INTERNAL REVENUE SERVICE

Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation | OMB No 1545-0052 **2012**

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: JOHN W. AND EFFIE E. SPEAS MEMORIAL TRUST

A Employer identification number: 44-6008249

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: BANK OF AMERICA, N.A. P.O. BOX 831041

B Telephone number (see instructions): 800- 357-7094

City or town, state, and ZIP code: DALLAS, TX 75283-1041

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: [X] 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) ▶ $ 33,155,201.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ (Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	645,072.	642,995.		STMT 1
	5a Gross rents	291,519.	291,519.		
	b Net rental income or (loss) 172,428.				
	6a Net gain or (loss) from sale of assets not on line 10	309,454.			
	b Gross sales price for all assets on line 6a 9,871,610.				
	7 Capital gain net income (from Part IV, line 2)		309,454.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,246,045.	1,243,968.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	81,592.	48,955.		32,637.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 6	1,800.	NONE	NONE	1,800.
	c Other professional fees (attach schedule) STMT 7	24,854.			24,854.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 8	82,070.	8,362.		
	19 Depreciation (attach schedule) and depletion	387.	387.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 9	118,704.	118,704.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	309,407.	176,408.	NONE	59,291.
	25 Contributions, gifts, grants paid	1,108,050.			1,108,050.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,417,457.	176,408.	NONE	1,167,341.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-171,412.			
	b **Net investment income** (if negative, enter -0-)		1,067,560.		
	c **Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**
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Form **990-PF** (2012)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	833,694.	377,195.	377,195.
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 (attach schedule) ▶			
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 (attach schedule)			
b Investments - corporate stock (attach schedule)	4,840,055.	5,430,714.	5,875,141.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶ 1,015,047. Less accumulated depreciation (attach schedule) ▶ 14,522.	990,074.	1,000,525.	2,803,280.
12 Investments - mortgage loans			
13 Investments - other (attach schedule)	23,903,584.	23,582,184.	24,099,580.
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	50.	50.	5.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	30,567,457.	30,390,668.	33,155,201.
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 ▶)			
23 **Total liabilities** (add lines 17 through 22)		NONE	
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. ▶ X			
27 Capital stock, trust principal, or current funds	30,567,457.	30,390,668.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	30,567,457.	30,390,668.	
31 **Total liabilities and net assets/fund balances** (see instructions)	30,567,457.	30,390,668.	

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	30,567,457.
2 Enter amount from Part I, line 27a	2	-171,412.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	16,096.
4 Add lines 1, 2, and 3	4	30,412,141.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	21,473.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,390,668.

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	PUBLICLY TRADED SECURITIES			
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	9,871,541.		9,562,087.	309,454.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				309,454.
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	309,454.
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	888,345.	31,977,682.	0.027780
2010	1,005,332.	29,706,436.	0.033842
2009	1,325,542.	26,242,733.	0.050511
2008	1,342,356.	31,550,971.	0.042546
2007	1,502,017.	35,364,444.	0.042473

2 **Total** of line 1, column (d)	2	0.197152
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	0.039430
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	32,120,943.
5 Multiply line 4 by line 3	5	1,266,529.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,676.
7 Add lines 5 and 6	7	1,277,205.
8 Enter qualifying distributions from Part XII, line 4	8	1,167,341.

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	21,351.
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	
3	Add lines 1 and 2	3	21,351.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	21,351.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 25,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	25,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,649.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,649. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (816)292-4300
Located at ▶ 1200 MAIN ST, 14TH FL, KANSAS CITY, MO ZIP+4 ▶ 64105-2100

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
BANK OF AMERICA, N.A. P.O. BOX 219119, KANSAS CITY, MO 64121-9119	TRUSTEE 1	81,592.		-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

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

44-6008249

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

Total number of others receiving over $50,000 for professional services ▶ NONE

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 NONE	
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 NONE	
2 NONE	
All other program-related investments See instructions 3 NONE	
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	29,291,234.
b	Average of monthly cash balances	1b	515,580.
c	Fair market value of all other assets (see instructions)	1c	2,803,280.
d	**Total** (add lines 1a, b, and c)	1d	32,610,094.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	32,610,094.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	489,151.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,120,943.
6	**Minimum investment return.** Enter 5% of line 5	6	1,606,047.

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	1,606,047.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,351.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	21,351.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,584,696.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,584,696.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,584,696.

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	1,167,341.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,167,341.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,167,341.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,584,696.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,079,156.	
b Total for prior years 20 10 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 ...... NONE				
b From 2008 ...... NONE				
c From 2009 ...... NONE				
d From 2010 ...... NONE				
e From 2011 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,167,341.				
a Applied to 2011, but not more than line 2a			1,079,156.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				88,185.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,496,511.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... NONE				
e Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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 of the person to whom applications should be addressed:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 26				1,108,050.
Total . . . . ▶ 3a				1,108,050.
b *Approved for future payment*				
NONE				
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					
4 Dividends and interest from securities			14	645,072.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	172,428.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	309,454.	
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)				1,126,954.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,126,954.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

Sign Here

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

[signature] | 4-24-13 | TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
JOHN W. AND EFFIE E. SPEAS MEMORIAL TRUST	44-6008249

DESCRIPTION OF PROPERTY
220 ACRES +/- SPEAS PT SEC 20 & 21 T59

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 5 - LAND

RENTAL INCOME			
OTHER INCOME:			
OTHER RENTAL INCOME		45,190.	
TOTAL GROSS INCOME			45,190.
OTHER EXPENSES:			
INSURANCE		748.	
MANAGEMENT FEES		5,716.	
SUPPLIES		11,976.	
TAXES		1,438.	
DEPRECIATION (SHOWN BELOW)			
LESS. Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			19,878.
TOTAL RENT OR ROYALTY INCOME (LOSS)			25,312.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			25,312.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
2E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
==

OTHER INCOME

OTHER RENTAL INCOME	45,190.
	45,190.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
JOHN W. AND EFFIE E. SPEAS MEMORIAL TRUST	44-6008249

DESCRIPTION OF PROPERTY
520 AC SPEAS FARM SECTIONS 17 19 & 20

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 5 - LAND

RENTAL INCOME			
OTHER INCOME:			
OTHER RENTAL INCOME		54,720.	
TOTAL GROSS INCOME			54,720.
OTHER EXPENSES:			
INSURANCE		362.	
MANAGEMENT FEES		5,527.	
REPAIRS		982.	
TAXES		1,199.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS. Beneficiary's Portion			
TOTAL EXPENSES			8,070.
TOTAL RENT OR ROYALTY INCOME (LOSS)			46,650.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			46,650.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER RENTAL INCOME	54,720.
	54,720.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
JOHN W. AND EFFIE E. SPEAS MEMORIAL TRUST	44-6008249

DESCRIPTION OF PROPERTY
1040 ACRES SPEAS SECTIONS 8 & 16 TWP 62N

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 5 - LAND

RENTAL INCOME			
OTHER INCOME:			
OTHER RENTAL INCOME		191,609.	
TOTAL GROSS INCOME			191,609.
OTHER EXPENSES:			
INSURANCE		3,238.	
MANAGEMENT FEES		13,861.	
REPAIRS		1,411.	
SUPPLIES		58,374.	
TAXES		2,002.	
OTHER EXPENSES		11,870.	
DEPRECIATION (SHOWN BELOW)	387.		
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			91,143.
TOTAL RENT OR ROYALTY INCOME (LOSS)			100,466.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			100,466.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
SEE STATEMENT									
Totals									387.

JSA
2E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER RENTAL INCOME	191,609.
	191,609.

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	11,870.
	11,870.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	861.	861.
AES CORP COM	351.	351.
AT&T INC	7,660.	7,660.
AARONS INC CL A COM	78.	78.
ABBOTT LABORATORIES COM	1,102.	1,102.
AETNA INC NEW COM	527.	527.
AIR PRODUCTS & CHEMICALS INC COM	286.	286.
ALLEGHENY TECHNOLOGIES INC	159.	159.
ALLSTATE CORP COM	164.	164.
ALTRIA GROUP INC	442.	442.
AMEREN CORP	98.	98.
AMERICAN CAP AGY CORP COM	809.	809.
AMERICAN ELECTRIC POWER CO INC COM	2,113.	2,113.
ANADARKO PETROLEUM CORP COM	113.	113.
APACHE CORP COM	459.	459.
APACHE CORP CONV PFD SER D 6.000%	494.	494.
APPLIED MATERIALS INC COM	1,475.	1,475.
ARES CAP CORP COM	975.	975.
ARTIO GLOBAL HIGH INCOME FUND CL I	8,136.	7,937.
BB&T CORP COM	732.	732.
BLACKROCK INC	800.	800.
BOFA GOVERNMENT RESERVES TRUST CLASS	36.	36.
BOFA CASH RESERVES TRUST CLASS	53.	53.
CF INDS HLDGS INC COM	597.	597.
CVS CAREMARK CORP COM	151.	151.
CA INC COM	940.	940.
CAMPBELL SOUP CO COM	979.	979.
CAPITALSOURCE INC COM	3,692.	3,692.
CARDINAL HEALTH INC COM	92.	92.
CARNIVAL CORP PAIRED CTF 1 COM	592.	592.
CHEVRONTEXACO CORP COM	7,753.	7,753.
CISCO SYSTEMS INC COM	4,118.	4,118.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITIGROUP INC NEW COM	91.	91.
CLIFFS NAT RES INC COM	217.	217.
COLUMBIA ACORN FUND CLASS Z SHARES	5,710.	5,710.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	14,955.	14,955.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	966.	966.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	9,125.	9,125.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	2,010.	2,010.
COMCAST CORP NEW CL A COM	683.	683.
CONOCOPHILLIPS	3,951.	3,951.
CYPRESS SEMICONDUCTOR CORP COM	126.	
DANAHER CORP COM	23.	23.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	872.	872.
DIAMOND OFFSHORE DRILLING INC COM	268.	268.
DILLARDS INC CL A	1,415.	1,415.
DISCOVER FINL SVCS COM	975.	975.
DISH NETWORK CORP COM CL A	686.	686.
DOMTAR CORP NEW COM	197.	197.
DONNELLEY R R & SONS CO COM	1,576.	1,576.
DUN & BRADSTREET CORP DEL NEW COM	578.	578.
EATON CORP COMMON	602.	602.
EL PASO CORP COM	72.	72.
ENTERGY CORP NEW COM	3,318.	3,318.
EQUITY RESIDENTIAL SH BEN INT	213.	213.
EXELON CORP COM	1,454.	1,454.
EXPEDIA INC DEL NEW COM	49.	49.
EXTRA SPACE STORAGE INC REITS	263.	263.
EXXON MOBIL CORPORATION	3,047.	3,047.
FLUOR CORP NEW COM	370.	370.
FOOT LOCKER INC COM	59.	59.
FORD MTR CO DEL COM	389.	389.
GAMESTOP CORP CL A COM	1,670.	1,670.
GENERAL ELEC CO	1,209.	1,209.
GENUINE PARTS CO	625.	625.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS GROUP INC	1,257.	1,257.
HARBOR INTERNATIONAL FUND INSTL CL	14,590.	14,590.
HARTFORD FINL SVCS GROUP INC COM	185.	185.
HEINZ H J CO	661.	661.
HILL ROM HLDGS INC COM	65.	65.
HUMANA INC	88.	88.
ILLINOIS TOOL WORKS INC COM	538.	538.
INTEL CORP COM	145.	145.
INTERNATIONAL BUSINESS MACHINES CORP COM	346.	346.
INTERSIL CORP CL A	190.	190.
ISHARES RUSSELL 2000 VALUE INDEX FUND	12,643.	12,643.
J P MORGAN CHASE & CO COM	6,366.	6,366.
JOHNSON & JOHNSON COM	520.	520.
KELLOGG CO COM	670.	670.
KROGER CO COM	432.	432.
LILLY ELI & CO	1,955.	1,955.
LINCOLN NATIONAL CORP COM	270.	270.
LOCKHEED MARTIN CORP COM	1,952.	1,952.
LORILLARD INC COM	3,081.	3,081.
MACYS INC COM	2,027.	2,027.
MARATHON OIL CORP COM	1,633.	1,633.
MCGRAW HILL COS INC COM	434.	434.
MERCK & CO INC NEW COM	7,173.	7,173.
METLIFE INC	2,543.	2,543.
NATIONAL OILWELL VARCO INC COM	83.	83.
NEWMONT MINING CORP COM	149.	149.
NORDSTROM INC COM	273.	273.
NORTHROP GRUMMAN CORP COM	828.	828.
NUCOR CORP	223.	223.
NVIDIA CORP COM	241.	241.
OCCIDENTAL PETROLEUM CORP COM	766.	766.
ONEOK INC NEW COM	386.	386.
PG&E CORP COM	1,052.	1,052.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PIMCO TOTAL RETURN FUND INSTL	292,865.	292,865.
PIMCO HIGH YIELD FD	21,173.	21,173.
P N C BANK CORP COM	639.	639.
PACCAR INC COM	739.	739.
PARKER HANNIFIN CORP COM	1,045.	1,045.
PFIZER INC COM	8,545.	8,545.
PHILIP MORRIS INTL INC COM	3,602.	3,602.
PIMCO COMMODITY REALRETURN STRATEGY FUND	36,094.	36,094.
PIMCO EMERGING MKT CURRENCY FUND INSTL	6,303.	6,303.
PINNACLE WEST CAP CORP	680.	680.
PITNEY BOWES INC COM	5,772.	5,772.
PROCTER & GAMBLE CO COM	1,120.	1,120.
PROTECTIVE LIFE CORP COM	794.	794.
PRUDENTIAL FINL INC COM	3,192.	3,192.
PUBLIC SERVICE ENTERPRISE GROUP INC COM	3,519.	3,519.
PUBLIC STORAGE INC COM (REIT)	187.	187.
QUEST DIAGNOSTICS INC COM	87.	87.
RAYTHEON CO COM NEW	1,576.	1,576.
REINSURANCE GROUP AMER INC COM	412.	412.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	7,280.	7,280.
SLM CORP COM	753.	753.
SAFEWAY INC NEW COM	3,602.	3,602.
SEMPRA ENERGY	768.	768.
SIMON PPTY GROUP INC NEW COM	2,068.	2,068.
TAUBMAN CTRS INC COM	1,158.	818.
TESORO PETROLEUM CORP 00	627.	627.
TEXTRON INC COM	63.	63.
TYSON FOODS INC COM CL A	174.	174.
US BANCORP DEL COM NEW	2,417.	2,417.
UNITED PARCEL SERVICE CL B	1,081.	1,081.
UNITED TECHNOLOGIES CORP COM	1,228.	1,228.
UNITEDHEALTH GROUP INC	849.	849.
VALERO ENERGY CORP NEW COM	1,788.	1,788.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD FTSE EMERGING MKTS ETF	43,693.	43,693.
VECTREN CORPORATION	181.	181.
VERIZON COMMUNICATIONS	3,218.	3,218.
VIACOM INC CL B COM	330.	330.
VISA INC CL A COM	568.	568.
WAL MART STORES INC COM	504.	504.
WALGREEN CO COM	678.	678.
WELLS FARGO COMPANY	5,089.	5,089.
WESTERN DIGITAL CORP COM	800.	800.
WILLIAMS COS INC DEL COM	615.	615.
XCEL ENERGY INC COM	737.	737.
AON PLC COM	45.	45.
EVEREST RE GROUP LTD COM	135.	135.
MARVELL TECHNOLOGY GROUP LTD ORD	138.	138.
VALIDUS HLDGS LTD COM ISIN BMG9319H1025	273.	273.
ACE LTD COM	1,236.	1,236.
TE CONNECTIVITY LTD COM	382.	382.
TYCO INTL LTD NEW F COM	345.	345.
LYONDELLBASELL INDUSTRIES NV CL A COM	5,372.	3,960.
AVAGO TECHNOLOGIES LTD COM	167.	167.
TOTAL	645,072.	642,995.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,800.			1,800.
TOTALS	1,800.	NONE	NONE	1,800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	24,854.	24,854.
TOTALS	24,854.	24,854.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - PRIOR YEAR	48,708.	
EXCISE TAX ESTIMATES	25,000.	
FOREIGN TAXES ON QUALIFIED FOR	4,074.	4,074.
FOREIGN TAXES ON NONQUALIFIED	4,288.	4,288.
TOTALS	82,070.	8,362.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RENT AND ROYALTY EXPENSES	118,704.	
REAL ESTATE RENTAL;		
PRPOERTY TAXES		4,639.
INSURANCE		4,347.
REPAIRS/MAINTENANCE		2,392.
HARVESTING		11,871.
MGMT FEES - BOA		25,105.
FERTILIZER/SEEDS/HERBICIDE		70,350.
TOTALS	118,704.	118,704.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
MUTUAL FUND ADJUSTMENT - 2011		15,951.
FOREIGN TAX RECLAIM ADJUSTMENT		145.
	TOTAL	16,096.

JOHN W. AND EFFIE E. SPEAS MEMORIAL TRUST 44-6008249

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT - 2012	15,298.
NET ROUNDING	14.
ROC BASIS ADJUSTMENT - 2012 SALES	576.
HARBOR INTL TIMING DIFFERENCE - 2011	1,818.
YEAR-END SALES ADJUSTMENT - 2012	3,767.
TOTAL	21,473.

RECIPIENT NAME:
SPENCE HEDDENS - BANK OF AMERICA, N.A.
ADDRESS:
P.O. BOX 219119
KANSAS CITY, MO 64121-9119
RECIPIENT'S PHONE NUMBER: 816-292-4300
FORM, INFORMATION AND MATERIALS:
LETTER OF NO MORE THAN 3 PAGES WITH APPROPRIATE ATTACHMENTS
SUBMISSION DEADLINES:
VARIOUS TIMES DURING CALENDAR YEAR
RESTRICTIONS OR LIMITATIONS ON AWARDS:
RESTRICTED TO QUALIFYING ORGANIZATIONS IN THE GREATER KANSAS CITY, MISSOURI & KANSAS CITY, KANSAS AREAS

RECIPIENT NAME:
MIDWEST FOSTER CARE & ADOPTION
ASSOCIATION
ADDRESS:
3210 S LEES SUMMIT RD # 6
INDEPENDENCE, MO 64055
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
OZANAM
ADDRESS:
421 E 137TH ST
KANSAS CITY, MO 64145
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CORNERSTONES OF CARE
ADDRESS:
300 E 36TH ST
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
TLC FOR CHILDREN & FAMILIES, INC.
ADDRESS:
480 S ROGERS RD
OLATHE, KS 66062-1706
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
KANSAS CITY COMMUNITY GARDENS
ADDRESS:
6917 KENSINGTON
KANSAS CITY, MO 64132
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
CHILD PROTECTION SERVICES
ADDRESS:
3101 BROADWAY, SUITE 750
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
OLATHE MEDICAL CENTER CHARITABLE FOUNDATION
ADDRESS:
20333 W 151ST ST
OLATHE, KS 66061-9925
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CAPITAL CAMPAIGN FOR HOSPICE HOUSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SHEPHERD'S CENTER
ADDRESS:
5200 OAK
KANSAS CITY, MO 64112-2876
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'COMING OF AGE KANSAS CITY' PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CORNERSTONES OF CARE
ADDRESS:
300 E 36TH ST
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SANCTUARY,NEW TRAUMA INFORMED CARE INITIATIVE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 49,550.

RECIPIENT NAME:
CRITTENTON
ADDRESS:
10918 ELM AVE
KANSAS CITY, MO 64134
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ASSESSMENT & TREATNENT OF CHILDHOOD TRAUMA
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SUPPORT KANSAS CITY, INC.
ADDRESS:
5960 DEARBORN, SUITE 200
MISSION, KS 66202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CAPACITY BUILDING CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WOMEN'S FOUNDATION OF GREATER
KANSAS CITY
ADDRESS:
6950 SQUIBB RD, SUITE 220
MISSION, KS 66202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT WEBSITE UPGRADE AND EXPANSION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
TURNING POINT- THE CENTER FOR
HOPE AND HEALING
ADDRESS:
8900 STATE LINE, SUITE 240
SHAWNEE MISSION, KS 66206
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
TLC FOR CHILDREN AND FAMILIES
ADDRESS:
480 S ROGERS RD
OLATHE, KS 66062-1706
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MIDWEST HEMOPHILIA ASSOCIATION
ADDRESS:
8900 STATE LINE RD, SUITE 411
LEAWOOOD, KS 66206
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT OF MARKETING STRATEGY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SOUTHWEST BOULEVARD FAMILY HEALTH
CARE OF GREATER KC
ADDRESS:
340 SOUTHWEST BLVD
KANSAS CITY, KS 66103
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT ELECTRONIC MEDICAL RECORDS CONVERSION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
EL CENTRO, INC.
ADDRESS:
650 MINNESOTA AVE
KANSAS CITY, KS 66101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
COMMUNITY LIVING OPPORTUNITIES, INC.
ADDRESS:
P.O. BOX 14395
LENEXA, KS 66285
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT MIDNIGHT FARM FOR ADLUTS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
KANSAS CITY FREE HEALTH CLINIC
ADDRESS:
3515 BROADWAY BLVD
KANSAS CITY, MO 64111-2537
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
BRIGDING FOR THE FUTURE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HARTWIG LEGACY FOUNDATION
DBA KC HEALTHY KIDS
ADDRESS:
P.O. BOX 480227
KANSAS CITY, MO 64148
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SETON CENTER, INC.
ADDRESS:
2816 E 23RD ST
KANSAS CITY, MO 64127
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CAMPAIGN OF HOPE CAPTIAL DRIVE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION OF THE
HEARTLAND
ADDRESS:
739 MINNESOTA AVE
KANSAS CITY, KS 66101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION, INC.
ADDRESS:
6800 W 93RD ST
OVERLAND PARK, KS 66212
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEDICAL RESEARCH & EDUCATION IN GREATER KCMO
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
MOCSA
ADDRESS:
3100 BROADWAY, SUITE 400
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
SYNERGY SERVICES
ADDRESS:
400 E SIXTH ST
PARKVILLE, MO 64152
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT HOMELESS YOUTH CAMPUS CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
JOHN WORNALL HOUSE MUSEUM
ADDRESS:
6115 WORNALL RD
KANSAS CITY, MO 64113
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
PARTNERSHIP FOR REGIONAL EDUCATIONAL
PREPARATION
ADDRESS:
700 W2 47TH ST
KANSAS CITY, MO 64112
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR URBAN STUDENTS IN THE 6-PARTNER DISTRICTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FAMILY CONSERVANCY, INC.
ADDRESS:
444 MINNESOTA, SUITE 200
KANSAS CITY, KS 66101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SAFEHOME, INC.
ADDRESS:
P.O. BOX 4563
OVERLAND PARK, KS 66204
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 28,000.

RECIPIENT NAME:
KANSAS UNIVERSITY ENDOWMENT
ASSOCIATION
ADDRESS:
P.O. BOX 928
LAWRENCE, KS 66044-0928
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PROFESSORSHIP IN HEMTOLOGY/ONCOLOGY RESEARC
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
FRIENDSHIP INN, INC.
ADDRESS:
4146 STATE LINE RD
KANSAS CITY, KS 66103
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNDERWRITE SUPPORT KANSAS CITY CONTRACT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
MID-AMERICA REGIONAL COUNCIL
COMMUNITY SERVICES CORP
ADDRESS:
600 BROADWAY, SUITE 200
KANSAS CITY, MO 64105
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT HOMELESS TASK FORCE INITIATIVE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
TURNER HOUSE CLINIC, INC.
ADDRESS:
21 N 12TH ST, SUITE 300
KANSAS CITY, KS 66102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
KANSAS CITY HOSPICE FOUNDATION
ADDRESS:
9221 WARD PARKWAY, SUITE 100
KANSAS CITY, MO 64114
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SUPPORT KANSAS CITY, INC.
ADDRESS:
5960 DEARBORN, SUITE 200
MISSION, KS 66202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
NONPROFIT CONNECT
ADDRESS:
4747 TROOST AVE, SUITE 207D
KANSAS CITY, MO 64110
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNDERWRITING OF SUPPORT KANSAS CITY CONTRACT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
HIGHER M-PACT
ADDRESS:
P.O. BOX 1178
KANSAS CITY, MO 64138
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT DEVELOPMENT DIRECTOR POSITION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
TEACH FOR AMERICA - KANSAS CITY
ADDRESS:
2000 BALTIMORE, SUITE 300
KANSAS CITY, MO 64108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UN RESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
KCPT - PUBLIC TELEVISION 19
ADDRESS:
125 E 31ST ST
KANSAS CITY, MO 64108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'PERFORM ARTS'
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FRIENDS OF THE LIBRARY IN KANSAS
CITY, KANSAS
ADDRESS:
625 MINNESOTA AVE
KANSAS CITY, KS 66101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CAPITAL CAMPAIGN - NEW LIBRARY IN ARGENTINE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

TOTAL GRANTS PAID: 1,108,050.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
220 ACRES +/- SPEAS	45,190.		19,878.	25,312.
520 AC SPEAS FARM SE	54,720.		8,070.	46,650.
1040 ACRES SPEAS SEC	191,609.	387.	90,756.	100,466.
TOTALS	291,519.	387.	118,704.	172,428.

JOHN W. AND EFFIE E. SPEAS MEMORIAL TRUST

2012

44-6008249

Description of Property

220 ACRES +/- SPEAS PT SEC 20 & 21 T59

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LAND	12/04/2003	210,300.	100.000												
Less Retired Assets															
Subtotals		210,300.													
Listed Property															
Less: Retired Assets															
Subtotals															
TOTALS		210,300													

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
2X9024 1 000

Description of Property

520 AC SPEAS FARM SECTIONS 17 19 & 20

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv.	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
LAND	02/27/1992	247,500.	100.000												
Less Retired Assets															
Subtotals		247,500.													
Listed Property															
Less: Retired Assets															
Subtotals															
TOTALS		247,500.													

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired
JSA
2X9024 1 000

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JOHN W AND EFFIE E. SPEAS MEMORIAL TRUST

2012

44-6008249

Description of Property

1040 ACRES SPEAS SECTIONS 8 & 16 TWP 62N

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LAND	01/06/1999	532,274	100.000												
IMPROVEMENTS	07/01/1994	10,854	100.000			10,854.	10,854.	10,854.	SL		7.000				
WIRING	09/27/1996	3,281.	100.000			3,281.	3,281.	3,281.	SL		7.000				
GRAIN BINS	09/20/2012	10,838.	100.000			10,838.		387.	SL		7 000				387.
Less Retired Assets															
Subtotals		557,247.				24,973.	14,135.	14,522.							387.

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS		557,247.				24,973.	14,135.	14,522							387.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
2X9024 1 000

- II7660 0151 04/24/2013 10:14:03

FEDERAL FOOTNOTES

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

JOHN W. AND EFFIE E SPEAS MEMORIAL TRUST
44-6008249
Balance Sheet
12/31/2012

Cusip	Asset	Units	Basis	Market Value
002535300	AARONS INC	3,247.000	86,088.74	91,825.16
00766T100	AECOM TECHNOLOGY CORP	1,252.000	27,540 62	29,797 60
00130H105	AES CORP	9,107.000	117,583 94	97,444.90
00817Y108	AETNA INC	749.000	30,625 49	34,686.19
001055102	AFLAC INC	2,122.000	105,174.51	112,720.64
020002101	ALLSTATE CORP	744.000	30,227.46	29,886 48
02209S103	ALTRIA GROUP INC	1,005 000	34,774 11	31,597.20
02503Y103	AMERICAN CAP LTD	8,147.000	82,644 91	97,931.01
037411105	APACHE CORP	247 000	21,521 63	19,389.50
038222105	APPLIED MATLS INC	1,605 000	19,128 09	18,361.20
00206R102	AT&T INC	6,499 000	199,879.60	219,081.29
084670702	BERKSHIRE HATHAWAY INC DEL	434.000	34,514.68	38,929.80
09247X101	BLACKROCK INC	415 000	75,783.71	85,784.65
101137107	BOSTON SCIENTIFIC CORP	4,272.000	25,113.38	24,478.56
110122108	BRISTOL MYERS SQUIBB CO	2,896.000	94,319 58	94,380.64
12673P105	CA INC	1,953.000	51,805.17	42,926.94
134429109	CAMPBELL SOUP CO	852.000	29,147.89	29,726.28
14055X102	CAPITALSOURCE INC	7,189.000	52,826.48	54,492.62
14149Y108	CARDINAL HEALTH INC	2,373 000	95,057.81	97,720.14
125269100	CF INDS HLDGS INC	527.000	94,397 08	107,065.32
166764100	CHEVRON CORP	2,105 000	183,285.71	227,634.70
17275R102	CISCO SYS INC	9,064.000	175,399.82	178,102.16
172967424	CITIGROUP INC	4,225 000	163,203.14	167,141.00
197199409	COLUMBIA ACORN FUND	38,184.193	1,171,962.00	1,162,708 68
197199813	COLUMBIA ACORN INTERNATIONAL	16,306.617	642,643 79	665,962.24
19765H636	COLUMBIA MARSICO INTERNATIONAL	56,074.747	663,925 00	668,410.98
19765J830	COLUMBIA MID CAP VALUE FUND	65,780 672	580,363.00	974,869.56
19765Y688	COLUMBIA SELECT LARGE CAP	663,135.051	8,565,823 44	9,191,051.81
19765P596	COLUMBIA SMALL CAP GROWTH I	27,381 404	912,896.00	752,167 17
20030N101	COMCAST CORP	3,658.000	124,770.17	136,662 88
20825C104	CONOCOPHILLIPS	2,596.000	138,643.52	150,542 04
126650100	CVS CAREMARK CORP	1,821 000	85,926 83	88,045.35
235851102	DANAHER CORP DEL	925 000	48,474.16	51,707.50
247361702	DELTA AIR LINES INC DEL	2,964 000	29,437.26	35,182 68
25271C102	DIAMOND OFFSHORE DRILLING INC	722.000	47,462 88	49,067.12
254067101	DILLARDS INC	268.000	16,887.70	22,450.36
254709108	DISCOVER FINL SVCS	3,143.000	96,685.28	121,162.65
257559203	DOMTAR CORP	296.000	22,808.96	24,721 92
26483E100	DUN & BRADSTREET CORP DEL NEW	760.000	52,883.00	59,774.00
29364G103	ENTERGY CORP NEW	348.000	22,479 20	22,185 00
30225T102	EXTRA SPACE STORAGE INC	1,050 000	35,657.02	38,209 50
30231G102	EXXON MOBIL CORP	2,676.000	217,119.84	231,607.80
344849104	FOOT LOCKER INC	1,066 000	36,934.81	34,239.92
345370860	FORD MTR CO DEL	1,049.000	13,823 20	13,584.55
364730101	GANNETT INC	5,071.000	92,144 54	91,328.71
369550108	GENERAL DYNAMICS CORP	107.000	7,426.98	7,411.89
369604103	GENERAL ELEC CO	3,837 000	74,543.91	80,538 63
38141G104	GOLDMAN SACHS GROUP INC	167.000	16,540.77	21,302.52
411511306	HARBOR INTERNATIONAL FUND	10,375.449	663,925 00	644,522.89
452308109	ILLINOIS TOOL WKS INC	1,226 000	75,300.39	74,553.06
464287630	ISHARES RUSSELL 2000 VALUE INDEX	7,950.000	561,705 66	600,304.50
46625H100	J P MORGAN CHASE & CO	5,609 000	231,480.72	246,622.68

JOHN W AND EFFIE E. SPEAS MEMORIAL TRUST
44-6008249
Balance Sheet
12/31/2012

Cusip	Asset	Units	Basis	Market Value
478160104	JOHNSON & JOHNSON	300.000	19,404 01	21,030.00
532457108	LILLY ELI & CO	1,774.000	71,840.82	87,493.68
N53745100	LYONDELLBASELL INDUSTRIES NV	1,803.000	73,829.03	102,933 27
55616P104	MACYS INC	2,667 000	71,295.04	104,066 34
565849106	MARATHON OIL CORP	3,430.000	108,374.55	105,163 80
G5876H105	MARVELL TECHNOLOGY GROUP LTD	1,152.000	13,157.83	8,364 21
58933Y105	MERCK & CO INC	1,902.000	53,440.62	77,867.88
59156R108	METLIFE INC	3,436.000	137,910 33	113,181.84
61945C103	MOSAIC CO	309.000	16,650 34	17,498.67
666807102	NORTHROP GRUMMAN CORP	1,396.000	94,281 15	94,341.68
67066G104	NVIDIA CORP	3,217 000	44,497 18	39,440.42
717081103	PFIZER INC	10,190.000	206,615.55	255,558.07
69331C108	PG&E CORP	2,499.000	105,842.11	100,409 82
718172109	PHILIP MORRIS INTL INC	1,083.000	53,976.71	90,582.12
722005667	PIMCO COMMODITY REALRETURN	160,231 367	1,650,701.00	1,063,936.28
72201F409	PIMCO EMERGING MKT CURRENCY	29,879.568	331,962 00	315,229.44
693390841	PIMCO HIGH YIELD FD	49,694 004	461,657 30	479,050.20
693390700	PIMCO TOTAL RETURN FUND	466,070.199	5,145,415 00	5,238,629 04
723484101	PINNACLE WEST CAP CORP	1,141.000	60,622 14	58,168 18
742718109	PROCTER & GAMBLE CO	664.000	44,922.79	45,078 96
744320102	PRUDENTIAL FINL INC	2,112 000	124,209.06	112,632.96
744573106	PUBLIC SVC ENTERPRISE GROUP	3,304 000	100,783.57	101,102.40
755111507	RAYTHEON CO	1,682 000	87,072 38	96,815.92
77956H104	ROWE T PRICE INTL FDS INC	31,797 126	331,962 00	321,150.97
786514208	SAFEWAY INC	5,409.000	114,184 21	97,848 81
828806109	SIMON PPTY GROUP INC NEW	660.000	96,572 65	104,339.40
78442P106	SLM CORP	2,008 000	31,585 64	34,397.04
844741108	SOUTHWEST AIRLS CO	3,001 000	31,497.00	30,730.24
876664103	TAUBMAN CTRS INC	1,158 000	88,686.14	91,157 76
880779103	TEREX CORP NEW	246 000	5,983 95	6,915 06
881609101	TESORO CORP	2,112.000	60,896.43	93,033 60
H89128104	TYCO INTL LTD	322.000	8,749.09	9,418.50
902973304	US BANCORP DEL	620.000	8,653.15	19,802.80
91913Y100	VALERO ENERGY CORP NEW	3,575 000	100,803.92	121,979.00
G9319H102	VALIDUS HLDGS LTD	1,090 000	37,963.99	37,692.20
922042858	VANGUARD MSCI EMERGING MKTS	40,150.000	1,676,326.74	1,787,879 50
931422109	WALGREEN CO	1,097 000	39,449 11	40,599.97
949746101	WELLS FARGO & CO	3,965 000	102,533 73	135,523.70
958102105	WESTERN DIGITAL CORP	1,600.000	67,308.13	67,984 00
984332106	YAHOO INC	2,698.000	50,562.95	53,690 20
990140394	CONSUMERS OIL CO MARYVILLE MO	5.000	50.00	5.00
990600751	1040 ACRES SPEAS	50 000	557,246.61	1,560,000 00
990479529	220 ACRES +/- SPEAS	50 000	210,300.00	352,000 00
990480584	520 AC SPEAS	50.000	247,500.00	891,280 00
			1,015,046 61	
			-14,522 00	
			1,000,524 61	
	Cash/Cash Equivalent	377,195.150	377,195 15	377,195 15
		Totals:	30,390,667 68	33,155,200.65