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

2012

Open to Public Inspection

For calendar year 2012 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 ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 5,144,956

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

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	42,569	42,569		
	4	Dividends and interest from securities	82,892	82,892		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	93,660			
	b	Gross sales price for all assets on line 6a 470,192				
	7	Capital gain net income (from Part IV, line 2)		93,660		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and 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	219,121	219,121	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	28,160	28,160		
	17	Interest	159	159		
	18	Taxes (attach schedule) (see instructions) Stmt 3	3,157			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	30,925	30,925		
	22	Printing and publications				
	23	Other expenses (att. sch) Stmt 4	625	519		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	64,526	61,263	0	0
	25	Contributions, gifts, grants paid	241,750			241,750
	26	**Total expenses and disbursements.** Add lines 24 and 25	306,276	61,263	0	241,750
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-87,155			
	b	**Net investment income** (if negative, enter -0-)		157,858		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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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	124	-6,878	-6,878
	2	Savings and temporary cash investments	48,855	82,616	82,616
	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	50,691		
	b	Investments – corporate stock (attach schedule) See Stmt 6	709,734	562,069	1,529,408
	c	Investments – corporate bonds (attach schedule) See Stmt 7	983,814	881,594	894,052
	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)	2,272,420	2,470,159	2,645,758
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,065,638	3,989,560	5,144,956
Liabilities	17	Accounts payable and accrued expenses	-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 ▶ See Statement 9)		15,909	
	23	**Total liabilities** (add lines 17 through 22)	-151	15,909	
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	6,323,607	6,417,267	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	-2,257,819	-2,443,617	
	29	Retained earnings, accumulated income, endowment, or other funds		1	
	30	**Total net assets or fund balances** (see instructions)	4,065,788	3,973,651	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,065,637	3,989,560	

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	4,065,788
2	Enter amount from Part I, line 27a	2	-87,155
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,978,633
5	Decreases not included in line 2 (itemize) ▶ See Statement 10	5	4,982
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,973,651

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 Schedule Attached	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	470,192		376,532	93,660
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				93,660
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	93,660
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	93,660

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))
2011	230,250	5,092,045	0.045218
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

2	**Total** of line 1, column (d)	2	0.246861
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	0.049372
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,092,311
5	Multiply line 4 by line 3	5	251,418
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,579
7	Add lines 5 and 6	7	252,997
8	Enter qualifying distributions from Part XII, line 4	8	241,750

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	3,157
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	3,157
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	3,157
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 6,748		
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	6,748
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,591
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ 3,591 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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012)	N/A	3b		
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 2012?		4b		X

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)? (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	0.00	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	5,168,160
b	Average of monthly cash balances		1b	1,699
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	5,169,859
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	5,169,859
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)		4	77,548
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,092,311
6	**Minimum investment return.** Enter 5% of line 5		6	254,616

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	254,616
2a	Tax on investment income for 2012 from Part VI, line 5	2a 3,157		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,157
3	Distributable amount before adjustments Subtract line 2c from line 1		3	251,459
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	251,459
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	251,459

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	241,750
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	241,750
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	241,750

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					251,459
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only					
b	Total for prior years: 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2012:					
a	From 2007					
b	From 2008					
c	From 2009	13,705				
d	From 2010	18,770				
e	From 2011					
f	**Total** of lines 3a through e		32,475			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 241,750					
a	Applied to 2011, 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 2012 distributable amount					241,750
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		9,709			9,709
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5		22,766			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		22,766			
10	Analysis of line 9					
a	Excess from 2008					
b	Excess from 2009	3,996				
c	Excess from 2010	18,770				
d	Excess from 2011					
e	Excess from 2012					

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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				241,750
Total			▶ 3a	241,750
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	42,569	
4 Dividends and interest from securities			14	82,892	
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					93,660
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		125,461	93,660

13 **Total.** Add line 12, columns (b), (d), and (e) 13 219,121

(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: [signature] Date: 4-22-13 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Cecil H Hull	Cecil H Hull [signature]	02/21/13	

Firm's name ▶	BAKER DAVIS RODERIQUE	PTIN	P01229738
Firm's address ▶	920 E 15th St Joplin, MO 64804-2266	Firm's EIN ▶	43-1870827
		Phone no	417-782-0829

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	$ 28,160	$ 28,160	$	$
Total	$ 28,160	$ 28,160	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	$ 3,157	$	$	$
Total	$ 3,157	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Admin Expenses	270	270		
Bank charges	249	249		
IRS Penalty	106			
Total	$ 625	$ 519	$ 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	$ 50,691	$	Cost	$
Total	$ 50,691	$ 0		$ 0

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	$ 709,734	$ 562,069	Cost	$ 1,529,408
Total	$ 709,734	$ 562,069		$ 1,529,408

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	$ 983,814	$ 881,594	Cost	$ 894,052
Total	$ 983,814	$ 881,594		$ 894,052

Federal Statements

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	$ 2,272,420	$ 2,470,159	$ 2,645,758
Total	$ 2,272,420	$ 2,470,159	$ 2,645,758

Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
Loan	$	$ 19,500
Accrued Excise tax		-3,591
Total	$ 0	$ 15,909

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Prior Year adjustments	$ 4,982
Total	$ 4,982

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-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/'	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

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

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

PART II
END YR

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-12

	COST	MARKET VALUE	ANNUAL INCOME
Corporate Bonds			
$100,000 Bank of America 3.7% Due 9/01/15	101,323.00	105,714.00	3,700.00
$ 50,000 Berkshire Hath 4.6% Due 5/15/13	51,621.00	50,775.00	2,300.00
$100,000 BNP Parigas 3.6% Due 2/23/16	101,233.00	105,845.00	3,600.00
$100,000 Disney 4.5% Due 12/12/13	107,719.00	103,883.00	4,500.00
$ 50,000 Goldman Sachs 5.375% Due 3/15/20	52,540.50	57,301.50	2,687.50
$100,000 Nike 4.7% Due 10/1/13	105,310.00	103,215.00	4,700.00
$100,000 Novaris Capital 4.125% Due 2/10/14	102,694.00	104,003.00	4,125.00
$100,000 Oracle 3.75% Due 7/8/14	104,353.00	104,987.00	3,750.00
$100,000 Wespac Banking 3% Due 8/4/15	102,000.00	105,617.00	3,000.00
$ 50,000 Wyeth 5.5% Due 2/1/14	52,800.00	52,711.00	2,750.00
TOTAL	881,593.50	894,051.50	35,112.50
TOTAL BONDS	881,593.50	894,051.50	35,112.50

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-12

	COST	MARKET VALUE	ANNUAL INCOME
CORPORATE COMMON STOCKS:			
600 shares Abbott Labs	25,769.10	39,300.00	336.00
500 shares Accenture PLC Cl A	34,774.75	33,250.00	810.00
400 shares ACE Ltd	24,760.76	31,920.00	784.00
500 shares American Tower	21,324.15	38,635.00	480.00
500 shares Apache	15,987.50	39,250.00	340.00
200 shares Apple	25,928.97	106,434.60	2,120.00
1,000 shares ADP	5,584.74	56,930.00	1,740.00
1,100 shares Bristol Myers Squibb	8,100.48	35,849.00	1,540.00
500 shares Conoco Phillips	159.97	28,995.00	1,320.00
700 shares Dr Pepper Snapple Group	26,404.00	30,926.00	952.00
900 shares Exxon Mobil	1,981.68	77,895.00	2,052.00
2,200 shares General Electric	8,341.66	46,178.00	1,672.00
2,600 shares General Mills	19,232.65	105,092.00	3,432.00
1,500 shares Intel	35,712.00	30,930.00	1,350.00
1,300 shares Johnson and Johnson	9,843.44	91,130.00	3,172.00
800 shares McDonalds	26,152.16	70,568.00	2,464.00
1,300 shares Microsoft	22,739.60	34,722.61	1,196.00
500 shares NEXTERA Energy	24,030.50	34,595.00	1,200.00
400 shares 3M Company	5,781.55	37,140.00	944.00
1,000 shares J. P. Morgan Chase & Co	17,891.89	43,969.10	1,200.00
800 shares Nike	26,306.92	41,280.00	336.00
3,182 shares Pfizer	28,986.06	79,802.33	3,054.72
250 shares Phillips 66	47.54	13,275.00	250.00
1,000 shares Praxair	26,254.00	109,450.00	2,200.00
1,300 shares Procter & Gamble	15,668.72	88,257.00	2,922.40
900 shares Oracle Corp	25,766.10	29,988.00	216.00
1,000 shares Qualcom	25,340.00	61,859.60	1,000.00
500 shares Schlumberger	13,445.00	34,649.30	550.00
600 shares Target Corp	21,694.36	35,502.00	864.00
500 shares Verizon	18,058.48	21,635.00	1,030.00
TOTAL COMMON STOCKS	562,068.73	1,529,407.54	41,527.12

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-12

	COST	MARKET VALUE	ANNUAL INCOME
MUTUAL FUNDS			
5400 000 Dow Jones UBS Commodity Fund	257,490 63	223,290 00	0 00
14735 908 Driehaus Active Inc Fd	150,000 00	157,232 14	3,949 22
16033.81 Nuveen Inflation Prot Fund	180,000 00	192,566.06	4,168.79
7694 229 Nuveen Mid Cap Value Fund	146,805.89	183,199.59	2,362 13
10405 31 Nuveen Small Cap Select Fund	130,000.00	137,662 25	0 00
9052 443 Nuveen Real Estate Fund	154,261.11	192,454 94	4,444 75
2000.00 I Shares S&P Stock Pref Index Fund	74,110 00	79,240 00	4,766.00
5000.00 I Shares MSCI Emerging Mkts ETF	225,739 50	221,750 00	3,725 00
3027.731 Neuberger Berman Gensis Fund	107,000.00	147,511.05	766 02
7441 86 PIMCO Total Return Fund	81,656 62	83,646 51	2,708 84
13902.542 Pyxis Long Short Equity Fund	155,000 00	155,430 42	0.00
2730 748 T Rowe Price Mid-Cap Growth Fund	150,000.00	154,205.34	0 00
15936.88 Scout International Fund	502,170.38	531,494 95	8,430.61
4500.00 SPDR DJ Wilshire	155,925 00	186,075 00	12,249 00
TOTAL MUTUAL FUNDS	2,470,159 13	2,645,758 25	47,570 36
TOTAL PRINCIPAL INVESTMENT SECURITIES	3,913,821 36	5,069,217 29	124,209 98

ACCT 2WYB 08730450
FROM 01/01/2012
TO 12/31/2012

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

TRUST YEAR ENDING 12/31/2012

RUN 02/18/2013
10:09:01 AM

TAX PREPARER: 272
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
900.0000 MEDCO HEALTH SOLUTIONS INC - 58405U102 - MINOR = 42				42869.55			
SOLD		04/02/2012	67101.21				
ACQ	900.0000	07/11/2008	67101.21	~~42661.35~~	24439.86	LT15	Y
CHANGED 02/05/13 W08 PREP NOTE EXISTS							
50000.0000 AMERICAN EXPR CR MTN 5.550% 10/17/12 - 02581FYH6 - MINOR = 28							
SOLD		10/17/2012	50000.00				
ACQ	50000.0000	01/31/2008	50000.00	52176.50	-2176 50	LT15	Y
2000.0000 CISCO SYS INC - 17275R102 - MINOR = 42							
SOLD		10/19/2012	36119.19				
ACQ	2000.0000	07/11/2008	36119.19	43869.00	-7749.81	LT15	Y
400.0000 FREEPORT MCMORAN COPPER GOLD - 35671D857 - MINOR = 42							
SOLD		10/19/2012	16567.63				
ACQ	400.0000	07/18/2008	16567.63	19655.55	-3087.92	LT15	Y
200.0000 MICROCHIP TECHNOLOGY INC - 595017104 - MINOR = 42							
SOLD		10/19/2012	6239.86	5896.06	343.80		
ACQ	200.0000	10/19/2006	6239.86	~~5686.06~~	~~553.80~~	LT15	Y
CHANGED 02/11/13 JFL PREP NOTE EXISTS							
500.0000 CHECK POINT SOFTWARE TECH LTD - M22465104 - MINOR = 53							
SOLD		10/19/2012	20593.54				
ACQ	500.0000	09/15/2011	20593.54	28844.60	-8251.06	LT15	
329.0000 EXPRESS SCRIPTS HLDGS C - 30219G108 - MINOR = 42							
SOLD		10/31/2012	20216 59				
ACQ	329.0000	07/11/2008	20216.59	18585.21	1631.38	LT15	Y
50000.0000 F N M A M T N 4.750% 11/19/12 - 31398AHZ8 - MINOR = 22							
SOLD		10/31/2012	50102.00				
ACQ	50000.0000	06/16/2008	50102.00	50691.40	-589.40	LT15	Y
300.0000 NORFOLK SOUTHN CORP - 655844108 - MINOR = 42							
SOLD		10/31/2012	18442 59				
ACQ	300.0000	01/22/2009	18442.59	10450.74	7991.85	LT15	Y
50000.0000 CATERPILLAR FIN MTN 4.850% 12/07/12 - 14912L3N9 - MINOR = 28							
SOLD		12/07/2012	50000.00				
ACQ	50000.0000	12/07/2007	50000 00	50043.50	-43.50	LT15	Y
312.0000 DUKE ENERGY HOLDING CORP - 26441C204 - MINOR = 42							
SOLD		12/07/2012	20034.07				
ACQ	312.0000	09/23/2004	20034.07	14028.92	6005.15	LT15	Y
400.0000 EXPRESS SCRIPTS HLDGS C - 30219G108 - MINOR = 42							
SOLD		12/07/2012	21479.52				
ACQ	400.0000	07/11/2008	21479.52	22596 00	-1116 48	LT15	Y
400.0000 NORFOLK SOUTHN CORP - 655844108 - MINOR = 42							
SOLD		12/07/2012	24526 49				
ACQ	400.0000	01/22/2009	24526.49	13934.33	10592 16	LT15	Y
200.0000 3M CO - 88579Y101 - MINOR = 3101							
SOLD		12/07/2012	18175.59				
ACQ	200.0000	12/20/1990	18175.59	2890.77	15284.82	LT15	Y
		TOTALS	~~419598.28~~	~~376113.95~~			
			470192.49	376532.13			
				43066.15			

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	~~51735.41~~ 51317.21	0.00	0 00	0.00*
COVERED FROM ABOVE	0.00	0.00	-8251.06	0.00	0 00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	14440.61	0.00	35835.48			318.11
	14440.61	0.00	79319.83	0.00	0.00	318 11

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0.00	0.00	51735.41	0.00	0.00	0 00*
COVERED FROM ABOVE	0.00	0.00	-8251.06	0 00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0 00
CAPITAL GAIN DIVIDENDS	14440.61	0.00	35835.48			318.11
	14440.61	0 00	79319.83	0.00	0.00	318.11

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
MISSOURI	N/A	N/A

TOTAL 93660.34

BESS TIMMONS SPIVA FOUNDATION
GRANT SCHEDULE 2012

PART XV GRANTS AND CONTRIBUTIONS

GRANT RECIPIENT	ADDRESS	STATUS OF REC	PURPOSE OF GRANT	Amount
A Sporting Chance	Sprinfield, Mo	Public Charity	Diabled Athletics Program	1000
Alzheimers Association SW Mo Chapter	Joplin, Mo	Public Charity	General Support	1500
American Red Cross-Greater Ozark Chapter	Joplin, Mo	Public Charity	General Support	5000
American Red Cross-(Northern Co Chapter		Public Charity	General Support	10000
Arizona Character Education Foundation		Public Charity	Aniti Bulling Program	3000
Arizona Outdoor Adventures	Phoenix,Az	Public Charity	General Support	2500
Arizona Recreation Center for the Handicapped		Public Charity	Child Care Services	1000
Birth to Three		Public Charity	Parenting Education	2000
Bohart Museum of Entomology	Davis ,Ca	Public Charity	Display Cabinets	7500
Bread of Life Missions	Camp Verdw, Az	Public Charity	General Support	2500
Call a Ride of South Lake	South Lake, Tx	Public Charity	General Support	2000
Canelo Project	Elgin,Az	Public Charity	General Support	2500
Caring Ministries	Tucson,Az	Public Charity	General Support	8500
Childrens Museum of Denver	Denver,Co	Public Charity	Admissions Program	1000
Christians as Family Advocates	Eugene,Or	Public Charity	Care & Kids Program	11500
Church Council of Greater Seattle	Seattle,Wa	Public Charity	General Support	2500
Colonial Fox Theatre Foundation	Pittsburg,Ks	Public Charity	Equipment	6000
Columbia Springs		Public Charity	Environmental Education	2000
Community Health Center of SE Kansas	Pittsburg,Ks	Public Charity	General Support	5000
Cox College		Educational	Learning Center	3000
Cumberland College	Williamsburg,Ky	Educational	Scholarships	2500
Donnelly College	Kansas City,Mo	Educational	Scholarships	2000
Drury University	Springfield,Mo	Educational	Computer Lab	5000
Friends of Saguara National Park	Tucson,Az	Public Charity	Research & Conservation	12000
Habitat for Humanity Tucson	Tucson, Az	Public Charity	School Build Program	2500
Health Care Access	Lawrence,Ks	Public Charity	Medical Home Project	3000
Huntington Disease	New York,NY	Public Charity	Pamplets	10000
Immerse Arkansas		Public Charity	General Support	3000
Joplin Association of the Blind	Joplin,Mo	Public Charity	Low Vision Services	2000
KOMAK	Beaverton, Or	Public Charity	Direct Client Support	15500

Marquette Historial Society		Public Charity	General Support	5000
Metanoia Peace UMC		Church	General Support	2000
Mobile Meals of Tucson	Tucson,Az	Public Charity	General Support	3000
Missouri College Fund	Kansas City,Mo	Educational	Scholarships	2000
Monarch School Project	San Diego,Ca	Public Charity	Educational Activities	2500
Native Seeds/SEARCH	Tucson,Az	Public Charity	General Support	5000
New Creation Church	Joplin ,Mo	Church	Kids Programs	2000
New Dawn Livestock Resue & Sanctuary	Tonopah,Az	Public Charity	Horse Trailer	3500
Northland Hospice & Polliative Care	Flafstaff,Az	Public Charity	Hospice Program	2000
Operation Homefront of Washington	Seattle,Wa	Public Charity	Back to School Program	1000
Prescription Drug Assistance Foundation	Eugene ,Or	Public Charity	Prescription Assistance	3000
Project Dignity		Public Charity	General Support	2000
Renewed Spirits Hooved Animal Rescue		Public Charity	Feed Storage	2000
Riverview Estates	Marquette,Ks	Public Charity	General Support	8250
Rosies House	Phoenix,Az	Public Charity	Music Educagtion program	2500
Sacred Heart Medical Center	Eugene Or	Medical	Teen Program	1500
Shoes That Fit	Clarmont,Ca	Public Charity	Growth Plan	3000
Sierra Hospice	Chester,Ca	Public Charity	Camp HUG	1000
Sisters of the Road	Portland,Or	Public Charity	Matching Gift Program	5000
Stillwell Heritage and Education Fnd	Pittsburg,Ks	Public Charity	General Support	5000
Store to Door	Portland,Or	Public Charity	Shopping Assistance	3500
Texas Co Mo Memorial Hospital	Houston,Mo	Medical	General Support	12000
The Loft Cimema	Tucson,Az	Public Charity	Exhibition Equipment	5500
University of Arizona Foundation	Tucson, Az	Educational	Scholarships	4000
Volunteers of America	Portland,Or	Public Charity	Education Program	5000
Watered Gardens Rescue Mission	Joplin, Mo	Public Charity	Employment project	3000
Yavapi Big Brothers/Big Sisters	Prescott,Az	Public Charity	General Support	10000
Total				241750

BESS TIMMONS SPIVA FOUNDATION
GRANT SCHEDULE 2012

PART XV GRANTS AND CONTRIBUTIONS

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Bohart Museum of Entomology	Davis ,Ca	Public Charity	Display Cabinets	7500
Bread of Life Missions	Camp Verdw, Az	Public Charity	General Support	2500
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Canelo Project	Elgin,Az	Public Charity	General Support	2500
Caring Ministries	Tucson,Az	Public Charity	General Support	8500
Childrens Museum of Denver	Denver,Co	Public Charity	Admissions Program	1000
Christians as Family Advocates	Eugene,Or	Public Charity	Care & Kids Program	11500
Church Council of Greater Seattle	Seattle,Wa	Public Charity	General Support	2500
Colonial Fox Theatre Foundation	Pittsburg,Ks	Public Charity	Equipment	6000
Columbia Springs	Vancouver,Wa	Public Charity	Environmental Education	2000
Community Health Center of SE Kansas	Pittsburg,Ks	Public Charity	General Support	5000
Cox College	Springfield,Mo	Educational	Learning Center	3000
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Project Dignity	Garden Grove, Ca	Public Charity	General Support	2000
Renewed Spirits Hooved Animal Resci n, Az	Wittman	Public Charity	Feed Storage	2000
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Total				241750

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

BESS SPIVA TIMMONS FOUNDATION, INC
INFORMATION FOR FORM 990-PF
YEAR 2012
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 18307 The Commons Blvd. Cornelius, NC 28031	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-