL MUTUAL FUNDS	1,172,570 30	1,281,791.08	21,365 25
TOTAL PRINCIPAL INVESTMENT SECURITIES	3,886,910 84	5,118,336 76	140,895 03

PART II
END YR

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-11

	COST	MARKET VALUE	ANNUAL INCOME
Government Securities Funds			
$ 50,000 FNMA 4 75% Due 11/19/12	50,691 40	51,986.50	2,375.00
TOTAL	50,691.40	51,986 50	2,375.00
Corporate Bonds			
$ 50,000 American Express 5.55% Due 1	52,176.50	51,542 50	2,775.00
$100,000 Bank of America 3 7% Due 9/0'	101,323.00	93,042 00	3,700.00
$ 50,000 Berkshire Hath 4.6% Due 5/15/'	51,621.00	52,592 00	2,300 00
$100,000 BNP Parigas 3.6% Due 2/23/1(	101,233 00	93,797 00	3,600.00
$ 50,000 Caterpiller Fin Ser 4.85% Due 1	50,043.50	51,954.00	2,425.00
$100,000 Disney 4 5% Due 12/12/13	107,719 00	107,638.00	4,500.00
$ 50,000 Goldman Sachs 5.375% Due 3/	52,540.50	49,351.00	2,687.50
$100,000 Nike 4.7% Due 10/1/13	105,310 00	105,262.00	4,700.00
$ 50,000 Wyeth 5 5% Due 2/1/14	52,800.00	54,813 00	2,750.00
$100,000 Novaris Capital 4.125% Due 2/1	102,694 00	106,992 00	4,125.00
$100,000 Oracle 3.75% Due 7/8/14	104,353 00	107,548.00	3,750 00
$100,000 Wespac Banking 3% Due 8/4/1	102,000 00	101,160.00	3,000 00
TOTAL	983,813.50	975,691.50	40,312 50
TOTAL BONDS	1,034,504.90	1,027,678 00	42,687.50

PART II
END YR

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-11

	COST	MARKET VALUE	ANNUAL INCOME
CORPORATE COMMON STOCKS:			
600 shares Abbott Labs	25,769 10	33,738 00	1,152 00
400 shares ACE Ltd	24,760 76	28,048 00	752.00
500 shares American Tower	21,324.15	30,005.00	0 00
500 shares Apache	15,987 50	45,290.00	300 00
200 shares Apple	25,928.97	81,000.00	0.00
1,000 shares ADP	5,584.74	54,010 00	1,580.00
1,100 shares Bristol Myers Squibb	8,100.48	38,764 00	1,496.00
2,000 shares Cisco Systems	43,869 00	36,160.00	480.00
500 shares Check Point Software	28,844 60	26,270 00	0.00
500 shares Conoco Phillips	207 51	36,435.00	1,320.00
700 shares Dr Pepper Snapple Group	26,404.00	27,636 00	896.00
936 shares Duke Energy	14,028 92	20,592.00	936.00
900 shares Exxon Mobil	1,981.68	76,284.00	1,692.00
400 shares Freeport -McMoran	19,655 55	14,716.00	400.00
2,200 shares General Electric	8,341 66	39,402 00	1,496.00
2,600 shares General Mills	19,232.65	105,066 00	3,172.00
1,500 shares Intel	35,712.00	36,375 00	1,260.00
1,300 shares Johnson and Johnson	9,843 44	85,254 00	2,964.00
800 shares McDonalds	26,152.16	80,264.00	2,240.00
900 shares Medco Health Solutions	42,661 35	50,310 00	0 00
2,000 shares Microchip Technology	6,104 26	7,326 00	278.40
1,300 shares Microsoft	22,739.60	33,748 00	1,040.00
500 shares NEXTERA Energy	24,030.50	30,440.00	1,100.00
600 shares 3M Company	8,672.32	49,038.00	1,320.00
1,000 shares J. P. Morgan Chase & Co	17,891.89	33,250.00	1,000 00
400 shares Nike	26,306.92	38,548 00	576.00
700 shares Norfork Southern	24,385.07	51,002.00	1,204.00
3,182 shares Pfizer	28,986 06	68,858.48	2,800.16
1,000 shares Praxair	26,254.00	106,900.00	2,000.00
1,300 shares Procter & Gamble	15,668.72	86,723.00	2,730.00
900 shares Oracle Corp	25,766.10	23,085.00	216.00
1,000 shares Qualcom	25,340.00	54,700.00	860.00
500 shares Schlumberger	13,445.00	34,155.00	500 00
600 shares Target Corp	21,694 36	30,732 00	720 00
500 shares Verizon	18,058 48	20,060.00	1,000 00
TOTAL COMMON STOCKS	709,733 50	1,614,184 48	39,480.56

PART II

END YR

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-11

	COST	MARKET VALUE	ANNUAL INCOME
MUTUAL FUNDS			
5400 000 Dow Jones UBS Commodity Fund	257,490 63	228,096 00	0 00
10010 00 Driehaus Active Inc Fd	100,000 00	100,200 20	4,284 28
9124 088 Highland Long Short Equity Fd	100,000 00	100,182 49	0 00
16033 81 Nuveen Inflation Prot Fund	180,000 00	184,228 48	3,415 20
7694 229 Nuveen Mid Cap Value Fund	146,805 89	169,042 21	1,438 82
7049 605 Nuveen Small Cap Select Fund	80,000 00	97,002 56	0 00
9052 443 Nuveen Real Estate Fund	154,261 11	171,724 84	3,738 66
2000 00 I Shares S&P Stock Pref Index Fund	74,110 00	71,240 00	4,974 00
4000 00 I Shares MSCI Emerging Mkts ETF	183,000 00	151,760 00	3,232 00
3027 731 Neuberger Berman Gensis Fund	107,000 00	140,577 55	1,928 66
7441 86 PIMCO Total Return Fund	81,656 62	80,893 02	2,671 63
2730 748 T Rowe Price Mid-Cap Growth Fund	150,000 00	143,992 34	0 00
15936 88 Scout International Fund	502,170 38	445,754 53	6,773 17
4500 00 SPDR DJ Wilshire	155,925 00	143,235 00	6,079 50
TOTAL MUTUAL FUNDS	2,272,419 63	2,227,929 22	38,535 92
TOTAL PRINCIPAL INVESTMENT SECURITIES	4,016,658 03	4,869,791 70	120,703 98

ACCT 2WYB 08730450
FROM 01/01/2011
TO 12/31/2011

U S BANK N A
STATEMENT OF CAPITAL GAINS AND LOSSES
TIMMONS, BESS S FOUNDATION PLG

TRUST YEAR ENDING 12/31/2011

RUN 02/16/2012
03 13·07 AM

TAX PREPARER 265
TRUST ADMINISTRATOR 855
INVESTMENT OFFICER. 2589

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
100000 0000 F H L M C M T N 3 250% 2/25/11 - 3137EABF5 - MINOR = 22							
SOLD		02/25/2011	100000 00				
ACQ	100000 0000	03/18/2008	100000 00	102095 20	-2095 20	LT15	Y
1300 0000 DU PONT E I DE NEMOURS & CO - 263534109 - MINOR = 42							
SOLD		03/02/2011	68837 70				
ACQ	1110 0000	05/30/1979	58776 81	4330.37	54446.44	LT15	Y
	190 0000	10/16/2006	10060 89	8584 20	1476 69	LT15	Y
500 0000 EMERSON ELEC CO - 291011104 - MINOR = 42							
SOLD		03/02/2011	29364 53				
ACQ	500 0000	05/21/2008	29364.53	28673 10	691.43	LT15	Y
120 0000 FRONTIER COMMUNICATIONS CORP - 35906A108 - MINOR = 42							
SOLD		03/02/2011	983.99	118315	(199.16)		
ACQ	120 0000	09/23/2004	983.99	~~1151 49~~	~~-167 50~~	LT15	Y
CHANGED 07/22/11 V26							
1300.0000 ILLINOIS TOOL WORKS - 452308109 - MINOR = 3101							
SOLD		03/02/2011	69926 69				
ACQ	1300.0000	06/21/2006	69926 69	62307.96	7618 73	LT15	Y
3660 0000 I SHARES MSCI EAFE INDEX FUND E T F - 464287465 - MINOR = 94							
SOLD		03/02/2011	222409 16				
ACQ	1660 0000	01/12/2007	100874 10	120765 00	-19890.90	LT15	Y
	2000 0000	03/19/2007	121535.06	148180 00	-26644.94	LT15	Y
2200.0000 LOWES CO INC - 548661107 - MINOR = 42							
SOLD		03/02/2011	55967 14				
ACQ	1200 0000	01/17/2001	30527.53	14782.50	15745 03	LT15	Y
	1000.0000	06/21/2006	25439 61	30930 00	-5490.39	LT15	Y
1000 0000 MERCK AND CO INC NEW - 58933Y105 - MINOR = 42							
SOLD		03/02/2011	32259.47				
ACQ	1000 0000	10/08/2007	32259.47	53123 00	-20863 53	LT15	Y
400 0000 NUCOR CORP - 670346105 - MINOR = 42							
SOLD		03/02/2011	18911 67				
ACQ	400 0000	07/18/2008	18911 67	24362.94	-5451.27	LT15	Y
2000.0000 TEXAS INSTRUMENTS INC - 882508104 - MINOR = 3101							
SOLD		03/02/2011	71824.61				
ACQ	1500.0000	10/07/2003	53868 46	36750.00	17118 46	LT15	Y
	500 0000	09/15/2006	17956.15	15955 00	2001.15	LT15	Y
100000.0000 F H L B DEB 3 250% 3/11/11 - 3133XPWW0 - MINOR = 22							
SOLD		03/11/2011	100000.00				
ACQ	100000 0000	03/31/2008	100000 00	101515 00	-1515 00	LT15	Y
2700.0000 ALCOA INC - 013817101 - MINOR = 42							
SOLD		09/15/2011	31805 38				
ACQ	500.0000	12/20/2001	5889 89	17540 00	-11650 11	LT15	Y
	2200 0000	02/18/2003	25915.49	46059.60	-20144 11	LT15	Y
1000.0000 AUTOMATIC DATA PROCESSING - 053015103 - MINOR = 42							
SOLD		09/15/2011	49700 84				
ACQ	1000 0000	01/09/1990	49700 84	5584 74	44116 10	LT15	Y
1000 0000 J P MORGAN CHASE CO - 46625H100 - MINOR = 3101							
SOLD		09/15/2011	33439 35				
ACQ	1000 0000	02/25/1993	33439 35	17891 89	15547.46	LT15	Y
250 0000 MARATHON PETROLEUM CORP - 56585A102 - MINOR = 42							
SOLD		09/15/2011	9160 50				
ACQ	250 0000	02/01/2008	9160 50	9682 89	-522.39	LT15	Y
7242 8780 NUVEEN MID CAP VALUE FUND CL I - 670678663 - MINOR = 98							
SOLD		09/15/2011	154780 30				
ACQ	7242 8780	10/06/2009	154780 30	138194.11	16586 19	LT15	Y
1300 0000 PEPSICO INC - 713448108 - MINOR = 3101							
SOLD		09/15/2011	79623 46				
ACQ	800 0000	03/14/1995	48999 05	14826 67	34172 38	LT15	Y
	500 0000	09/17/2002	30624 41	20049 90	10574.51	LT15	Y
960 0000 SUNTRUST BKS INC - 867914103 - MINOR = 42							
SOLD		09/15/2011	18921.33				
ACQ	960 0000	11/06/1995	18921 33	29097.50	-10176.17	LT15	Y
600 0000 3M CO - 88579Y101 - MINOR = 3101							
SOLD		09/15/2011	48408 20				
ACQ	600.0000	12/20/1990	48408 20	8672 33	39735 87	LT15	Y
11455 2710 PIMCO TOTAL RETURN FUND INST - 693390700 - MINOR = 99							
SOLD		10/12/2011	122456.85		58790.11		
ACQ	5499 5420	11/04/2009	58790 11	60000 00	-1209.89	LT-W	Y
	1942 3010	02/10/2010	20763 20	21209.93	20763.20 -446 73	LT-W	Y ✗
	4013.4280	02/10/2010	42903 54	43826 63	-923 09	LT15	Y
FOUND UPDATE							
100000 0000 F N M A M T N 5 000% 10/15/11 - 31359MZ30 - MINOR = 22							
SOLD		10/15/2011	100000 00				
ACQ	100000 0000	10/03/2007	100000 00	101470 90	-1470 90	LT15	Y
400 0000 CONOCOPHILLIPS - 20825C104 - MINOR = 3101							
SOLD		11/11/2011	28975 44				
ACQ	400 0000	05/30/1979	28975 44	166 01	28809 43	LT15	Y
500 0000 EXELON CORPORATION - 30161N101 - MINOR = 3101							
SOLD		11/11/2011	22373 96				
ACQ	500 0000	10/19/2006	22373 96	30969 00	-8595 04	LT15	Y
700 0000 JOHNSON JOHNSON - 478160104 - MINOR = 3101							
SOLD		11/11/2011	45408 06				
ACQ	700 0000	01/09/1990	45408 06	5300 31	40107 75	LT15	Y
500 0000 MARATHON OIL CORPORATION - 565849106 - MINOR = 42							
SOLD		11/11/2011	13887 73				
ACQ	500 0000	02/01/2008	13887 73	14314 36	-426 63	LT15	Y

ACCT 2WYB 08730450
FROM 01/01/2011
TO 12/31/2011

U S BANK N.A.
STATEMENT OF CAPITAL GAINS AND LOSSES
TIMMONS, BESS S FOUNDATION PLG

TRUST YEAR ENDING 12/31/2011

RUN 02/16/2012
03·13:07 AM

TAX PREPARER· 265
TRUST ADMINISTRATOR· 855
INVESTMENT OFFICER 2589

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
800.0000 MICROCHIP TECHNOLOGY INC - 595017104 - MINOR = 42							
SOLD		11/11/2011	28817 44	24417.02	4400.42		
ACQ	800 0000	10/19/2006	28817.44	~~23863.42~~	~~4954.02~~	LT15	Y
CHANGED 02/04/12 JFL							
700 0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 42							
SOLD		11/11/2011	44625.19				
ACQ	700.0000	10/05/1993	44625 19	8437 00	36188 19	LT15	Y
600 0000 TARGET CORPORATION - 87612E106 - MINOR = 42							
SOLD		11/11/2011	31280.16				
ACQ	600 0000	06/21/2006	31280 16	29789 14	1491 02	LT15	Y
300000 0000 F H L B DEB 4 875% 11/18/11 - 3133XHPH9 - MINOR = 22							
SOLD		11/18/2011	300000.00				
ACQ	100000 0000	11/05/2007	100000 00	101612.60	-1612.60	LT15	Y
	200000 0000	11/19/2007	200000 00	204967 60	-4967.60	LT15	Y
TOTALS			1934149 15	~~1707032.29~~ 1705960.93			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0 00	~~228773 48~~ 228188.22	0.00	-1656.62	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0.00	0 00	
COMMON TRUST FUND	0 00	0.00	0.00			0 00
CAPITAL GAIN DIVIDENDS	2723.22	0 00	~~18595 99~~ 18280.07			176 77
	2723 22	0.00	~~247369 47~~ 246468.09	0 00	-1656 62	176 77

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0.00	0.00	228773 48	0 00	-1656 62	0 00*
COVERED FROM ABOVE	0 00	0.00	0 00	0.00	0.00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	2723 22	0 00	18595 99			176.77
	2723 22	0 00	247369 47	0 00	-1656 62	176 77

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
MISSOURI	N/A	N/A

TOTAL

249191.51

BESS TIMMONS SPIVA FOUNDATION
GRANT SCHEDULE 2011

PART XV GRANTS AND CONTRIBUTIONS

GRANT RECIPIENT	ADDRESS	STATUS OF REC	PURPOSE OF GRANT	Amount
Appleton City R2 School	Appleton,Mo	Educational	General Support	2000
American Red Cross-Greater Ozark Chapter	Joplin, Mo	Public Charity	General Support	17000
Arizona Outdoor Adventures	Phoenix,Az	Public Charity	General Support	5000
Big Brothers/Big Sisters of the Ozarks	Joplin, Mo	Public Charity	Lunch Program	2000
Bohart Museum of Entomology	Davis ,Ca	Public Charity	Audiovisual Equipment	5000
Call a Ride of South Lake	South Lake, Tx	Public Charity	General Support	1500
Canelo Project	Elgin,Az	Public Charity	General Support	2300
Caring Ministries	Tucson,Az	Public Charity	Refrigerated Truck	10000
Catch a Dream	Albuquerque,NM	Public Charity	Scholarships	1000
Child Safe	Ft Collins ,Co	Public Charity	Child Abuse Program	2000
Childrens Haven of SW Missouri	Joplin, Mo	Public Charity	Crisis Care for Children	2000
Childrens Museum of Denver	Denver,Co	Public Charity	Admissions Program	1000
Christians as Family Advocates	Eugene,Or	Public Charity	Care & Kids Program	3000
Colonial Fox Theatre Foundation	Pittsburg,Ks	Public Charity	General Support	6000
Community Health Center of SE Kansas	Pittsburg,Ks	Public Charity	Cardiology Care	3750
Cross Lines Community Outreach	Joplin, Mo	Public Charity	School Uniforms	2000
Cumberland College	Williamsburg,Ky	Educational	Scholarships	3000
Delta Denta Health Theatre	St Louis.Mo	Public Charity	General Support	1000
Development Ctr for Appropraite Tech	Tucson,Az	Public Charity	General Support	2000
Donnelly College	Kansas City,Mo	Educational	Scholarships	4000
Drury University	Springfield,Mo	Educational	Monett Project	8000
Friends of Konza Prairie	Manhatten,Ks	Public Charity	General Support	2700
Friends of Saguara National Park	Tucson,Az	Public Charity	Research & Conservation	10000
Gabriel's Angels	Phoenix,Az	Public Charity	Pet Therapy Program	2000
Good Samaritan Foundation	Portland Or	Public Charity	General Support	3000
Greater Phoenix Youth at Risk Fnd	Phoenix,Az	Public Charity	PALS Program	2000
Habitat for Humanity-Laramine County	Cheyene,Wy	Public Charity	Educational Partnership	2500
Hozhona Foundation	Flafstaff,Az	Public Charity	Group Home Refurbishment	2000
Huntington Disease	New York,NY	Public Charity	Pamplets	13000
Metanoia United Methodist Church	Portland,Or	Church	General Support	3000

Mobile Meals of Tucson	Tucson,Az	Public Charity	General Support	2000
Missouri College Fund	Kansas City,Mo	Educational	Scholarships	3000
Monarch School Project	San Diego,Ca	Public Charity	After School Program	2000
Native Seeds/SEARCH	Tucson,Az	Public Charity	General Support	5000
Nature Conservancy-Kansas Chapter	Topeka<ks	Public Charity	General Support	1000
Northland Hospice & Polliative Care	Flafstaff,Az	Public Charity	Hospice Program	3000
Ozark Trails Council of Boys Scouts	Joplin, Mo	Public Charity	At Risk Children Program	2000
Our Family Services	Tucson,Az	Public Charity	Common Unity program	3000
Rain-Central Missouri	Colunbia, Mo	Public Charity	Food Basket Program	2500
Rawling County health Center	Atwood Ks	Medical	Remote Telemetry Unit	2000
Riverview Estates	Marquette,Ks	Public Charity	General Support	15000
Rosies House	Phoenix,Az	Public Charity	Music Educagtion program	2000
Serendity Center	Portland,Or	Public Charity	Best Practices Program	3000
Sisters of the Road	Portland,Or	Public Charity	Hot Meals Program	5000
Southwest Missouri We Care Coalition	Webb City,Mo	Public Charity	VITA Operations	1000
St Joseph Institute for the Deaf	Chesterfield,Mo	Public Charity	Scholarships	3000
Stillwell Heritage and Education Fnd	Pittsburg,Ks	Public Charity	General Support	2500
Store to Door	Portland,Or	Public Charity	Shoppins Assistance for Seniors	3000
Texas Co Mo Memorial Hospital	Houston,Mo	Medical	Cardic Care Holter Recorders	16000
The Giving Tree	Portland,Or	Public Charity	Enhanced Residents program	5000
The Loft Cimema	Tucson,Az	Public Charity	Projection Equipment	3000
University of Arizona Foundation	Tucson,Az	Educational	Student Research Support	4000
Volunteers of America	Portland,Or	Public Charity	Scholarships	2000
Wildcat Glades Conservation / Audobon Center	Joplin, Mo	Public Charity	Onsite School Program	2000
Yavapi Big Brothers/Big Sisters	Prescott,Az	Public Charity	General Support	10000
You are Special	Orange,Ca	Public Charity	Food Bank Program	2000
Young Audiences of Santa Cruz County	Nogales.Az	Public Charity	General Support	2500
Total				230250

BESS SPIVA TIMMONS FOUNDATION, INC
INFORMATION FOR FORM 990-PF
YEAR 2011
43-6075014

Part VIII, Line 1

Name and Address of Officers, Directors & Managers	Title and Average Hours per Week	Contributions to EBP	Expenses Allowances	Compensation
U.S. Bank, NA P. O. Box 8 Joplin, MO 64802	Trustee Less than One	-0-	-0-	$28,084
Leia Matern 2607 Allen Circle Woodland, CA 95776	Director Less than One	-0-	-0-	-0-
Tim Spears 3120 E. Lester St. Tucson, AZ 85716	Director Treasurer Less than One	-0-	-0-	-0-
Catherine Weeks 2000 E. 8th St. (PO Box 825) Vancouver, WA 98661 (98666)	Officer President Less than One	-0-	-0-	-0-
Jennifer Svacina 1393 Mamerow Lane E Oconomowoc, WI 53066	Director Less than One	0	0	0
Dana Whitby 3318 Westridge Lane Concord, NC 28027	Director Vice President Less than One	-0-	-0-	-0-
George Timmons 1035 Scott Drive, Apt 271 Prescott, AZ 86301-1784	Director Less than One	-0-	-0-	-0-
Sarah Timmons 624 N Wrigley Lane Lawrence, KS 66044	Director Less than One	-0-	-0-	-0-
Gregory G. Timmons 3725 Rimrock Road York, PA 17402	Director Secretary Less than One	-0-	-0-	-0-

THE BESS SPIVA TIMMONS FOUNDATION

BACKGROUND AND PHILOSOPHY

The Bess Spiva Timmons Foundation, a family foundation, was established by Mrs. Timmons in 1967, to enable her children to carry on an already existing program of assistance in the areas of education, health, medical research, the arts, and programs with emphasis to benefit minority groups, social services, and ecology. Consideration is also given to experimental ventures in these designated areas. Small, struggling tax-exempt organizations, which have little or no federal, state or local financial assistance, are favored for grants.

The Foundation cannot consider requests from individuals or associations located in foreign countries, or for operating expenses, endowments, major building projects, or major acquisitions. The Foundation does not make permanent commitments of support.

The Foundation primarily limits its interest to the Central and Western United States. Grants generally range from one to ten thousand dollars.

No formal grant application forms are used. However, all requests should be stated in a letter following the guidelines listed below:

Application Information Required

Proposal letter should include the following:

1. Mission statement and background of organization.
2. Demonstration of need.
3. Amount requested.
4. Project title and name of project director.
5. Purpose of program for which funds are sought.
6. Time-lines for program implementation.
7. Evaluation after implementation of program.

Attachments

1. Current financial statement.
2. Copy of tax exempt status.
3. Roster of Board of Directors
4. Optional materials.

Submission Date

Grant applications must be submitted prior to August 31st, for consideration at the annual meeting of the Timmons foundation, which is held in October each year. The notification of grant awards will be made as soon as possible after the annual meeting. We strive to notify all applicants within 30 days following the annual meeting as to the disposition of their grant request.

Reports

A status report and evaluation of any funded project should be received by the Foundation either upon completion of the project or not later than March 31st, of the following year. This is requested of all grant recipients without regard to the size of the grant. The organization receiving the grant should acknowledge the amount received and states the deposition of the funds. Twenty percent of each Grant in the amount of $5,000 and more will be withheld until a status report is received.

Applications for grants should be forwarded to:

The Bess Spiva Timmons Foundation
U.S. Bank Private Client Group
P.O. Box 8
Joplin, MO 64802-0008

OR

Email: info@timmonsfoundation.org

If you have any questions, please call:

Catherine Spillman, President
(541) 998-3224