

Form **990-PF**

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

▶ 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation BESS SPIVA TIMMONS FOUNDATION, INC		A Employer identification number 43-6075014						
Number and street (or P O box number if mail is not delivered to street address) C/O US BANK NA, TRUST DEPT PO BOX 8	Room/suite	B Telephone number (see instructions) 417-625-3202						
City or town, state or province, country, and ZIP or foreign postal code JOPLIN MO 64802-0008		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,474,717	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	34,072	34,072		
	4 Dividends and interest from securities	88,691	88,691		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	607,473			
	b Gross sales price for all assets on line 6a 2,370,445				
	7 Capital gain net income (from Part IV, line 2)		607,473		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	730,236	730,236		0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	1,600	1,600		
	c Other professional fees (attach schedule) Stmt 2	36,469	36,469		
	17 Interest	202	202		
	18 Taxes (attach schedule) (see instructions) Stmt 3	13,245			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings	29,077	29,077			
22 Printing and publications					
23 Other expenses (att sch) Stmt 4	636	636			
24 Total operating and administrative expenses. Add lines 13 through 23	81,229	67,984		0	
25 Contributions, gifts, grants paid	261,650			261,650	
26 Total expenses and disbursements. Add lines 24 and 25	342,879	67,984		261,650	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	387,357				
b Net investment income (if negative, enter -0-)		662,252			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash – non-interest-bearing		-6,878	439	439
	2	Savings and temporary cash investments		82,616	72,192	72,192
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) See Stmt 5	562,069	800,682	1,616,499	
	c	Investments – corporate bonds (attach schedule) See Stmt 6	881,594	564,144	571,426	
	11	Investments – land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach sch) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach sch) ▶					
15	Other assets (describe ▶ See Statement 7)	2,470,159	2,937,706	3,214,161		
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	3,989,560	4,375,163	5,474,717		
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 (attach schedule)				
	22	Other liabilities (describe ▶ See Statement 8)	15,909	14,154		
	23	Total liabilities (add lines 17 through 22)	15,909	14,154		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	6,417,267	7,024,740		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	-2,443,617	-2,663,732		
	29	Retained earnings, accumulated income, endowment, or other funds	1	1		
	30	Total net assets or fund balances (see instructions)	3,973,651	4,361,009		
31	Total liabilities and net assets/fund balances (see instructions)	3,989,560	4,375,163			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,973,651
2	Enter amount from Part I, line 27a	2	387,357
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	1
4	Add lines 1, 2, and 3	4	4,361,009
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,361,009

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Schedule	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,370,445		1,762,972	607,473
b			
c			
d			
e			

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

(i) FMV 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			607,473
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	607,473
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	607,473

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	241,750	5,092,311	0.047474
2011	230,250	5,092,045	0.045218
2010	263,739	4,941,826	0.053369
2009	250,277	4,587,507	0.054556
2008	254,964	5,426,469	0.046985

2 Total of line 1, column (d)	2	0.247602
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049520
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,280,460
5 Multiply line 4 by line 3	5	261,488
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,623
7 Add lines 5 and 6	7	268,111
8 Enter qualifying distributions from Part XII, line 4 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	8	261,650

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	13,245
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	13,245
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	13,245
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,591
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	3,591
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9,654
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?	N/A	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
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?	N/A	
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) <input type="checkbox"/> MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)

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)	N/A	11		
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)	N/A	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► timmonsfoundation.org		13	X	
14	The books are in care of ► US BANK, NA 402 S MAIN, PO BOX 8 Located at ► JOPLIN	Telephone no. ► 417-625-3202 MO ZIP+4 ► 64802-0008			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year		15		<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►		16	Yes	No X

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here		N/A 1b	
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?		N/A 1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)		N/A 2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE	0.00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
3 All other program-related investments See instructions	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	5,357,990
b	Average of monthly cash balances	1b	2,883
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5,360,873
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,360,873
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	80,413
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,280,460
6	Minimum investment return. Enter 5% of line 5	6	264,023

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	264,023
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,245
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,245
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	250,778
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	250,778
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	250,778

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	261,650
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	261,650
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	261,650

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				250,778
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				3,996
c From 2010				18,770
d From 2011				
e From 2012				
f Total of lines 3a through e		22,766		
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 261,650				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				250,778
e Remaining amount distributed out of corpus		10,872		
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		33,638		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		33,638		
10 Analysis of line 9				
a Excess from 2009				3,996
b Excess from 2010				18,770
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				10,872

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)
N/A
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
**BESS SPIVA TIMMONS FOUNDATION
C/O US BANK NA, TRUST DEPT JOPLIN MO 64802-0008**
- b** The form in which applications should be submitted and information and materials they should include
LETTER APPLICATION-SEE ATTACHED
- c** Any submission deadlines.
AUGUST 1
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE	SEE ATTACHED	SEE ATTACHED		261,650
Total			▶ 3a	261,650
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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	34,072	
4 Dividends and interest from securities			14	88,691	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					607,473
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	122,763	607,473
13 Total. Add line 12, columns (b), (d), and (e)				13 730,236	730,236

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼ N/A	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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			X
(2) Other assets			X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			
d If the answer to any of the above is "Yes," complete the following schedule. 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		

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.

Sign Here 
 Signature of officer or trustee

Paid Preparer Use Only	Pnn/Type preparer's name	Preparer's name
	Cecil H Hull	Cecil
Firm's name ▶	BAKER DAVIS RODERIQUE	
Firm's address ▶	920 E 15th St Joplin, MO 64804-2266	

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Tax Preparation	\$ 1,600	\$ 1,600	\$	\$
Total	\$ 1,600	\$ 1,600	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Trustee Fees	\$ 36,469	\$ 36,469	\$	\$
Total	\$ 36,469	\$ 36,469	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	\$ 13,245	\$	\$	\$
Total	\$ 13,245	\$ 0	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Admin Expenses	290	290		
Bank charges	316	316		
Annual Registration	30	30		
Total	\$ 636	\$ 636	\$ 0	\$ 0

Federal Statements**Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SCHEDULE ATTACHED	\$ 562,069	\$ 800,682	Cost	\$ 1,616,499
Total	\$ 562,069	\$ 800,682		\$ 1,616,499

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SCHEDULE ATTACHED	\$ 881,594	\$ 564,144	Cost	\$ 571,426
Total	\$ 881,594	\$ 564,144		\$ 571,426

43-6075014

Federal Statements

FYE: 12/31/2013

Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
MUTUAL FUNDS-SCHEDULE ATTACHED	\$ 2,470,159	\$ 2,937,706	\$ 3,214,161
Total	\$ 2,470,159	\$ 2,937,706	\$ 3,214,161

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Loan	\$ 19,500	\$ 4,500
Accrued Excise tax	-3,591	9,654
Total	\$ 15,909	\$ 14,154

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
Rounding	\$ 1
Total	\$ 1

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

<u>Description</u>
LETTER APPLICATION-SEE ATTACHED

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

<u>Description</u>
AUGUST 1

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

<u>Description</u>
NONE

BEG 7R

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

	COST	MARKET VALUE	ANNUAL INCOME
Corporate Bonds			
\$100,000 Bank of America 3 7% Due 9/01/15	101,323 00	105,714 00	3,700 00
\$ 50,000 Berkshire Hath 4 6% Due 5/15/13	51,621.00	50,775.00	2,300.00
\$100,000 BNP Parigas 3.6% Due 2/23/16	101,233 00	105,845 00	3,600 00
\$100,000 Disney 4 5% Due 12/12/13	107,719.00	103,883.00	4,500.00
\$ 50,000 Goldman Sachs 5.375% Due 3/15/20	52,540 50	57,301.50	2,687.50
\$100,000 Nike 4.7% Due 10/1/13	105,310.00	103,215.00	4,700.00
\$100,000 Novaris Capital 4.125% Due 2/10/14	102,694.00	104,003.00	4,125.00
\$100,000 Oracle 3.75% Due 7/8/14	104,353.00	104,987 00	3,750.00
\$100,000 Wespac Banking 3% Due 8/4/15	102,000.00	105,617.00	3,000.00
\$ 50,000 Wyeth 5 5% Due 2/1/14	52,800.00	52,711.00	2,750 00
TOTAL	881,593.50	894,051.50	35,112.50
TOTAL BONDS	881,593.50	894,051.50	35,112.50

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

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

BEO 70

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

	COST	MARKET VALUE	ANNUAL INCOME
<u>MUTUAL FUNDS</u>			
5400 000 Dow Jones UBS Commodity Fund	257,490 63	223,290 00	0 00
14735 908 Driehaus Active Inc Fd	150,000 00	157,232 14	3,949 22
16033 81 Nuveen Inflation Prot Fund	180,000 00	192,566 06	4,168 79
7694 229 Nuveen Mid Cap Value Fund	146,805 89	183,199 59	2,362 13
10405.31 Nuveen Small Cap Select Fund	130,000 00	137,662 25	0 00
9052 443 Nuveen Real Estate Fund	154,261 11	192,454 94	4,444 75
2000 00 I Shares S&P Stock Pref Index Fund	74,110 00	79,240 00	4,766 00
5000.00 I Shares MSCI Emerging Mkts ETF	225,739 50	221,750 00	3,725 00
3027.731 Neuberger Berman Gensis Fund	107,000 00	147,511 05	766 02
7441.86 PIMCO Total Return Fund	81,656 62	83,646.51	2,708 84
13902.542 Pyxis Long Short Equity Fund	155,000 00	155,430 42	0 00
2730 748 T Rowe Price Mid-Cap Growth Fund	150,000 00	154,205 34	0 00
15936.88 Scout International Fund	502,170.38	531,494 95	8,430 61
4500 00 SPDR DJ Wilshire	155,925 00	186,075 00	12,249 00
TOTAL MUTUAL FUNDS	<u>2,470,159 13</u>	<u>2,645,758 25</u>	<u>47,570 36</u>
TOTAL PRINCIPAL INVESTMENT SECURITIES	<u>3,913,821 36</u>	<u>5,069,217 29</u>	<u>124,209 98</u>

END YP

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-13

	COST	MARKET VALUE	ANNUAL INCOME
Corporate Bonds			
\$100,000 Bank of America 3 7% Due 9/01/15	101,323.00	104,531 00	3,700 00
\$100,000 BNP Paribas 3.6% Due 2/23/16	101,233.00	105,281.00	3,600 00
\$ 50,000 Goldman Sachs 5 375% Due 3/15/20	52,540 50	55,606.50	2,687.50
\$100,000 Novartis Capital 4 125% Due 2/10/14	102,694 00	100,391 00	4,125.00
\$100,000 Oracle 3.75% Due 7/8/14	104,353.00	101,726 00	3,750.00
\$100,000 Wespac Banking 3% Due 8/4/15	102,000.00	103,890.00	3,000 00
TOTAL BONDS	564,143.50	571,425.50	20,862 50

END YR

BESS SPIVA TIMMONS FOUNDATION, INC.
 PRINCIPAL INVESTMENT SECURITIES
 31-Dec-13

	COST	MARKET VALUE	ANNUAL INCOME
<u>CORPORATE COMMON STOCKS:</u>			
500 shares Accenture PLC Cl A	34,774 75	41,110 00	930 00
400 shares ACE Ltd	24,760 76	41,412 00	1,008 00
500 shares American Tower	21,324 15	39,910 00	580 00
75 shares Apple	9,723 36	42,076 50	915 00
700 shares ADP	3,909 32	56,559 30	1,344 00
1,100 shares Bristol Myers Squibb	8,100 48	58,465 00	1,584 00
500 shares Cerner Corp	24,118 80	27,870 00	0 00
300 shares Chevron	36,161 40	37,473 00	1,200 00
1,200 shares Cisco	28,055 88	26,916 00	816 00
700 shares Coca Cola	26,717 95	28,917 00	784 00
500 shares Conoco Phillips	159 97	35,325.00	1,380 00
250 shares Costco	28,055 75	29,755 00	310 00
600 shares Dick's Sporting Goods	27,981 78	34,860 00	300 00
500 shares Dollar Tree	26,405 00	28,210 00	0 00
1,200 shares ECM Corp	30,971 88	30,180 00	480 00
300 shares Exxon Mobil	660 56	30,360 00	756 00
1,700 shares General Electric	6,445 83	47,651 00	1,496 00
1,000 shares General Mills	7,397 17	49,910 00	1,520 00
400 shares Home Depot	29,795 20	32,936.00	624.00
150 shares IBM	28,149 23	28,135 50	570.00
600 shares Johnson and Johnson	4,543 12	54,954 00	1,584 00
600 shares Macy's	26,682 48	32,040 00	600 00
40 shares Mastercard	26,117 20	33,418 40	176 00
500 shares McDonalds	16,345 10	48,515 00	1,620 00
1,300 shares Microsoft	22,739 60	48,633 00	1,456 00
400 shares 3M Company	5,781 55	56,100 00	1,368 00
1,000 shares J P Morgan Chase & Co	17,891 89	58,480 00	1,520 00
800 shares Nike	26,306 92	62,912 00	768 00
250 shares Perrigo Co	38,051 25	38,365 00	0 00
1,700 shares Pfizer	7,040 83	52,071.00	1,768 00
250 shares Phillips 66	47 54	19,282 50	390 00
400 shares PNC Financial	28,870 68	31,032.00	704 00
300 shares Praxair	7,248 00	39,009 00	720 00
700 shares Procter & Gamble	8,437 00	56,987 00	1,684 20
700 shares Qualcom	17,738 00	51,975 00	980 00
800 shares Republic Service	26,143 20	26,560 00	832 00
500 shares Schlumberger	13,445 00	45,055 00	625 00
400 shares Starbucks	29,806 80	31,356 00	416 00
375 shares United Health Group	28,002 38	28,237 50	420 00
500 shares Verizon	18,058 48	24,570 00	1,060 00
500 shares Whole Food Market	27,715 35	28,915 00	240 00
TOTAL COMMON STOCKS	800,681 59	1,616,498 70	35,528 20

KNOYR

BESS SPIVA TIMMONS FOUNDATION, INC.
PRINCIPAL INVESTMENT SECURITIES
31-Dec-13

	COST	MARKET VALUE	ANNUAL INCOME
<u>MUTUAL FUNDS</u>			
22137 887 Aberdeen Emerging Mkts Fund	350,000 00	320,335 22	4,471 85
14735 908 Drehaus Active Inc Fd	150,000 00	158,705 73	3,182 96
29252 438 INV Balance Risk Fund	270,000 00	259,761 65	6,669 56
5010 02 Nuveen Short Term Bond Fund	50,000 00	50,300 60	1,082 16
9052 443 Nuveen Real Estate Fund	154,261 11	178,333 13	5,060 32
3500 00 I Shares S&P Stock Pref Index Fund	130,989 85	128,905 00	8,512 00
1025 32 Neuberger Berman Gensis Fund	36,246 47	63,487 74	0 00
30499 715 Oppenheimer Sr Float Fund	255,000 00	256,502 60	12,748 88
13902 542 Highland Long Short Equity Fund	155,000 00	174,198 85	0 00
8736 349 Robeco Boston Partners	112,000 00	126,065 52	0 00
1704 864 T Rowe Price Mid-Cap Growth Fund	93,648 19	124,080 00	0 00
3742 515 T Rowe Price Mid Cap Value	100,000 00	112,462 58	823 35
19755 747 T Rowe Price Intl Gr & Inc Fund	275,000 00	307,596 98	6,914 51
4372 019 T Rowe Price Stock Fund	165,000 00	194,817 17	0 00
15936 88 Scout International Fund	502,170 38	593,808 15	7,012 23
4000 00 SPDR DJ Wilshire	138,390 00	164,800 00	7,476 00
TOTAL MUTUAL FUNDS	<u>2,937,706 00</u>	<u>3,214,160 92</u>	<u>63,953 82</u>
TOTAL PRINCIPAL INVESTMENT SECURITIES	<u>4,302,531 09</u>	<u>5,402,085 12</u>	<u>120,344 52</u>

ACCT 2WYB 08730450
 FROM 01/01/2013
 TO 12/31/2013

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

PAGE 42
 RUN 02/17/2014
 08.23 48 AM

TRUST YEAR ENDING 12/31/2013

TAX PREPARER 272
 TRUST ADMINISTRATOR 855
 INVESTMENT OFFICER 2589

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
600.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 42								
SOLD		04/23/2013	22223.56					
ACQ	600 0000	04/24/2009	22223.56	12362.75	9860.81	LT	Y	F
600 0000 ABBVIE INC - 00287Y109 - MINOR = 42								
SOLD		04/23/2013	27032.39					
ACQ	600 0000	04/24/2009	27032.39	13406.35	13626.04	LT	Y	F
300 0000 AUTOMATIC DATA PROCESSING - 053015103 - MINOR = 3101								
SOLD		04/23/2013	19844.59					
ACQ	300 0000	01/09/1990	19844.59	1675.42	18169.17	LT	Y	F
300.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 42								
SOLD		04/23/2013	26618.43					
ACQ	300.0000	04/05/1968	26618.43	660.56	25957.87	LT	Y	F
1600 0000 GENERAL MILLS INC - 370334104 - MINOR = 42								
SOLD		04/23/2013	81182.34					
ACQ	1600 0000	01/09/1990	81182.34	11835.48	69346.86	LT	Y	F
1500 0000 INTEL CORP - 458140100 - MINOR = 3101								
SOLD		04/23/2013	34904.37					
ACQ	1500 0000	05/21/2008	34904.37	35712.00	-807.63	LT	Y	F
5000 0000 ISHARES MSCI EMERGING MARKETS ETF - 464287234 - MINOR = 94								
SOLD		04/23/2013	210195.78					
ACQ	4000 0000	03/02/2011	168156.62	183000.00	-14843.38	LT	Y	F
ACQ	1000.0000	12/07/2012	42039.16	42739.50	-700.34	ST		C
500 0000 JOHNSON JOHNSON - 478160104 - MINOR = 3101								
SOLD		04/23/2013	42579.10					
ACQ	500 0000	01/09/1990	42579.10	3785.94	38793.16	LT	Y	F
300 0000 MCDONALDS CORP - 580135101 - MINOR = 3101								
SOLD		04/23/2013	29922.83					
ACQ	300 0000	10/13/2005	29922.83	9807.06	20115.77	LT	Y	F
463.9940 NEUBERGER BERMAN GENESIS INSTL FD - 641233200 - MINOR = 98								
SOLD		04/23/2013	24494.24					
ACQ	463 9940	10/06/2009	24494.24	16397.55	8096.69	LT	Y	F
500 0000 NEXTERA ENERGY INC - 65339F101 - MINOR = 42								
SOLD		04/23/2013	40009.15					
ACQ	500 0000	01/22/2009	40009.15	24030.50	15978.65	LT	Y	F
7694.2290 NUVEEN MID CAP VALUE FUND CL I - 670678663 - MINOR = 98								
SOLD		04/23/2013	204743.43					
ACQ	7694 2290	10/06/2009	204743.43	146805.89	57937.54	LT	Y	F
10405 3100 NUVEEN SMALL CAP SELECT FD CL I - 670690874 - MINOR = 98								
SOLD		04/23/2013	146298.66					
ACQ	1846.7220	10/03/2002	25964.91	20000.00	5964.91	LT	Y	F
ACQ	3894 8390	10/07/2002	54761.44	40000.00	14761.44	LT	Y	F
ACQ	1308 0440	10/01/2003	18391.10	20000.00	-1608.90	LT	Y	F
ACQ	3355 7050	12/07/2012	47181.21	50000.00	-2818.79	ST		C
7441 8600 PIMCO TOTAL RETURN FUND INST - 693390700 - MINOR = 99								
SOLD		04/23/2013	84167.44					
ACQ	1942 3180	02/10/2010	21967.62	21326.65	640.97	LT	Y	F
ACQ	5499 5420	11/04/2009	62199.82	60329.97	1869.85	LT	Y	F
1182.0000 PFIZER INC - 717081103 - MINOR = 3101								
SOLD		04/23/2013	36617.66					
ACQ	1182 0000	10/15/2009	36617.66	20702.73	15914.93	LT	Y	F
300.0000 PRAXAIR INC - 74005P104 - MINOR = 42								
SOLD		04/23/2013	33096.25					
ACQ	300 0000	12/20/2001	33096.25	8295.00	24801.25	LT	Y	F
300 0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 3101								
SOLD		04/23/2013	24608.48					
ACQ	300 0000	10/05/1993	24608.48	3615.86	20992.62	LT	Y	F
300.0000 QUALCOMM INC - 747525103 - MINOR = 3101								
SOLD		04/23/2013	19568.59					
ACQ	300.0000	12/20/2001	19568.59	7602.00	11966.59	LT	Y	F
1025 8840 T ROWE PRICE MID CAP GROWTH FD #64 - 779556109 - MINOR = 98								
SOLD		04/23/2013	64158.79					
ACQ	1025 8840	09/21/2011	64158.79	56351.81	7806.98	LT	Y	F
500.0000 SPDR DJ WILSHIRE INTERNATIONAL - 78463X863 - MINOR = 94								
SOLD		04/23/2013	22514.54					
ACQ	500.0000	09/15/2011	22514.54	17535.00	4979.54	LT	Y	F
600 0000 TARGET CORPORATION - 87612E106 - MINOR = 42								
SOLD		04/23/2013	41759.12					
ACQ	500 0000	01/03/2001	34799.27	16729.50	18069.77	LT	Y	F
ACQ	100 0000	06/21/2006	6959.85	4964.86	1994.99	LT	Y	F
50000 0000 BERKSHIRE HATH 4.600% 5/15/13 - 084664BD2 - MINOR = 28								
SOLD		05/15/2013	50000.00					
ACQ	50000 0000	01/13/2009	50000.00	51621.00	-1621.00	LT	Y	F
500 0000 APACHE CORP - 037411105 - MINOR = 3101								
SOLD		08/30/2013	42334.26					
ACQ	500 0000	07/11/2003	42334.26	15987.50	26346.76	LT	Y	F
100.0000 APPLE INC - 037833100 - MINOR = 42								
SOLD		08/30/2013	48873.04					
ACQ	100 0000	01/28/2008	48873.04	12964.49	35908.55	LT	Y	F
5400 0000 IPATH DOW JONES UBS COMMODITY - 06738C778 - MINOR = 94								
SOLD		08/30/2013	207366.63					
ACQ	400.0000	08/20/2009	15360.49	15302.67	57.82	LT	Y	F
ACQ	100 0000	10/30/2009	3840.12	4019.96	-179.84	LT	Y	F
ACQ	1500 0000	03/02/2011	57601.84	76200.00	-18598.16	LT	Y	F
ACQ	2000 0000	03/18/2011	76802.46	99500.00	-22697.54	LT	Y	F
ACQ	1400 0000	11/11/2011	53761.72	62468.00	-8706.28	LT	Y	F

ACCT 2WYB 08730450
 FROM 01/01/2013
 TO 12/31/2013

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

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER 272
 TRUST ADMINISTRATOR 855
 INVESTMENT OFFICER 2589

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
700.0000 DR PEPPER SNAPPLE GROUP - 26138E109 - MINOR = 42							
SOLD		08/30/2013	31199 15				
ACQ	700 0000	09/15/2011	31199.15	26404.00	4795 15	LT	F
862 0690 NEUBERGER BERMAN GENESIS INSTL FD - 641233200 - MINOR = 98							
SOLD		08/30/2013	49672 42				
ACQ	862.0690	10/06/2009	49672 42	30465.51	19206.91	LT	Y F
16033 8100 NUVEEN INFLATION PRO SEC CL I - 670690387 - MINOR = 99							
SOLD		08/30/2013	177173 59				
ACQ	1984 1270	11/04/2009	21924.60	20000 00	1924 60	LT	Y F
	946 0740	09/21/2010	10454.12	10000.00	454 12	LT	Y F
	2327 7470	03/18/2011	25721 60	25000 00	721 60	LT	Y F
	10775 8620	11/30/2011	119073 27	125000 00	-5926 73	LT	Y F
900 0000 ORACLE CORPORATION - 68389X105 - MINOR = 42							
SOLD		08/30/2013	28692 30				
ACQ	900.0000	09/15/2011	28692.30	25766.10	2926.20	LT	F
25.0000 APPLE INC - 037833100 - MINOR = 42							
SOLD		09/11/2013	11707.67				
ACQ	25 0000	01/28/2008	11707.67	3241.12	8466.55	LT	Y F
300 0000 EXXON MOBIL CORP - 30231G102 - MINOR = 42							
SOLD		09/11/2013	26407 01				
ACQ	300 0000	04/05/1968	26407 01	660 56	25746.45	LT	Y F
500 0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 3101							
SOLD		09/11/2013	11920.54				
ACQ	500 0000	07/18/1988	11920.54	1895.83	10024 71	LT	Y F
200 0000 JOHNSON JOHNSON - 478160104 - MINOR = 3101							
SOLD		09/11/2013	17706 17				
ACQ	200.0000	01/09/1990	17706 17	1514.38	16191 79	LT	Y F
676.0180 NEUBERGER BERMAN GENESIS INSTL FD - 641233200 - MINOR = 98							
SOLD		09/11/2013	40500.24				
ACQ	676 0180	10/06/2009	40500.24	23890 47	16609 77	LT	Y F
300 0000 PFIZER INC - 717081103 - MINOR = 3101							
SOLD		09/11/2013	8529 75				
ACQ	300.0000	05/02/1994	8529 75	1242.50	7287 25	LT	Y F
400 0000 PRAXAIR INC - 74005P104 - MINOR = 42							
SOLD		09/11/2013	47947.68				
ACQ	300 0000	12/20/2001	35960.76	8295 00	27665 76	LT	Y F
	100 0000	01/17/2002	11986 92	2416 00	9570 92	LT	Y F
300.0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 3101							
SOLD		09/11/2013	23239 09				
ACQ	300 0000	10/05/1993	23239 09	3615.86	19623 23	LT	Y F
100000 0000 DISNEY WALT CO							
SOLD		10/01/2013	100818 00				
ACQ	100000 0000	09/03/2009	100818 00	107719.00	-6901 00	LT	Y F
100000.0000 NIKE INC MTN							
SOLD		10/01/2013	100000 00				
ACQ	100000 0000	06/01/2009	100000 00	105310.00	-5310.00	LT	Y F
50000.0000 WYETH							
SOLD		12/16/2013	50325 50				
ACQ	50000 0000	01/09/2009	50325 50	52800.00	-2474.50	LT	Y F
250 0000 PERRIGO CO - 714290103 - MINOR = 42							
SOLD		12/19/2013	7945.75				
ACQ	250 0000	08/30/2013	7945.75	0.00	7945.75	ST	C
CHANGED 02/12/14 W08 PREP NOTE EXISTS							
TOTALS			2318898 53	1762972 33			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0 00	543778 23	0 00	0 00	0 00*
COVERED FROM ABOVE	4426 62	0 00	7721 35	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	18390.85	127.28	33636.90	33015.15		13 40
	4426 62	127 28	585136 48	0 00	0 00	13 40
STATE	22817 47		584514.73			607472.88
NONCOVERED FROM ABOVE	0 00	0 00	543778 23	0 00	0 00	0 00*
COVERED FROM ABOVE	4426 62	0 00	7721 35	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	127 28	33636.90			13 40
	4426 62	127 28	585136 48	0 00	0 00	13 40

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

BESS TIMMONS SPIVA FOUNDATION
2013 GRANT SCHEDULE

PART XV GRANTS AND CONTRIBUTIONS

GRANT RECIPIENT	ADDRESS	STATUS OF REC	PURPOSE OF GRANT	Amount
Alice Lloyd College	Pippa Passes,Ky	Educational	Student Work Program	2500
American Red Cross-(Northern Co Chapter	Ft Collins , Co	Public Charity	General Support	30000
Arizona Diabetics Foundation	Phoenix,Az	Public Charity	Educational Program	1500
Arizona Outdoor Adventures	Phoenix,Az	Public Charity	General Support	2000
Assistance League of Bellingham	Bellingham.WA	Public Charity	Enrichment Program	1500
Assistance League of Everett	Everett, Wa	Public Charity	Operation School Bell	2500
Assistance League of Seattle	Seattle, Wa	Public Charity	Operation School Bell	1000
Bohart Museum of Entomology	Davis ,Ca	Public Charity	Digital Displays	7000
Cabool Development Fund	Cabool, Mo	Public Charity	Medical Equipment	3000
Call a Ride of South Lake	South Lake, Tx	Public Charity	General Support	3000
Canelo Project	Elgin,Az	Public Charity	Computer Equipment	4500
Care 4 Paws	Santa Barbara, Ca	Public Charity	General Support	2000
Caring Ministries	Tucson,Az	Public Charity	Upgrage to Diock	6000
Cardinal Ritter Senior Services	St Louis, Mo	Public Charity	Case Management	2000
Cerimon House	Portland ,Or	Public Charity	Symposia	3000
Christians Addressing Family Abuses	Eugene,Or	Public Charity	General Support	12300
Colonial Fox Theatre Foundation	Pittsburg,Ks	Public Charity	Scones	5000
Community Health Center of SE Kansas	Pittsburg,Ks	Public Charity	Digital Dentistry	6000
Community Health Clinic	Joplin,Mo	Public Charity	General Support	1000
Cumberland College	Williamsburg,Ky	Educational	Scholarships	2500
Development Center for Appropriate Technology	Tucson,Az	Public Charity	General Support	2000
Donnelly College	Kansas City,Mo	Educational	Scholarships	4000
Ebsreins Anomaly Foundation	Coopersburg.Pa	Public Charity	General Support	12000
Feather River College	Quincy, Ca	Educational	Project Fish	1000
Flagstaff Shelter Services Health Clinic	Flagstaff,Az	Public Charity	Prescription Program	2500
Forest Releaf of Missouri	St Louis, Mo	Public Charity	Joplin Mo Releaf trees	3000
Friends of the Children	Seattle, Wa	Public Charity	General Support	2500
Friends of Saguara National Park	Tucson,Az	Public Charity	Research & Conservation	8000
Gabriels Angels	Phoenix,Az	Public Charity	Pet Therapy program	2000
Graceland Heritage Foundation	Shawnee Mission,Ks	Public Charity	Prairie Learning Lab	2000
Humane Society of Southern Arizona	Tucson,Az	Public Charity	General Support	1000

Huntington Disease	New York, NY	Public Charity	Pamphlets	5000
Interfaith Community Services	Tucson, Az	Public Charity	Senior Caregiving	1500
Jefferson County Rescue Mission	Pevely, Mo	Public Charity	General Support	1500
KOMAK	Beaverton, Or	Public Charity	Direct Client Support	5500
Linn County Child Victim Center	Abany, Or	Public Charity	Furniture	2500
Magic Jungle Wildlife Preserve	Palm Springs, Ca	Public Charity	Construct Habitat	2500
Mayer Area Meals on Wheels	Mayer, Az	Public Charity	Repair Project	1500
Missouri College Fund	Kansas City, Mo	Educational	Scholarships	1500
Native Seeds/SEARCH	Tucson, Az	Public Charity	General Support	2000
Nature Conservancy	Lawrence, Ks	Public Charity	Kansas Video project	2000
New Pathways for Youth	Phoenix, Az	Public Charity	Mentoring Program	1000
North County Education Foundation	Escondido, Ca	Educational	Playground Equipment	8000
Northland Hospice & Polliative Care	Flafstaff, Az	Public Charity	Hospice Program	2500
Ozanam	Kansas City, Mo	Public Charity	Technology	750
Parenting Now	Eugene, Or	Public Charity	General Support	2000
Payson Multipurpose Senior Center	Payson, Az	Public Charity	Transportation Project	1000
Portland Youth Builders	Portland, Or	Public Charity	General Support	2000
Project Dignity	Garden Grove, Ca	Public Charity	General Support	1500
Rist Canyon Volunteer Fire Department	Livermore, Co	Public Charity	General Support	7000
Salvation Army	Joplin, Mo	Public Charity	Kitchen Project	1500
Shoes That Fit	Clarmont, Ca	Public Charity	Back to School Project	2000
Sierra Hospice	Chester, Ca	Public Charity	Camp HUG	1000
Sisters of the Road	Portland, Or	Public Charity	General Support	4500
Store to Door	Portland, Or	Public Charity	General Support	5400
Take My Picture Production	Philadelphia, Pa	Public Charity	General Support	5000
Texas Co Mo Memorial Hospital	Houston, Mo	Medical	Equipment	10400
Trauma Intervention Program	Prescott Valley, Az	Public Charity	General Support	2500
The Loft Cimema	Tucson, Az	Public Charity	Exhibition Equipment	2300
University of Arizona Foundation	Tucson, Az	Educational	Scholarships	4000
Volunteers of America	Portland, Or	Public Charity	Education Program	2000
Wings of Hope	St Louis, Mo	Public Charity	Medical Air Transport	3000
Yavapi Big Brothers/Big Sisters	Prescott, Az	Public Charity	General Support	10000
You Are Special	Orange, Ca	Public Charity	Equipment	2500
Youth On Their Own	Tucson, Az	Public Charity	General Support	6000
100 Club Of Arizona	Phoenix, Az	Public Charity	Firefighter Fund	10000
Total				261650

BESS SPIVA TIMMONS FOUNDATION, INC
 INFORMATION FOR FORM 990-PF
 YEAR 2013
 43-6075014

Part VIII, Line 1

<u>Name and Address of Officers, Directors & Managers</u>	<u>Title and Average Hours per Week</u>	<u>Contributions to EBP</u>	<u>Expenses Allowances</u>	<u>Compensation</u>
U.S. Bank, NA P. O. Box 8 Joplin, MO 64802	Trustee Less than One	-0-	-0-	\$36,469.01
Bryna Majidi 62 Riverview Ave Tarrytown NY 10591	Officer President Less than One	-0-	-0-	-0-
Tim Spears 3120 E. Lester St. Tucson, AZ 85716	Director Treasurer Less than One	-0-	-0-	-0-
Catherine Weeks 2000 E. 8th St. (PO Box 825) Vancouver, WA 98661 (98666)	Director Less than One	-0-	-0-	-0-
Jennifer Svacina 1393 Mamerow Lane E Oconomowoc, WI 53066	Director Less than One	0	0	0
Dana Whitby 18307 The Commons Blvd. Cornelius, NC 28031	Director Vice President Less than One	-0-	-0-	-0-
Sarah Timmons 624 N Wrigley Lane Lawrence, KS 66044	Director Less than One	-0-	-0-	-0-
Gregory G. Timmons 3725 Rimrock Road York, PA 17402	Director Secretary Less than One	-0-	-0-	-0-

THE BESS SPIVA TIMMONS FOUNDATION

BACKGROUND AND PHILOSOPHY

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

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

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

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

Application Information Required

Proposal letter should include the following:

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

Attachments

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

Submission Date

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

Reports

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

Applications for grants should be forwarded to:

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

OR

Email: info@timmonsfoundation.org

If you have any questions, please call:

Catherine Spillman, President
(541) 998-3224