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 BRENT AND BONNIE JEAN BEESLEY FOUNDATION		A Employer identification number 87-0568595
Number and street (or P O box number if mail is not delivered to street address) 20 NORTH MAIN STREET	Room/suite 308	B Telephone number 801-359-0297
City or town, state, and ZIP code ST. GEORGE, UT 84770		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: [X] 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) ▶$ 16,840,654.

J Accounting method: ☐ Cash [X] 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))

	Line	(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	3,084,202.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	122,038.	122,038.		STATEMENT 2
	4 Dividends and interest from securities	415,576.	415,576.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	85,832.			STATEMENT 1
	b Gross sales price for all assets on line 6a 275,789.				
	7 Capital gain net income (from Part IV, line 2)		21,493.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,464.	2,464.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	3,710,112.	561,571.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,600.	4,800.		4,800.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	6,620.	3,310.		3,310.
	c Other professional fees STMT 6	50,000.	25,000.		25,000.
	17 Interest				
	18 Taxes STMT 7	3,173.	3,173.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	47,505.	23,753.		23,752.
	22 Printing and publications				
	23 Other expenses STMT 8	1,504.	1,469.		35.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	118,402.	61,505.		56,897.
	25 Contributions, gifts, grants paid	603,830.			603,830.
	26 **Total expenses and disbursements.** Add lines 24 and 25	722,232.	61,505.		660,727.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,987,880.			
	b **Net investment income** (if negative, enter -0-)		500,066.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED NOV 20 2013

NOV 18

9018 9

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,617,043.	331,648.	331,648.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	10,099,770.	14,370,477.	16,491,036.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	15,402.	17,970.	17,970.
	16 **Total assets** (to be completed by all filers)	11,732,215.	14,720,095.	16,840,654.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,977,350.	2,977,350.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,754,865.	11,742,745.	
	30 **Total net assets or fund balances**	11,732,215.	14,720,095.	
	31 **Total liabilities and net assets/fund balances**	11,732,215.	14,720,095.	

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	11,732,215.
2 Enter amount from Part I, line 27a	2	2,987,880.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,720,095.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,720,095.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	275,789.		254,296.	21,493.

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				
b				
c				
d				
e				21,493.

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	21,493.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	689,023.	13,202,907.	.052187
2010	1,062,915.	12,401,920.	.085706
2009	729,102.	10,996,320.	.066304
2008	307,627.	13,364,763.	.023018
2007	389,844.	12,412,254.	.031408

2 Total of line 1, column (d)	2	.258623
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	.051725
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,780,038.
5 Multiply line 4 by line 3	5	712,772.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,001.
7 Add lines 5 and 6	7	717,773.
8 Enter qualifying distributions from Part XII, line 4	8	660,727.

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	10,001.
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	10,001.
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	10,001.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 17,970.		
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	17,970.
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	7,969.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	7,969. **Refunded** ▶	11	0.

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 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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) ▶ UT			
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

223531
12-05-12

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 ▶ N/A

14 The books are in care of ▶ TROY LEWIS Telephone no. ▶ 801-359-0297

Located at ▶ 20 NORTH MAIN STREET, SUITE 308, ST. GEORGE, UT ZIP+4 ▶ 84770

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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)?	1b		X
	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?	1c		X
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 ▶ ______, ______, ______, ______			
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. ▶ ______, ______, ______, ______			
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)? ☐ 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** No: 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		9,600.	0.	0.

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

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

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

223551
12-05-12

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
LEWIS & ASSOCIATES, CPAS LLC 528 E WILLOW SPRINGS LANE, DRAPER, UT 84020	ADMINISTRATION, ACCOUNTING, TAX PREP	55,000.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

223561
12-05-12

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	13,695,843.
b	Average of monthly cash balances	1b	294,043.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,989,886.
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	13,989,886.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	209,848.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,780,038.
6	**Minimum investment return.** Enter 5% of line 5	6	689,002.

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	689,002.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 10,001.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	10,001.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	679,001.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	679,001.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	679,001.

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	660,727.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	660,727.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	660,727.

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				679,001.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009 24,801.				
d From 2010 453,885.				
e From 2011 36,310.				
f **Total** of lines 3a through e	514,996.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 660,727.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				660,727.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	18,274.			18,274.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	496,722.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	496,722.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 6,527.				
c Excess from 2010 453,885.				
d Excess from 2011 36,310.				
e Excess from 2012				

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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:

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

c Any submission deadlines:

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

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				
AMERICAN HERITAGE SCHOOLS, INC. 736 NORTH 1100 EAST AMERICAN FORK, UT 84003	NONE		EDUCATION	10,000.
AMERICAN INDIAN SERVICES 1902 NORTH CANYON ROAD, SUITE 100 PROVO, UT 84604	NONE		EDUCATION	13,500.
AMIGOS DE LAS AMERICAS 233 NORTH 1250 WEST, SUITE 209 CENTERVILLE, UT 84014	NONE		HUMANITARIAN	5,000.
BALLET WEST 50 WEST 200 SOUTH SALT LAKE CITY, UT 84101	NONE		ARTS	2,000.
BOY SCOUTS OF AMERICA 525 FOOTHILL BLVD SALT LAKE CITY, UT 84113	NONE		YOUTH PROGRAMS	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	603,830.
b Approved for future payment NONE				
Total			▶ 3b	0.

223611
12-05-12

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
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	122,038.	
4 Dividends and interest from securities			14	415,576.	
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			14	2,464.	
8 Gain or (loss) from sales of assets other than inventory			18	85,832.	
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.		625,910.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	625,910.

(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).

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

Signature of officer or trustee: [signature] Date: 11/13/13 Title: VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
TROY K. LEWIS	[signature]	11/13/13		P00014741

Firm's name ▶ LEWIS & ASSOCIATES, CPAS, LLC — Firm's EIN ▶ 68-0519355

Firm's address ▶ 528 EAST WILLOW SPRINGS LANE DRAPER, UT 84020 — Phone no. 801-523-1051

223622
12-05-12

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
BRENT AND BONNIE JEAN BEESLEY FOUNDATION	87-0568595

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
BRENT AND BONNIE JEAN BEESLEY FOUNDATION	87-0568595

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HERITAGE HOLDING CORPORATION 20 NORTH MAIN, SUITE 308 ST GEORGE, UT 84770	$ 3,084,202.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
BRENT AND BONNIE JEAN BEESLEY FOUNDATION	87-0568595

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES	$ 3,084,202.	09/21/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: BRENT AND BONNIE JEAN BEESLEY FOUNDATION

Employer identification number: 87-0568595

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	.333 SHRS DUK		08/30/06	06/29/12
b	1,100 SHRS MBNA CAP SER E		11/21/02	07/25/12
c	160,000 US STEEL CORP		09/11/09	04/16/12
d	800 SHRS WPX		02/23/10	02/15/12
e	BOA SEC SETTLMENT		01/01/06	11/30/12
f	CONTRIBUTION OF HOG	D	01/01/06	07/24/12
g	CONTRIBUTION OF WFC		01/01/06	09/21/12
h				
i				
j				
k				
l				
m				
n				
o				

	(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	23.		17.	6.
b	27,500.		27,505.	-5.
c	169,497.		153,045.	16,452.
d	14,359.		9,390.	4,969.
e	71.			71.
f	19,738.		19,738.	0.
g	44,601.		44,601.	0.
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6.
b				-5.
c				16,452.
d				4,969.
e				71.
f				0.
g				0.
h				
i				
j				
k				
l				
m				
n				
o				

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	21,493.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BRIGHAM YOUNG UNIVERSITY C-380 ASB PROVO, UT 84602	NONE		EDUCATION	30,000.
CHARITY ANYWHERE FOUNDATION 1246 EAST CASSIDY CIRCLE BOUNTIFUL, UT 84010	NONE		HUMANITARIAN	5,000.
DESERET INTERNATIONAL 1282 EAST CAMBRIDGE COURT PROVO, UT 84604	NONE		HUMANITARIAN	10,000.
DIXIE REGIONAL MEDICAL CENTER 1380 EAST MEDICAL CENTER DRIVE ST GEORGE, UT 84790	NONE		MEDICAL	5,000.
DIXIE STATE COLLEGE 225 SOUTH 700 EAST ST GEORGE, UT 84770	NONE		EDUCATION	10,325.
GOVERNOR'S MANSION FOUNDATION 175 SOUTH WEST TEMPLE, SUITE 650 SALT LAKE CITY, UT 84101	NONE		HISTORIC PRESERVATION	5,000.
HARVARD BUSINESS SCHOOL SOLDIERS FIELD CAMBRIDGE, MA 02163	NONE		EDUCATION	1,000.
HARVARD LAW SCHOOL 1563 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02138	NONE		EDUCATION	1,000.
KONY CHARITIES 750 WEST RIDGE VIEW DRIVE ST GEORGE, UT 84770	NONE		HUMANITARIAN	500.
LDS PHILANTHROPIES 15 EAST SOUTH TEMPLE, 2ND FLOOR EAST SALT LAKE CITY, UT 84150	NONE		HUMANITARIAN/EDUCATION	175,005.
Total from continuation sheets				572,330.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL CENTER FOR POLICY ANALYSIS PO BOX 650098 DALLAS, TX 75265	NONE		EDUCATION	50,000.
PATRONATO BENEFICO ORIENTAL ONE NORTH CLEMATIS STREET, SUITE 200 WEST PALM BEACH, FL 33401	NONE		HUMANITARIAN	10,000.
PIONEER MEMORIAL THEATER 300 SOUTH 1400 EAST, ROOM 205 SALT LAKE CITY, UT 84112	NONE		ARTS	2,500.
SOUTHERN UTAH WILDERNESS ALLIANCE 425 EAST 100 SOUTH SALT LAKE CITY, UT 84111	NONE		ENVIRONMENT	10,000.
SOUTHERN VIRGINIA UNIVERSITY ONE UNIVERSITY HILL DRIVE BUENA VISTA, VA 24416	NONE		EDUCATION	21,000.
ST. GEORGE HOUSING AUTHORITY 975 NORTH 1725 WEST ST GEORGE, UT 86770	NONE		HOUSING	12,000.
THE CHILDREN'S CENTER 350 SOUTH 400 EAST SALT LAKE CITY, UT 84111	NONE		EDUCATION/HUMANITARIAN	5,000.
THIS IS THE PLACE HERITAGE PARK FOUNDATION 2601 EAST SUNNYSIDE AVENUE SALT LAKE CITY, UT 84108	NONE		EDUCATION/HISTORIC PRESERVATION	5,000.
UTAH BOARD OF JUVENILE JUSTICE 101 STATE CAPITOL SALT LAKE CITY, UT 84114	NONE		EDUCATION	5,000.
UTAH SYMPHONY & OPERA 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84101	NONE		ARTS	3,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
UTAH SYSTEM OF HIGHER EDUCATION 60 SOUTH 400 WEST SALT LAKE CITY, UT 84101	NONE		EDUCATION	5,000.
UTAH YOUTH VILLAGE 5800 SOUTH HIGHLAND DRIVE SALT LAKE CITY, UT 84121	NONE		HUMANITARIAN	10,000.
WASHINGTON COUNTY SCHOOL DISTRICT 121 WEST TABERNACLE ST GEORGE, UT 84770	NONE		EDUCATION	500.
WATERFORD SCHOOL 1480 EAST 9400 SOUTH SANDY, UT 84093	NONE		EDUCATION	126,000.
YOUTHLINC 1140 EAST BRICKYARD ROAD, SUITE 76 SALT LAKE CITY, UT 84106	NONE		HUMANITARIAN	5,000.
CODMAN ACADEMY 637 WASHINGTON STREET DORCHESTER, MA 02124	NONE		EDUCATION	5,000.
AMERICAN LEADERSHIP ACADEMY 2350 EAST GERMANN ROAD CHANDLER, AZ 85286	NONE		EDUCATION	10,000.
FAMILY COUNSELING CENTER 5250 S COMMERCE DRIVE SUITE 250 MURRAY, UT 84107	NONE		MEDICAL	5,000.
NATIONAL FOUNDATION FOR FERTILITY RESEARCH 10290 RIDGE GATE CIRCLE LONE TREE, CO 80124	NONE		MEDICAL	2,500.
HABITAT FOR HUMANITY 1070 WEST 1600 SOUTH BLDG B ST GEORGE, UT 84770	NONE		HUMANITARIAN	500.
Total from continuation sheets				

BRENT AND BONNIE JEAN BEESLEY FOUNDATION 87-0568595

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HIMALAYAN CATARACT PROJECT PO BOX 55 WATERBURY, VT 05676	NONE		MEDICAL	10,000.
INKAS PO BOX 242 SANTA CLARA, UT 84765	NONE		HUMANITARIAN	1,000.
SAMS HOPE FOR A CURE 566 6TH AVENUE SALT LAKE CITY, UT 84103	NONE		MEDICAL	2,500.
SUCCESS IN EDUCATION FOUNDATION 405 SOUTH MAIN STREET, SUITE 1200 SALT LAKE CITY, UT 84111	NONE		EDUCATION	1,000.
THE LEARNING CENTER 2044 SOUTH MESA PALMS DRIVE ST GEORGE, UT 84770	NONE		EDUCATION	500.
TUACAHN FOUNDATION 1100 TUACAHN DRIVE IVINS, UT 84738	NONE		ARTS	5,000.
UNIVERSITY OF UTAH 540 ARAPEEN DRIVE, SUITE 250 SALT LAKE CITY, UT 84108	NONE		EDUCATION	16,500.
Total from continuation sheets				

BRENT AND BONNIE JEAN BEESLEY FOUNDATION 87-0568595

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.333 SHRS DUK		08/30/06	06/29/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23.	17.	0.	0.	6.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,100 SHRS MBNA CAP SER E		11/21/02	07/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,500.	27,505.	0.	0.	-5.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
160,000 US STEEL CORP		09/11/09	04/16/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
169,497.	153,045.	0.	0.	16,452.

BRENT AND BONNIE JEAN BEESLEY FOUNDATION 87-0568595

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
800 SHRS WPX				02/23/10	02/15/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,359.	9,390.	0.	0.	4,969.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BOA SEC SETTLMENT				01/01/06	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71.	0.	0.	0.	71.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONTRIBUTION OF HOG				01/01/06	07/24/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,738.	0.	0.	0.	19,738.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONTRIBUTION OF WFC				01/01/06	09/21/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
44,601.	0.	0.	0.	44,601.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	85,832.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
CHASE	1.
HERITAGE BANK	666.
MORGAN STANLEY	121,891.
MORGAN STANLEY	-520.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	122,038.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	415,576.	0.	415,576.
TOTAL TO FM 990-PF, PART I, LN 4	415,576.	0.	415,576.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE K-1	2,464.	2,464.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,464.	2,464.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/TAX PREPARATION	6,620.	3,310.		3,310.
TO FORM 990-PF, PG 1, LN 16B	6,620.	3,310.		3,310.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION/INVESTMENT	50,000.	25,000.		25,000.
TO FORM 990-PF, PG 1, LN 16C	50,000.	25,000.		25,000.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	3,173.	3,173.		0.
TO FORM 990-PF, PG 1, LN 18	3,173.	3,173.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES & FEES	10.	0.		10.
INVESTMENT EXPENSES	1,444.	1,444.		0.
SUPPLIES	50.	25.		25.
TO FORM 990-PF, PG 1, LN 23	1,504.	1,469.		35.

FORM 990-PF | CORPORATE STOCK | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	14,370,477.	16,491,036.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,370,477.	16,491,036.

FORM 990-PF | OTHER ASSETS | STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX PAYMENT	15,402.	17,970.	17,970.
TO FORM 990-PF, PART II, LINE 15	15,402.	17,970.	17,970.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRENT BEESLEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 2.00	0.	0.	0.
BONNIE JEAN BEESLEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE/PRESIDENT 3.00	0.	0.	0.
LAURA JEAN DENNEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.
BRIAN CHADAZ 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 2.00	600.	0.	0.
MARY JOLLEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.
SARAH BEESLEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.
VERLAN TERRY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.
GLENN GOODRICH 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.

AMY BROADBENT 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.
RYAN C DENNEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.
DOUG T JOLLEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.
DAVID B. BEESLEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	0.	0.	0.
MARK BROADBENT 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.
TROY LEWIS 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	TRUSTEE 1.00	600.	0.	0.
KATHERINE BEESLEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	ADMINISTRATOR 5.00	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		9,600.	0.	0.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions BRENT AND BONNIE JEAN BEESLEY FOUNDATION	Employer identification number (EIN) or 87-0568595
	Number, street, and room or suite no If a P O box, see instructions 20 NORTH MAIN STREET, NO. 308	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ST. GEORGE, UT 84770	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ TROY LEWIS
20 NORTH MAIN STREET, SUITE 308 - ST. GEORGE, UT 84770
Telephone No ▶ 801-359-0297 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

COPY

7 State in detail why you need the extension SEE STATEMENT 12

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$	0.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ VICE PRESIDENT Date ▶

223842
01-21-13

BRENT AND BONNIE JEAN BEESLEY FOUNDATION 87-0568595

STATEMENT: PART II, LINE 10b Investments--corporate stock

Number of Shares	Company	Beginning of Year Book Value*	End of Year Book Value*	Fair Market Value (FMV @ 12/31/12)
5,600	American Electric Power Co	196,967 33	196,967 33	239,008 00
4,000	Archer Daniels Midland	132,949 25	132,949 25	109,560 00
3,000	AT&T Inc	-	89,925 00	101,130 00
1,000	Bayer AG Spon Adr	-	67,521 00	95,920 00
500	BG Group PLC	44,695 25	44,695 25	41,775 00
7,800	BHP Billiton Ltd	296,753 81	296,753 81	611,676 00
5,300	Blackstone Group LP	96,931 91	96,641 00	82,627 00
4,981	BP PLC Ads	-	215,079 58	207,409 00
1,400	BP PLC Ads	139,683 48	139,683 48	95,772 00
5,900	Braskem S A ADR	98,276 83	98,276 83	78,765 00
1,000	Bristol Myers Squibb Co	-	34,238 80	32,590 00
3,000	Campbell Soup	-	97,730 70	104,670 00
24,334	Campbell Soup	-	866,047 06	849,014 00
1,500	CenturyLink Inc	-	54,910 80	58,680 00
6,400	Chevron Corp	229,642 90	391,581 40	692,096 00
1,600	CPFL Energia SA	100,865 41	100,865 41	100,608 00
4,000	Cliffs Natural Resources, Inc	261,239 00	261,239 00	374,129 00
1,000	Colgate Palmolive Co	-	88,586 80	104,540 00
5,500	Conoco Phillips	209,553 46	161,544 76	318,945 00
3,000	CSX Corp	-	68,328 00	59,190 00
2,000	Dominion Res Inc	139,135 00	139,135 00	207,200 00
3,000	Dominion Res Inc Ser A	75,000 00	75,000 00	80,790 00
2,933	Duke Energy Corp (DUK)	127,620 36	127,603 14	187,125 00
8,664	Edison International	434,815 10	434,815 10	391,526 00
3,000	Exelon Corp	159,029 50	159,029 50	89,220 00
5,000	Exxon Mobil Corp	235,505 00	235,505 00	432,750 00
1,457	Freeport McMoran	89,672 73	89,672 73	99,659 00
N/A	GE Capital Tr I 15NO67	406,350 00	406,350 00	453,113 00
N/A	GECC 16JA01	230,960 25	230,960 25	296,642 00
N/A	GECC 14DE15	250,000 00	250,000 00	258,155 00
11,000	General Electric (GE)	324,725 91	343,472 41	230,890 00
2,300	Genuine Parts Co	99,402 75	99,402 75	146,234 00
N/A	Gen Elec Cap Crp	136,769 24	136,769 24	175,914 00
2,500	Harley Davidson Inc	86,925 00	-	-
388	Harley Davidson Inc	-	17,434 78	18,946 00
3,000	Hershey Company	-	184,545 90	216,660 00
5,300	Ishares MSCI Aust Index Fund	149,650 75	149,650 75	133,242 00
7,000	Johnson & Johnson (JNJ)	112,598 00	437,740 50	490,700 00
5,965	Johnson & Johnson (JNJ)	-	419,965 82	418,147 00
2,252	JP Morgan Chase Corp	-	92,861 22	99,018 00
225,000	JP Morgan Chase & Co 7 9%	227,234 93	227,224 71	254,927 00
75,000	JP Morgan Chase & Co 7 9%	72,000 98	72,000 98	84,976 00
9,418	Leggett & Platt	-	255,039 44	256,358 00
7,500	Marathon Oil Co	138,661 50	84,048 29	229,950 00
3,750	Marathon Petroleum Co	-	54,613 21	236,250 00
1,100	MBNA Capital	27,504 85	-	-
386,000	Metlife Inc 6 4%	362,840 00	362,840 00	412,723 00
2,400	Monsanto Co/New	201,229 65	201,229 65	227,160 00
2,000	Norfolk Southern Corp	84,187 25	84,187 25	123,680 00
4,530	Northrop Grumman Corp	-	303,645 90	306,137 00
7,000	Pall Corporation	358,190 00	358,190 00	421,820 00
4,492	Parker Hannifin Corp	366,322 60	366,322 60	382,090 00
7,500	Pepco Hldgs Inc (POM)	157,188 25	157,188 25	147,075 00
8,743	Pepsico, Inc	-	609,037 38	598,283 00
4,200	Petroleo Bras SA ADS	211,287 44	211,287 44	89,562 00
2,750	Phillips 66 Com	-	48,008 70	146,025 00
9,950	Procter & Gamble	272,119 34	534,771 74	675,506 00
N/A	Puget Sound Enrgy	47,756 00	47,756 00	53,110 00
N/A	Puget Sound Enrgy	238,750 00	238,750 00	265,548 00
2,200	Repsol ADR Opt Div Rts	-	-	-
2,200	Repsol YPF SA ADR	49,832 17	49,832 17	45,980 00
1,400	Sasol LTD Spon ADR	51,196 43	51,196 43	60,606 00
2,500	Southern Co	86,412 75	86,412 75	107,025 00
4,400	Spectra Energy Corp	194,143 48	194,143 48	229,992 00
2,200	Statoil ASA ADR	50,050 85	50,050 85	55,088 00
1,000	Stryker Corp	-	51,779 00	54,820 00
9,497	Sysco Corp	-	305,091 12	300,675 00
N/A	10CMS Linked Capped FL 19DE24	300,000 00	300,000 00	271,125 00
N/A	10CMT Floating Rate 14MA20	200,000 00	200,000 00	174,000 00
1,000	3M Company	-	83,557 10	92,850 00
2,800	Tenaris S A	100,234 33	100,234 33	117,376 00
900	Total Fina ELF SA	51,195 82	51,195 82	46,809 00
2,600	Tullow Oil PLC 10P Ord	48,781 25	48,781 25	53,294 00
N/A	US Steel Corp	153,045 25	-	-
7,524	Wells Fargo & Co New	69,542 44	69,542 44	91,739 00
4,840	Wells Fargo & Co New	125,404 40	-	-
N/A	Wells Fargo & Co 7 98%	937,912 32	937,402 82	975,375 00
2,400	Williams Co Inc	50,812 77	41,422 57	78,576 00
	Accrued Interest	-	-	40,494 00
	Total	10,099,555 27	14,370,263 02	16,491,039 00