Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal code: ST. GEORGE, UT 84770

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)* ▶$ 21,151,195.

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))		(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	2,492,351.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	122,716.	122,716.		STATEMENT 2
	4 Dividends and interest from securities	559,659.	559,659.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	142,829.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,613,778.				
	7 Capital gain net income (from Part IV, line 2)		125,011.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	879.	879.		STATEMENT 4
	12 Total. Add lines 1 through 11	3,318,434.	808,265.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,500.	5,250.		5,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	3,620.	1,810.		1,810.
	c Other professional fees STMT 6	50,000.	25,000.		25,000.
	17 Interest				
	18 Taxes STMT 7	7,845.	7,845.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	61,462.	30,731.		30,731.
	22 Printing and publications				
	23 Other expenses STMT 8	2,980.	1,491.		1,489.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	136,407.	72,127.		64,280.
	25 Contributions, gifts, grants paid	1,562,850.			1,562,850.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,699,257.	72,127.		1,627,130.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,619,177.			
	b **Net investment income** (if negative, enter -0-)		736,138.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	331,648.	611,513.	611,513.
	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	14,370,477.	15,714,790.	20,526,713.
	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)	17,970.	12,969.	12,969.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,720,095.	16,339,272.	21,151,195.
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 ▶ ☒ 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	11,742,745.	13,361,922.	
	30	**Total net assets or fund balances**	14,720,095.	16,339,272.	
	31	**Total liabilities and net assets/fund balances**	14,720,095.	16,339,272.	

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	14,720,095.
2	Enter amount from Part I, line 27a	2	1,619,177.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,339,272.
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	16,339,272.

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 STATEMENTS			
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	2,613,778.		2,488,767.	125,011.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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	
a				
b				
c				
d				
e				125,011.

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	125,011.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2012	660,727.	13,780,038.	.047948
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

2	**Total** of line 1, column (d)	2	.275163
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	.055033
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	20,240,773.
5	Multiply line 4 by line 3	5	1,113,910.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,361.
7	Add lines 5 and 6	7	1,121,271.
8	Enter qualifying distributions from Part XII, line 4	8	1,627,130.

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	7,361.
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	7,361.
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	7,361.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,969.		
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	12,969.
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	5,608.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		5,608. **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 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. ▶ $ 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 2013 or the taxable year beginning in 2013 (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 ▶ 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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	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**	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		10,500.	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

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	52,000.
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.

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	20,167,432.
b	Average of monthly cash balances		1b	381,576.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	20,549,008.
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	20,549,008.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	308,235.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	20,240,773.
6	**Minimum investment return.** Enter 5% of line 5		6	1,012,039.

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	1,012,039.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 7,361.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,361.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,004,678.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,004,678.
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	1,004,678.

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	1,627,130.
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	1,627,130.
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	7,361.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,619,769.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					1,004,678.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009	6,527.				
c From 2010	453,885.				
d From 2011	36,310.				
e From 2012					
f Total of lines 3a through e		496,722.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,627,130.					
a Applied to 2012, 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 2013 distributable amount					1,004,678.
e Remaining amount distributed out of corpus		622,452.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,119,174.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		1,119,174.			
10 Analysis of line 9:					
a Excess from 2009	6,527.				
b Excess from 2010	453,885.				
c Excess from 2011	36,310.				
d Excess from 2012					
e Excess from 2013	622,452.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 ▶ ☒ 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 address 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	23,000.
AXIS FREERIDE, INC. 2685 SIDEWINDER DRIVE PARK CITY, UT 84060	NONE		EDUCATION	2,000.
BALLET WEST 50 WEST 200 SOUTH SALT LAKE CITY, UT 84101	NONE		ARTS	2,000.
BANGLADESH CHRISTIAN SCHOOL PO BOX 6853 KENNEWICK, WA 99336	NONE		EDUCATION	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,562,850.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	122,716.	
4 Dividends and interest from securities			14	559,659.	
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	879.	
8 Gain or (loss) from sales of assets other than inventory			18	142,829.	
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.		826,083.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 826,083.

(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

Bonnie Jean Beesley 14 May 2014 ~~VICE~~ PRESIDENT

Signature of officer or trustee Date Title

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		5/13/14		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

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
BING NURSERY 850 ESCONDIDO ROAD STANFORD, CA 94305	NONE		EDUCATION	2,500.
BOY SCOUTS OF AMERICA 525 FOOTHILL BLVD SALT LAKE CITY, UT 84113	NONE		YOUTH PROGRAMS	1,000.
CAPE CARES PO BOX 1049 EAST ORLEANS, MA 02643	NONE		HUMANITARIAN	600.
CENTER FOR URBAN RENEWAL & EDUCATION 131317 F STREET NW, SUITE 900 WASHINGTON, DC 20004	NONE		HUMANITARIAN	5,000.
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	27,070.
ESCONDIDO ELEMENTARY 890 ESCONDIDO ROAD STANFORD, CA 94305	NONE		EDUCATION	2,500.
GIFTED MUSIC SCHOOL PO BOX 9841 SALT LAKE CITY, UT 84109	NONE		EDUCATION	5,000.
Total from continuation sheets				1,520,850.

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
GOVERNOR'S MANSION FOUNDATION 175 SOUTH WEST TEMPLE, SUITE 650 SALT LAKE CITY, UT 84101	NONE		HISTORIC PRESERVATION	5,000.
HABITAT FOR HUMANITY 1070 WEST 1600 SOUTH BLDG B ST GEORGE, UT 84770	NONE		HUMANITARIAN	500.
HARVARD ALUMNI ASSOCIATION OF UTAH 350 AMERICAN PLAZA II SALT LAKE CITY, UT 84101	NONE		EDUCATION	2,000.
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.
INTERMOUNTAIN RESEARCH & MEDICAL FOUNDATION 5121 S. COTTONWOOD STREET MURRAY, UT 84157	NONE		HUMANITARIAN	6,000.
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	951,067.
MORMON HISTORICAL SITES FOUNDATION 299 S. MAIN, SUITE 1300 SALT LAKE CITY, UT 84111	NONE		HISTORICAL PRESERVATION	1,000.
NATIONAL CAMPAIGN TO STOP VIOLENCE 2021 MASSACHUSETTS AVE., NW WASHINGTON, DC 20036	NONE		EDUCATION	25,000.
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
NATIONAL CENTER FOR POLICY ANALYSIS PO BOX 650098 DALLAS, TX 75265	NONE		EDUCATION	50,000.
NO POOR AMONG US 1570 TOMAHAWK DRIVE SALT LAKE CITY, UT 84103	NONE		HUMANITARIAN	15,000.
ODYSSEY HOUSE 344 EAST 100 SOUTH, SUITE 301 SALT LAKE CITY, UT 84111	NONE		HUMANITARIAN	3,500.
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.
SALT LAKE CHAMBER OF COMMERCE 175 EAST 400 SOUTH, SUITE 600 SALT LAKE CITY, UT 84111	NONE		CIVIC	10,000.
SOUTHERN UTAH WILDERNESS ALLIANCE 425 EAST 100 SOUTH SALT LAKE CITY, UT 84111	NONE		ENVIRONMENT	15,000.
SOUTHERN VIRGINIA UNIVERSITY ONE UNIVERSITY HILL DRIVE BUENA VISTA, VA 24416	NONE		EDUCATION	137,613.
ST. GEORGE HOUSING AUTHORITY 975 NORTH 1725 WEST ST GEORGE, UT 86770	NONE		HOUSING	12,000.
STANFORD GRADUATE SCHOOL 326 GALVEZ STREET STANFORD, CA 94305	NONE		EDUCATION	5,000.
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
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	10,000.
UNIVERSITY OF UTAH 540 ARAPEEN DRIVE, SUITE 250 SALT LAKE CITY, UT 84108	NONE		EDUCATION	15,000.
UTAH BOARD OF JUVENILE JUSTICE 101 STATE CAPITOL SALT LAKE CITY, UT 84114	NONE		EDUCATION	5,000.
UTAH FOOD BANK 3150 SOUTH 900 WEST SALT LAKE CITY, UT 84119	NONE		HUMANANITARIAN	10,000.
UTAH SKELETON & BOBSLED ASSOCIATION PO BOX 901566 SANDY, UT 84090	NONE		EDUCATION	2,000.
UTAH SYMPHONY & OPERA 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84101	NONE		ARTS	15,000.
UTAH SYSTEM OF HIGHER EDUCATION 60 SOUTH 400 WEST SALT LAKE CITY, UT 84101	NONE		EDUCATION	10,000.
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.
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
WATERFORD SCHOOL 1480 EAST 9400 SOUTH SANDY, UT 84093	NONE		EDUCATION	115,000.
WEBER STATE UNIVERSITY 3848 HARRISON BLVD OGDEN, UT 84408	NONE		EDUCATION	10,000.
YOUTHLINC 1140 EAST BRICKYARD ROAD, SUITE 76 SALT LAKE CITY, UT 84106	NONE		HUMANITARIAN	500.
Total from continuation sheets				

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No 1545-0047

2013

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 its Form 990-PF, Part I, line 2, 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	$ 2,492,351.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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	$ 2,492,351.	01/15/13

(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	Employer identification number
BRENT AND BONNIE JEAN BEESLEY FOUNDATION	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

CONTINUATION FOR 990-PF, PART IV

BRENT AND BONNIE JEAN BEESLEY FOUNDATION 87-0568595 PAGE 1 OF 2

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	1,000 BAYER AG SPON ADR		01/11/12	11/06/13
b	1,000 STRYKER CORP		01/13/12	11/06/13
c	8,008 SHRS ABBVIE		01/08/08	01/03/13
d	4,000 SHRS ADM		06/17/08	02/11/13
e	2,500 SHRS BRGYY		02/23/10	02/11/13
f	5,300 SHRS BX		01/08/08	02/11/13
g	5,900 SHRS BAK		12/11/09	02/11/13
h	9,700 SHRS CLF		09/29/08	05/28/13
i	4,000 SHRS D		01/18/05	11/06/13
j	8,664 SHRS EIX		11/10/05	11/06/13
k	3,000 SHRS EXC		11/10/05	02/11/13
l	5,300 SHRS EWA		01/08/08	02/11/13
m	7,500 SHRS POM		11/10/05	11/06/13
n	4,600 SHRS PBR		08/18/10	05/28/13
o	2,200 SHRS REPYY		02/23/10	02/11/13

	(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	126,877.		67,521.	59,356.
b	73,795.		51,779.	22,016.
c	276,932.		276,837.	95.
d	121,121.		132,949.	-11,828.
e	43,418.		44,695.	-1,277.
f	96,553.		95,314.	1,239.
g	88,963.		98,277.	-9,314.
h	197,465.		261,239.	-63,774.
i	263,419.		139,135.	124,284.
j	428,703.		256,497.	172,206.
k	93,451.		159,030.	-65,579.
l	138,763.		149,651.	-10,888.
m	143,561.		157,188.	-13,627.
n	84,429.		211,287.	-126,858.
o	46,346.		49,832.	-3,486.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				59,356.
b				22,016.
c				95.
d				-11,828.
e				-1,277.
f				1,239.
g				-9,314.
h				-63,774.
i				124,284.
j				172,206.
k				-65,579.
l				-10,888.
m				-13,627.
n				-126,858.
o				-3,486.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 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	

CONTINUATION FOR 990-PF, PART IV

BRENT AND BONNIE JEAN BEESLEY FOUNDATION 87-0568595 PAGE 2 OF 2

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	1,400 SHRS SSL		02/23/10	02/11/13
b	2,600 SHRS TUWLF		02/23/10	02/11/13
c	2,400 SHRS WMB		02/23/10	11/06/13
d	2,252 SHRS JPM (DONATED)	D	01/01/07	01/17/13
e	388 SHRS HDI (DONATED)	D	01/01/07	01/22/13
f	2,684 SHRS WFC (DONATED)	D	01/01/07	07/25/13
g	3,000 SHRS DOMINION (DONATED)	D	01/01/07	09/06/13
h	700 SHRS FREEPORT MCM (DONATED)	D	01/01/07	09/06/13
i	18,550 SHRS CPB		01/01/07	11/04/13
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	62,978.		51,196.	11,782.
b	47,130.		48,781.	-1,651.
c	83,738.		41,423.	42,315.
d	12,037.		12,037.	0.
e	2,710.		2,710.	0.
f	48,070.		48,070.	0.
g	4,155.		4,155.	0.
h	334.		334.	0.
i	128,830.		128,830.	0.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				11,782.
b				-1,651.
c				42,315.
d				0.
e				0.
f				0.
g				0.
h				0.
i				0.
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	125,011.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 BAYER AG SPON ADR		01/11/12	11/06/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
126,877.	67,521.	0.	0.	59,356.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 STRYKER CORP		01/13/12	11/06/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,795.	51,779.	0.	0.	22,016.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8,008 SHRS ABBVIE		01/08/08	01/03/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
276,932.	276,837.	0.	0.	95.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,000 SHRS ADM		06/17/08	02/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121,121.	132,949.	0.	0.	-11,828.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,500 SHRS BRGYY		02/23/10	02/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,418.	44,695.	0.	0.	-1,277.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,300 SHRS BX		01/08/08	02/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
96,553.	95,314.	0.	0.	1,239.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,900 SHRS BAK		12/11/09	02/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,963.	98,277.	0.	0.	-9,314.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9,700 SHRS CLF		09/29/08	05/28/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
197,465.	261,239.	0.	0.	-63,774.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,000 SHRS D		01/18/05	11/06/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
263,419.	139,135.	0.	0.	124,284.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8,664 SHRS EIX		11/10/05	11/06/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
428,703.	434,815.	0.	0.	-6,112.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,000 SHRS EXC		11/10/05	02/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
93,451.	159,030.	0.	0.	-65,579.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,300 SHRS EWA		01/08/08	02/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
138,763.	149,651.	0.	0.	-10,888.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,500 SHRS POM		11/10/05	11/06/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
143,561.	157,188.	0.	0.	-13,627.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,600 SHRS PBR		08/18/10	05/28/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84,429.	211,287.	0.	0.	-126,858.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,200 SHRS REPYY		02/23/10	02/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46,346.	49,832.	0.	0.	-3,486.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,400 SHRS SSL		02/23/10	02/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,978.	51,196.	0.	0.	11,782.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,600 SHRS TUWLF		02/23/10	02/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,130.	48,781.	0.	0.	-1,651.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,400 SHRS WMB		02/23/10	11/06/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,738.	41,423.	0.	0.	42,315.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,252 SHRS JPM (DONATED)		01/01/07	01/17/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,037.	0.	0.	0.	12,037.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
388 SHRS HDI (DONATED)		01/01/07	01/22/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,710.	0.	0.	0.	2,710.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,684 SHRS WFC (DONATED)		01/01/07	07/25/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,070.	0.	0.	0.	48,070.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,000 SHRS DOMINION (DONATED)		01/01/07	09/06/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,155.	0.	0.	0.	4,155.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
700 SHRS FREEPORT MCM (DONATED)		01/01/07	09/06/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
334.	0.	0.	0.	334.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
18,550 SHRS CPB		01/01/07	11/04/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
128,830.	0.	0.	0.	128,830.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	142,829.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHASE	1.	1.	
DA DAVIDSON	39.	39.	
HERITAGE BANK	584.	584.	
MORGAN STANLEY	122,092.	122,092.	
TOTAL TO PART I, LINE 3	122,716.	122,716.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DA DAVIDSON	11,776.	0.	11,776.	11,776.	
MORGAN STANLEY	547,883.	0.	547,883.	547,883.	
TO PART I, LINE 4	559,659.	0.	559,659.	559,659.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE K-1	879.	879.	
TOTAL TO FORM 990-PF, PART I, LINE 11	879.	879.	

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	3,620.	1,810.		1,810.
TO FORM 990-PF, PG 1, LN 16B	3,620.	1,810.		1,810.

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	7,845.	7,845.		0.
TO FORM 990-PF, PG 1, LN 18	7,845.	7,845.		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
SUPPLIES	1,207.	604.		603.
BANK EXPENSES	353.	177.		176.
TRUSTEE TRAINING	1,420.	710.		710.
TO FORM 990-PF, PG 1, LN 23	2,980.	1,491.		1,489.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	15,714,790.	20,526,713.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,714,790.	20,526,713.

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	17,970.	12,969.	12,969.
TO FORM 990-PF, PART II, LINE 15	17,970.	12,969.	12,969.

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 0.00	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/TRUSTEE 5.00	3,600.	0.	0.
DANIEL BEESLEY 20 NORTH MAIN STREET, SUITE 308 ST GEORGE, UT 84770	ADMINISTRATOR 3.00	300.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		10,500.	0.	0.

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@12/31/13)
8,008	Abbott Laboratories	-	268,428 16	306,946 64
8 000	Allstate Corp Repstg	-	200,006 85	166,720 00
5,600	American Electric Power Co	196,967 33	196,967 33	261,744 00
4,000	Archer Daniels Midland	132,949 25	-	-
3,000	AT&T Inc	89,925 00	89,925 00	105,480 00
1,500	BASF SE SP ADR	-	140,657 00	161,685 00
600	BASF SE SP ADR	-	55,546 50	64,674 00
1,000	Baxter Intl Inc	-	68,050 90	69,550 00
1,000	Bayer AG Spon Adr	67,521 00	-	-
1,000	BCE Inc		44,314 19	43,290 00
500	BG Group PLC	44 695 25	0 00	-
7,800	BHP Billton Ltd	298,753 81	298,753 81	531 960 00
5,300	Blackstone Group LP	98,660 91	-	-
4,981	BP PLC Ads	215,079 58	215,079 58	242,128 41
1,400	BP PLC Ads	139,683 48	139 683 48	111,803 00
5 900	Braskem S.A ADR	98,276 83	-	-
1,000	Bristol Myers Squibb Co	34,238 80	34,238 80	53,150 00
3,000	Campbell Soup	97,730 70	97,730 70	129,840 00
18,550	Campbell Soup	660,194 50	-	-
5,784	Campbell Soup	205,852 56	205,852 56	250,331 52
1,200	Canadian Natl Railway Co	-	134,974 93	136,848 00
1,500	CenturyLink Inc	54 910 80	54,910 80	47,775 00
260	CF Industries Holdings, Inc	-	50,024 91	60,590 40
6,400	Chevron Corp	391 581 40	391,581 40	799,424 00
1,600	CPFL Energia SA	100,865 41	100 865 41	76,848 00
4,000	Cliffs Natural Resources, Inc	261,239 00	-	-
2,000	Colgate Palmolive Co	88,586 80	88 586 80	130,420 00
9,224	Colgate Palmolive Co	-	511 586 10	601,497 04
5,500	Conoco Phillips	161,544 76	161,544 76	388,575 00
3,000	CSX Corp	68,328 00	68 328 00	86,310 00
2,000	Dominion Res Inc	139,135 00	-	-
3,000	Dominion Res Inc Ser A	75,000 00	-	-
2,933	Duke Energy Corp (DUK)	127,603 14	127,603 14	202,408 33
8,664	Edison International	434,815 10	(0 00)	-
3,000	Exelon Corp	159,029 50	-	-
5,000	Exxon Mobil Corp	235,505 00	235,505 00	506,000 00
2 214	Freeport McMoran	68,131 58	68,131 58	83,556 36
700	Freeport McMoran	21,541 15	(0 00)	-
N/A	GE Capital Tr I 15NO67	406,350 00	406,350 00	467,902 70
N/A	GECC 16JA01	230,960 25	230,960 25	294,964 98
N/A	GECC 14DE15	250,000 00	250,000 00	258 033 88
11 000	General Electric (GE)	343 472 41	343,472 41	308 330 00
7 623	General Electric (GE)	-	170,678 97	213,672 69
1 900	General Finance Corp	-	190,008 85	193 800 00
2 000	General Mills	-	102,616 50	99 820 00
2,300	Genuine Parts Co	99,402 75	99,402 75	191 337 00
N/A	Gen Elec Cap Crp	136,769 24	136,769 24	173 090 36
388	Harley Davidson Inc	17,434 78	-	-
3,000	Hershey Company	184,545 90	184,545 90	291,690 00
5,300	Hollyfrontier Corp	-	250,458 00	263,357 00
5,300	Ishares MSCI Aust Index Fund	149,650 75	-	-
7,000	Johnson & Johnson (JNJ)	437,740 50	437,740 50	641,130 00
5,965	Johnson & Johnson (JNJ)	419,965 82	419,965 82	546,334 35
1,128	Johnson & Johnson (JNJ)	-	83,925 46	103,313 52
1,700	Joy Global Inc	-	98,530 00	99,433 00
2 252	JP Morgan Chase Corp	92,861 22	-	-
225 000	JP Morgan Chase & Co 7 9%	227,224 71	227,213 66	252 012 50
75,000	JP Morgan Chase & Co 7 9%	72 000 98	72,000 98	82 687 50
9 793	Kellogg Co	-	575,240 82	598,058 51
9,418	Leggett & Platt	255 039 44	255,039 44	291,392 92
1,200	Lincoln Natl Corp Ind	-	59,573 06	61,944 00
3,500	LyondellBasell NV Cl-A	-	197,406 50	280,980 00
7,500	Marathon Oil Co	84,048 29	84,048 29	264,750 00
3,750	Marathon Petroleum Co	54,613 21	54 613 21	343,987 50
388,000	Metlife Inc 6 4%	382,840 00	382,840 00	397,712 95
2,400	Monsanto Co/New	201,229 65	201,229 65	279,720 00
2 000	Nextera Energy Inc	-	174,478 25	171,240 00
2,000	Norfolk Southern Corp	84,187 25	84,187 25	185,660 00
4,530	Northrop Grumman Corp	303,645 90	303,645 90	519,183 30
7,000	Pall Corporation	358,190 00	358,190 00	597,450 00
4,492	Parker Hannifin Corp	366,322 60	366 322 60	577,850 88
7,500	Pepco Hldgs Inc (POM)	157,188 25	-	-
8 743	Pepsico, Inc	609,037 38	609,037 38	725,144 42
4 600	Petroleo Bras SA ADS	211,287 44	-	-
2,750	Phillips 66 Com	48,008 70	48,008 70	212,107 50
1,350	Powershares QQQ Tr	-	98,630 75	118,746 00
9,950	Procter & Gamble	534 771 74	534,771 74	658,932 54
8,094	Procter & Gamble	-	607,657 05	810,029 50
N/A	Puget Sound Enrgy	47,756 00	47,756 00	51,229 00
N/A	Puget Sound Enrgy	238,750 00	238 750 00	257,888 49
2,200	Repsol YPF SA ADR	49 832 17	-	-
1,400	Sasol LTD Spon ADR	51 196 43	-	-
2,500	Southern Co	86,412 75	86,412 75	102,775 00
4,400	Spectra Energy Corp	194 143 48	194,143 48	299,208 00
2,200	Statoil ASA ADR	50,050 85	50,050 85	53,086 00
8 000	Statoil ASA ADR	-	200,166 50	193,040 00
1 000	Stryker Corp	51,779 00	-	-
9 497	Sysco Corp	305,091 12	305,091 12	342 841 70
N/A	10CMS Linked Capped FL 19DE24	300,000 00	300 000 00	291 923 42
N/A	10CMT Floating Rate 14MA20	200,000 00	200 000 00	202,716 67
1,000	3M Company	83,557 10	83,557 10	140,250 00
2,800	Tenaris S.A	100,234 33	100 234 33	122,332 00
900	Total S A Spon ADR	51 195 82	51,195 82	55,143 00
4,100	Total S A Spon ADR	-	195,950 50	251,207 00
2,600	Tullow Oil PLC 10P Ord	48,781 25	(0 00)	-
2,684	Wells Fargo & Co New	69,542 44	-	-
N/A	Wells Fargo & Co 7 98%	937 402 82	936,856 07	967,722 16
2 400	Williams Co Inc	41,422 57	-	-
	Total	14,370,282 93	15,714,596 09	20,526 712 64

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www irs.gov/form8868* .

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

- 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2013 or
▶ ☐ tax year beginning ______________ , and ending ______________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$ 7,361.
b	If this application is for Forms 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.	**3b**	$ 12,969.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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