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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 VICTOR E. SPEAS FOUNDATION		A Employer identification number 44-6008340
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 800- 357-7094
BANK OF AMERICA, N.A. P.O. BOX 831041		
City or town, state, and ZIP code DALLAS, TX 75283-1041		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 34,686,124.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	676,340.	674,002.		
	5a Gross rents	291,519.	291,519.		
	b Net rental income or (loss) 172,429.				
	6a Net gain or (loss) from sale of assets not on line 10	334,601.			
	b Gross sales price for all assets on line 6a 12,349,317.				
	7 Capital gain net income (from Part IV, line 2)		334,601.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1.	1.		STMT 8
	12 Total. Add lines 1 through 11	1,302,461.	1,300,123.		
	13 Compensation of officers, directors, trustees, etc.	89,983.	53,990.		35,993.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 9	2,000.	NONE	NONE	2,000.
	c Other professional fees (attach schedule) STMT 10	32,310.	1,242.		31,068.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 11	85,114.	8,737.		
	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 12	118,703.	118,703.		
	24 Total operating and administrative expenses. Add lines 13 through 23	328,497.	183,059.	NONE	69,061.
	25 Contributions, gifts, grants paid	933,107.			933,107.
	26 Total expenses and disbursements. Add lines 24 and 25	1,261,604.	183,059.	NONE	1,002,168.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	40,857.			
	b Net investment income (if negative, enter -0-)		1,117,064.		
	c Adjusted net income (if negative, enter -0-)				

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			
	2	Savings and temporary cash investments	872,196.	665,806.	665,806.
	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) ▶ *		NONE	
		Less: allowance for doubtful accounts ▶	84.	NONE	NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)	5,018,794.	6,488,163.	7,050,234.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)	1,014,645. 14,120.		
	12	Investments - mortgage loans	990,074.	1,000,525.	2,803,280.
	13	Investments - other (attach schedule)	25,279,437.	24,044,818.	24,166,799.
Liabilities	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)	32,160,635.	32,199,362.	34,686,124.
	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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	32,160,635.	32,199,362.	
	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)	32,160,635.	32,199,362.	
	31	Total liabilities and net assets/fund balances (see instructions)	32,160,635.	32,199,362.	

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	32,160,635.
2	Enter amount from Part I, line 27a	2	40,857.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	16,728.
4	Add lines 1, 2, and 3	4	32,218,220.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	18,858.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,199,362.

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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 12,349,317.		12,014,716.	334,601.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			334,601.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	334,601.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	1,033,359.	33,263,436.	0.031066
2010	1,035,259.	30,911,879.	0.033491
2009	1,036,546.	27,359,457.	0.037886
2008	1,578,119.	32,870,081.	0.048011
2007	1,552,085.	37,031,032.	0.041913
2 Total of line 1, column (d)			2 0.192367
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 0.038473
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 33,360,765.
5 Multiply line 4 by line 3			5 1,283,489.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,171.
7 Add lines 5 and 6			7 1,294,660.
8 Enter qualifying distributions from Part XII, line 4			8 1,002,168.

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		1	22,341.
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			
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	22,341.
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	22,341.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 26,000.		
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	26,000.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	3,659.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 3,659. 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?		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?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

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? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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	89,983.		- 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 ☐

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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		

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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	30,532,242.
b	Average of monthly cash balances	1b	533,275.
c	Fair market value of all other assets (see instructions)	1c	2,803,280.
d	Total (add lines 1a, b, and c)	1d	33,868,797.
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	33,868,797.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	508,032.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,360,765.
6	Minimum investment return. Enter 5% of line 5	6	1,668,038.

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	1,668,038.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,341.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,341.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,645,697.
4	Recoveries of amounts treated as qualifying distributions	4	84.
5	Add lines 3 and 4	5	1,645,781.
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	1,645,781.

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	1,002,168.
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	1,002,168.
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	1,002,168.

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				1,645,781.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			817,155.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		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: ► \$ <u>1,002,168.</u>				
a Applied to 2011, but not more than line 2a			817,155.	
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				185,013.
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				1,460,768.
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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 15

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				933,107.
Total ▶ 3a				933,107.
b Approved for future payment NONE				
Total ▶ 3b				

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Enter gross amounts unless otherwise indicated.

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

11	INTEREST - STUDENT LOAN GRANTED UNDER IRC SECTION 4945 (G).
----	---

RENT AND ROYALTY INCOME

Taxpayer's Name VICTOR E. SPEAS FOUNDATION	Identifying Number 44-6008340
--	---

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
Totals								

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER INCOME

OTHER RENTAL INCOME	45,190.

	45,190.
	=====

RENT AND ROYALTY INCOME

Taxpayer's Name VICTOR E. SPEAS FOUNDATION	Identifying Number 44-6008340
--	---

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
Totals								

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER INCOME

OTHER RENTAL INCOME

54,720.

54,720.
=====

RENT AND ROYALTY INCOME

Taxpayer's Name VICTOR E. SPEAS FOUNDATION	Identifying Number 44-6008340
--	---

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	223.	
SUPPLIES	58,374.	
TAXES	2,002.	
OTHER EXPENSES	13,057.	
DEPRECIATION (SHOWN BELOW)	387.	
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		91,142.
TOTAL RENT OR ROYALTY INCOME (LOSS)		100,467.

Less Amount to	
Rent or Royalty	
Depreciation	
Depletion	
Investment Interest Expense	
Other Expenses	
Net Income (Loss) to Others	
Net Rent or Royalty Income (Loss)	100,467.
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.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER INCOME

OTHER RENTAL INCOME	191,609.

	191,609.
	=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	13,057.

	13,057.
	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC COM	895.	895.
AES CORP COM	378.	378.
AT&T INC	7,964.	7,964.
AARONS INC CL A COM	82.	82.
ABBOTT LABORATORIES COM	1,145.	1,145.
AETNA INC NEW COM	548.	548.
AIR PRODUCTS & CHEMICALS INC COM	298.	298.
ALLEGHENY TECHNOLOGIES INC	166.	166.
ALLIANT ENERGY CORP	143.	143.
ALLSTATE CORP COM	170.	170.
ALTRIA GROUP INC	459.	459.
AMEREN CORP	248.	248.
AMERICAN ASSETS TR INC REIT	54.	36.
AMERICAN CAP AGY CORP COM	842.	842.
AMERICAN ELECTRIC POWER CO INC COM	2,361.	2,361.
AMERISOURCEBERGEN CORP COM	112.	112.
ANADARKO PETROLEUM CORP COM	117.	117.
ANALOG DEVICES INC COM	124.	124.
APACHE CORP COM	477.	477.
APACHE CORP CONV PFD SER D 6.000%	513.	513.
APPLIED MATERIALS INC COM	1,533.	1,533.
ARES CAP CORP COM	1,013.	1,013.
ARTIO GLOBAL HIGH INCOME FUND CL I	8,451.	8,245.
ASHLAND INC NEW COM	63.	63.
BB&T CORP COM	761.	761.
BALL CORP COM	32.	32.
BLACKROCK INC	830.	830.
BOFA GOVERNMENT RESERVES TRUST CLASS	38.	38.
BOFA CASH RESERVES TRUST CLASS	55.	55.
BRUNSWICK CORP COM	18.	18.
CBS CORP CL B COM	72.	72.
CF INDS HLDGS INC COM	620.	620.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CVS CAREMARK CORP COM	157.	157.
CA INC COM	1,105.	1,105.
CABOT CORP COM	32.	32.
CAMPBELL SOUP CO COM	1,017.	1,017.
CAPITAL ONE FINANCIAL CORP COM	20.	20.
CAPITALSOURCE INC COM	3,839.	3,839.
CARDINAL HEALTH INC COM	95.	95.
CARNIVAL CORP PAIRED CTF 1 COM	616.	616.
CHEMED CORP NEW	34.	34.
CHEVRONTXACO CORP COM	8,060.	8,060.
CISCO SYSTEMS INC COM	4,281.	4,281.
CITIGROUP INC NEW COM	94.	94.
CLIFFS NAT RES INC COM	225.	225.
COCA-COLA ENTERPRISES INC NEW COM	89.	89.
COLUMBIA ACORN FUND CLASS Z SHARES	5,931.	5,931.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	16,140.	16,140.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	1,003.	1,003.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	2,088.	2,088.
COMCAST CORP NEW CL A COM	711.	711.
COMERICA INC COM	39.	39.
CONOCOPHILLIPS	4,108.	4,108.
CURTISS WRIGHT CORP COM	51.	51.
CYPRESS SEMICONDUCTOR CORP COM	131.	
CYTEC INDUSTRIES INC	41.	41.
DANAHER CORP COM	24.	24.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	907.	907.
DIAMOND OFFSHORE DRILLING INC COM	278.	278.
DILLARDS INC CL A	1,468.	1,468.
DISCOVER FINL SVCS COM	1,046.	1,046.
DISH NETWORK CORP COM CL A	714.	714.
DOMTAR CORP NEW COM	204.	204.
DONNELLEY R R & SONS CO COM	1,639.	1,639.
DOVER CORP	52.	52.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DR PEPPER SNAPPLE INC COM	29.	29.
DUKE REALTY INVESTMENT (REIT)	101.	14.
DUN & BRADSTREET CORP DEL NEW COM	600.	600.
EQT CORP COM	56.	56.
EAST WEST BANCORP INC COM	90.	90.
EATON CORP COMMON	626.	626.
EDISON INTL COM	73.	73.
EL PASO CORP COM	75.	75.
ENTERGY CORP NEW COM	3,449.	3,449.
EQUIFAX INC COM	76.	76.
EQUITY RESIDENTIAL SH BEN INT	322.	322.
EXELON CORP COM	1,511.	1,511.
EXPEDIA INC DEL NEW COM	51.	51.
EXTRA SPACE STORAGE INC REITS	273.	273.
EXXON MOBIL CORPORATION	3,168.	3,168.
FIFTH THIRD BANCORP COM	90.	90.
FLUOR CORP NEW COM	436.	436.
FLOWERVE CORP COM	37.	37.
FOOT LOCKER INC COM	61.	61.
FORD MTR CO DEL COM	404.	404.
GAMESTOP CORP CL A COM	1,736.	1,736.
GENERAL ELEC CO	1,257.	1,257.
GENUINE PARTS CO	649.	649.
GOLDMAN SACHS GROUP INC	1,306.	1,306.
GREAT PLAINS ENERGY INC COM	95.	95.
GUESS INC COM	35.	35.
HANOVER INS GROUP INC COM	51.	51.
HARBOR INTERNATIONAL FUND INSTL CL	15,156.	15,156.
HARRIS CORP DEL COM	158.	158.
HARTFORD FINL SVCS GROUP INC COM	193.	193.
HEINZ H J CO	687.	687.
HELMERICH & PAYNE INC	12.	12.
HILL ROM HLDGS INC COM	67.	67.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HUBBELL INC CL B	42.	42.
HUMANA INC	92.	92.
HUNTINGTON BANCSHARES INC COM	40.	40.
HUNTINGTON INGALLS INDS INC COM	17.	17.
ILLINOIS TOOL WORKS INC COM	559.	559.
INTEL CORP COM	151.	151.
INTERNATIONAL BUSINESS MACHINES CORP COM	360.	360.
INTERNATIONAL PAPER CO COM	47.	47.
INTERSIL CORP CL A	198.	198.
ISHERES TR RUSSELL MIDCAP VALUE	4,905.	4,905.
ISHARES RUSSELL 2000 VALUE INDEX FUND	13,120.	13,120.
J P MORGAN CHASE & CO COM	6,618.	6,618.
JOHNSON & JOHNSON COM	542.	542.
JOHNSON CONTROLS INC COM	28.	28.
KELLOGG CO COM	782.	782.
KENNAMETAL INC COM	45.	45.
KIMCO RLTY CORP 00	97.	74.
KOHL'S CORP COM	102.	102.
KROGER CO COM	449.	449.
LEAR CORP NEW COM	71.	71.
LILLY ELI & CO	2,032.	2,032.
LINCOLN NATIONAL CORP COM	281.	281.
LOCKHEED MARTIN CORP COM	2,030.	2,030.
LOEWS CORP COM	18.	18.
LORILLARD INC COM	3,323.	3,323.
M & T BANK CORPORATION	81.	81.
MACYS INC COM	2,170.	2,170.
MANPOWER INC OF WISCONSIN COM	74.	74.
MARATHON OIL CORP COM	1,697.	1,697.
MARSH & MC LENNAN CO INC COM	82.	82.
MASCO CORP COM	23.	23.
MCGRAW HILL COS INC COM	848.	848.
MCKESSON HBOC INC	24.	24.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MERCK & CO INC NEW COM	7,457.	7,457.
METLIFE INC	2,643.	2,643.
MINERALS TECHNOLOGIES INC COM	11.	11.
MOODYS CORP COM	91.	91.
NATIONAL OILWELL VARCO INC COM	87.	87.
NEWELL RUBBERMAID INC	51.	51.
NEWMONT MINING CORP COM	155.	155.
NOBLE ENERGY INC COM	66.	66.
NORDSTROM INC COM	346.	346.
NORTHROP GRUMMAN CORP COM	860.	860.
NUCOR CORP	232.	232.
NVIDIA CORP COM	251.	251.
NV ENERGY INC COM	174.	174.
OCCIDENTAL PETROLEUM CORP COM	796.	796.
OMNICARE INC	111.	111.
OMNICOM GROUP INC COM	123.	123.
ONEOK INC NEW COM	401.	401.
PG&E CORP COM	1,093.	1,093.
PIMCO TOTAL RETURN FUND INSTL	304,231.	304,231.
PIMCO HIGH YIELD FD	21,995.	21,995.
P N C BANK CORP COM	665.	665.
PPG INDUSTRIES INC COM	99.	99.
PACCAR INC COM	769.	769.
PARKER HANNIFIN CORP COM	1,214.	1,214.
PFIZER INC COM	8,884.	8,884.
PHILIP MORRIS INTL INC COM	3,716.	3,716.
PIMCO COMMODITY REALRETURN STRATEGY FUND	39,887.	39,887.
PIMCO EMERGING MKT CURRENCY FUND INSTL	6,548.	6,548.
PINNACLE WEST CAP CORP	707.	707.
PITNEY BOWES INC COM	6,000.	6,000.
PROCTER & GAMBLE CO COM	1,163.	1,163.
PROTECTIVE LIFE CORP COM	825.	825.
PRUDENTIAL FINL INC COM	3,318.	3,318.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PUBLIC SERVICE ENTERPRISE GROUP INC COM	3,658.	3,658.
PUBLIC STORAGE INC COM (REIT)	195.	195.
QUEST DIAGNOSTICS INC COM	103.	103.
RAYMOND JAMES FINL INC	50.	50.
RAYTHEON CO COM NEW	1,639.	1,639.
REGENCY CTRS CORP COM	116.	83.
REINSURANCE GROUP AMER INC COM	489.	489.
ROBERT HALF INTERNATIONAL INC COM	155.	155.
ROCK-TENN CO CL A	73.	73.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	7,562.	7,562.
SEI INVESTMENTS CO COM	123.	123.
SLM CORP COM	896.	896.
SM ENERGY CO COM	11.	11.
SAFEWAY INC NEW COM	3,745.	3,745.
SEMPRA ENERGY	798.	798.
SIMON PPTY GROUP INC NEW COM	2,149.	2,149.
STANLEY BLACK & DECKER INC COM	147.	147.
SUNTRUST BANKS INC COM	40.	40.
SYMETRA FINL CORP COM	63.	63.
TD AMERITRADE HLDG CORP COM	415.	415.
TAUBMAN CTRS INC COM	1,269.	897.
TESORO PETROLEUM CORP 00	652.	652.
TEXTRON INC COM	66.	66.
TORCHMARK CORP COM	41.	41.
TOWERS WATSON & CO CL A COM	114.	114.
TYSON FOODS INC COM CL A	181.	181.
US BANCORP DEL COM NEW	2,512.	2,512.
UNITED PARCEL SERVICE CL B	1,125.	1,125.
UNITED TECHNOLOGIES CORP COM	1,277.	1,277.
UNITEDHEALTH GROUP INC	883.	883.
V F CORP COM	62.	62.
VALERO ENERGY CORP NEW COM	1,926.	1,926.
VANGUARD FTSE EMERGING MKTS ETF	45,380.	45,380.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VECTREN CORPORATION	188.	188.
VENTAS INC COM	88.	88.
VERIZON COMMUNICATIONS	3,345.	3,345.
VIACOM INC CL B COM	343.	343.
VISA INC CL A COM	590.	590.
VORNADO RLTY TR SH BEN INT	93.	93.
WAL MART STORES INC COM	524.	524.
WALGREEN CO COM	705.	705.
WELLS FARGO COMPANY	5,292.	5,292.
WESTAR ENERGY INC COM	51.	51.
WESTERN DIGITAL CORP COM	979.	979.
WESTERN UNION CO COM	42.	42.
WILLIAMS COS INC DEL COM	640.	640.
WILLIAMS SONOMA INC COM	88.	88.
XCEL ENERGY INC COM	766.	766.
XEROX CORP	28.	28.
AMDOCS LTD COM	29.	29.
AON PLC COM	47.	47.
ENSCO PLC CL A COM	74.	74.
EVEREST RE GROUP LTD COM	141.	141.
MARVELL TECHNOLOGY GROUP LTD ORD	144.	144.
SEAGATE TECH COM	368.	368.
VALIDUS HLDGS LTD COM ISIN BMG9319H1025	283.	283.
ACE LTD COM	1,285.	1,285.
TE CONNECTIVITY LTD COM	505.	505.
TYCO INTL LTD NEW F COM	358.	358.
LYONDELLBASELL INDUSTRIES NV CL A COM	5,587.	4,119.
AVAGO TECHNOLOGIES LTD COM	174.	174.
	-----	-----
TOTAL	676,340.	674,002.
	=====	=====

VICTOR E. SPEAS FOUNDATION

44-6008340

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
STUDENT LOAN INTEREST	1.	1.
	-----	-----
TOTALS	1.	1.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	2,000.			2,000.
TOTALS	2,000.	NONE	NONE	2,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	30,735.		30,735.
INVESTMENT ADVISORY FEES	1,242.	1,242.	
STUDENT LOAN ADMIN FEES - BOA	333.		333.
	-----	-----	-----
TOTALS	32,310.	1,242.	31,068.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EXCISE TAX - PRIOR YEAR	50,377.	
EXCISE TAX ESTIMATES	26,000.	
FOREIGN TAXES ON QUALIFIED FOR	4,276.	4,276.
FOREIGN TAXES ON NONQUALIFIED	4,461.	4,461.
	-----	-----
TOTALS	85,114.	8,737.
	=====	=====

VICTOR E. SPEAS FOUNDATION

44-6008340

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
RENT AND ROYALTY EXPENSES		
REAL ESTATE RENTAL:	118,703.	
PROPERTY TAXES		4,639.
INSURANCE		4,347.
REPAIRS/MAINTENANCE		1,205.
HARVESTING		13,058.
MGMT FEES - BOA		25,104.
FERTILIZER/SEEDS/HERBICIDE		70,350.
TOTALS	----- 118,703. =====	----- 118,703. =====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2011	16,570.
NET ROUNDING	6.
FOREIGN TAX RECLAIM ADJUSTMENT	152.

TOTAL	16,728.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2012	15,984.
ROC BASIS ADJUSTMENT - 2012 SALES	599.
HARBOR INTL TIMING DIFFERENCE - 2011	1,889.
YEAR-END SALES ADJUSTMENT - 2012	386.

TOTAL	18,858.
	=====

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 THE CALENDAR YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RESTRICTED TO CHARITABLE PURPOSES WITHIN THE STATE OF MISSOURI;

EMPHASIS PLACED ON PROVIDING MEDICAL CARE FOR THE NEEDY AND ON

FURTHERING MEDICAL RESEARCH, PARTICULARLY THE CAUSES AND TREATMENT OF

RESTRICTIONS OR LIMITATIONS ON AWARDS:

MALIGNANT DISEASES

RECIPIENT NAME:
INTERNATIONAL RELATIONS COUNCIL
OF KANSAS CITY
ADDRESS:
911 MAIN ST
KANSAS CITY, MO 64114
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
VISION RESEARCH FOUNDATION
ADDRESS:
2300 HOLMES ST
KANSAS CITY, MO 64108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
'THE VISION FOR THE FUTURE' CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
AMERICAN RED CROSS - GREATER
KANSAS CITY CHAPTER
ADDRESS:
211 W ARMOUR BLVD
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
MATTIE RHODES CENTER
ADDRESS:
1740 JEFFERSON ST
KANSAS CITY, MO 64108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT OF THE LATINO CIVIC ENGAGEMENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
PDK FOUNDATION
ADDRESS:
8330 WARD PKWY, SUITE 510
KANSAS CITY, MO 64114
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
NILES HOME FOR CHILDREN
ADDRESS:
1911 E 23RD ST
KANSAS CITY, MO 64127
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
SHEFFIELD SERVICES
ADDRESS:
6604 E 12TH ST
KANSAS CITY, MO 64126
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
METROPOLITAN COMMUNITY COLLEGE
FOUNDATION
ADDRESS:
3201 SW TRAFFICWAY
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MALCOLM T WILSON ENROLLMENT CTR - PENN VALLEY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
FIRST CALL (NCADD)
ADDRESS:
633 E 63RD ST
KANSAS CITY, MO 64110
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
COMMUNITY CARELINK EARNED INCOME INITIATIVE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
GILLIS CENTER, INC
ADDRESS:
8150 WORNALL ROAD
KANSAS CITY, MO 64114
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
MID-AMERICA REGIONAL
COUNCIL (MARC)
ADDRESS:
600 BROADWAY, SUITE 200
KANSAS CITY, MO 64105
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EARLY HEAD START PROGRAMMING IN KCMO
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 19,607.

RECIPIENT NAME:
MILES OF SMILES
ADDRESS:
6301 N OAK TWFY, SUITE 204
GLADSTONE, MO 64118
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FREE DENTAL CARE FOR LOW-INCOME CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
RESTART, INC.
ADDRESS:
918 E 9TH ST
KANSAS CITY, MO 64106-3072
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
ST. LUKE'S HOSPITAL FOUNDATION
ADDRESS:
4225 BALTIMORE AVE
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT NEUROSCIENCE CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
METROCARE OF GREATER KANSAS CITY
ADDRESS:
315 NICHOLS RD, SUITE 250
KANSAS CITY, MO 64112
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CORE OPERATING SERVICES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHILDREN'S MERCY HOSPITAL
ADDRESS:
2401 GILLHAM RD
KANSAS CITY, MO 64108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT KANSAS CITY CANCER CENTER PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
CHILDREN'S TLC
ADDRESS:
3101 MAIN ST
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
FIRST CALL (NCADD)
ADDRESS:
633 E 63RD ST
KANSAS CITY, MO 64110
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY SERVICES EXPANSION
FOUNDATION STATUS OF RECIPIENT:
PC

RECIPIENT NAME:
MATTIE RHODES CENTER
ADDRESS:
1740 JEFFERSON ST
KANSAS CITY, MO 64108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT GENTE SANA/NATL PREVENTION STRATEGY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
FOUNDATION OF THE METROPOLITAN
COMMUNITY COLLEGES
ADDRESS:
3201 SW TRAFFICWAY
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT FRANCIS INSTITUTE MODEL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
GUADALUPE CENTERS, INC.
ADDRESS:
1015 AVENIDA CESAR E CHAVEZ
KANSAS CITY, MO 64108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
JOSHUA CENTER
ADDRESS:
400 E BANNISTER RD, SUITE A
KANSAS CITY, MO 64131
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 9,000.

RECIPIENT NAME:
GREATER KANSAS CITY COMMUNITY
FOUNDATION
ADDRESS:
1055 BROADWAY, SUITE 130
KANSAS CITY, MO 64105-1595
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR ELMWOOD CEMETERY PRESERVATION FUND
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JOBONE
ADDRESS:
1085 S UYMA AVE
INDEPENDENCE, MO 64056
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
MIDWEST FOSTER CARE AND
ADOPTION ASSOCIATION
ADDRESS:
3210 S LEE'S SUMMIT RD # 6
INDEPENDENCE, MO 64055
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
LINDA HALL LIBRARY
ADDRESS:
5109 CHERRY ST
KANSAS CITY, MO 64110-2498
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
'THE DISCOVERY OF HUMAN ANTIQUITY' EXHIBIT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
UNITED INNER CITY SERVICE
ADDRESS:
2008 E 12TH ST
KANSAS CITY, MO 64127
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR ST MARK CHILD & FAMILY DEVELOPMENT CENTER
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
CRITTENTON CENTER
ADDRESS:
10918 ELM AVE
KANSAS CITY, MO 64134
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT HEAD START, TRAUMA START PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 34,000.

RECIPIENT NAME:
MATERNAL & CHILD HEALTH COALITION
OF GREATER KANSAS CITY, INC.
ADDRESS:
6400 PROSPECT AVE, SUITE 216
KANSAS CITY, MO 64132
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
KCMO FETAL INFANT MORTALITY REVIEW PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
DE LA SALLE EDUCATION CENTER
ADDRESS:
P.O. BOX 879061
KANSAS CITY, MO 64187
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
MENORAH LEGACY FOUNDATION
ADDRESS:
ONE WARD PKWY, SUITE 232
KANSAS CITY, MO 64112
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT BEANS AND GREENS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
AMERICAN RED CROSS - GREATER
KANSAS CITY CHAPTER
ADDRESS:
211 W ARMOUR BLVD
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT DISASTER RELIEF IN GREATER KCMO
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
SAMUEL U RODGERS HEALTH CENTER
ADDRESS:
825 EUCLID AVE
KANSAS CITY, MO 64124
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 933,107.
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RENT AND ROYALTY SUMMARY

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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.	90,755.	100,467.
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TOTALS	291,519.	387.	118,703.	172,429.
	=====	=====	=====	=====

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

[illegible]

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

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DEPRECIATION

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

FEDERAL FOOTNOTES

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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.

VICTOR E. SPEAS FOUNDATION

44-6008340

Balance Sheet

12/31/2012

Cusip	Asset	Units	Basis	Market Value
002535300	AARONS INC	3,375 000	89,480.66	95,445.00
00766T100	AECOM TECHNOLOGY CORP	1,301.000	28,618.49	30,963.80
00130H105	AES CORP	9,801.000	126,545.99	104,870.70
00817Y108	AETNA INC	778.000	31,729.65	36,029.18
001055102	AFLAC INC	2,206.000	109,335.13	117,182.72
001084102	AGCO CORP	155.000	6,725.45	7,613.60
017175100	ALLEGHANY CORP DEL	31.000	10,594.87	10,398.02
018581108	ALLIANCE DATA SYS CORP	36.000	4,732.16	5,211.36
018802108	ALLIANT CORP	159.000	7,261.16	6,981.69
020002101	ALLSTATE CORP	774.000	31,446.31	31,091.58
02209S103	ALTRIA GROUP INC	1,044.000	36,123.55	32,823.36
G02602103	AMDOCS LTD	225.000	6,709.86	7,647.75
023608102	AMEREN CORP	182.000	6,047.26	5,591 04
024013104	AMERICAN ASSETS TR INC	129.000	3,236.74	3,602 97
02503Y103	AMERICAN CAP LTD	8,470.000	85,921.58	101,813.64
025537101	AMERICAN ELEC PWR INC	175.000	7,232 17	7,469.00
03073E105	AMERISOURCEBERGEN CORP	328.000	12,865 73	14,163.04
032654105	ANALOG DEVICES INC	206.000	7,504.05	8,664.36
037411105	APACHE CORP	257.000	22,392.95	20,174.50
038222105	APPLIED MATLS INC	1,668.000	19,878 21	19,081.92
G0450A105	ARCH CAP GROUP LTD	132.000	5,139.21	5,810.64
042735100	ARROW ELECTRS INC	230 000	7,351 58	8,758.40
044209104	ASHLAND INC	80 000	5,463.44	6,432.80
00206R102	AT&T INC	6,757.000	207,247.72	227,778.47
053807103	AVNET INC	219 000	6,569.01	6,703.59
G0692U109	AXIS CAP HLDGS LTD	171 000	6,004.23	5,923 44
058498106	BALL CORP	93 000	3,711 32	4,161.75
054937107	BB&T CORP	269 000	7,467 36	7,830.59
084670702	BERKSHIRE HATHAWAY INC DEL	451.000	35,866.63	40,454.70
09247X101	BLACKROCK INC	431.000	78,703.11	89,092.01
101137107	BOSTON SCIENTIFIC CORP	4,441 000	26,106.86	25,446.93
110122108	BRISTOL MYERS SQUIBB CO	3,011.000	98,065.00	98,128.49
117043109	BRUNSWICK CORP	360.000	7,680.78	10,472.40
12673P105	CA INC	2,207 000	58,406.75	48,509.86
127055101	CABOT CORP	162 000	5,947 81	6,445 98
13342B105	CAMERON INTL CORP	109.000	6,033.48	6,154.14
134429109	CAMPBELL SOUP CO	885.000	30,274.59	30,877.65
14040H105	CAPITAL ONE FINL CORP	136.000	7,287.81	7,878.48
14055X102	CAPITALSOURCE INC	7,474 000	54,920.86	56,652.92
14149Y108	CARDINAL HEALTH INC	2,467.000	98,823 55	101,591.06
14170T101	CAREFUSION CORP	457.000	11,547.38	13,061.06
124857202	CBS CORP	486 000	14,904.35	18,492.30
125269100	CF INDS HLDGS INC	547.000	97,984.87	111,128 52
16359R103	CHEMED CORP	95.000	5,877.07	6,516 05
166764100	CHEVRON CORP	2,188 000	189,644 74	236,610 32
125509109	CIGNA CORP	172.000	7,318.60	9,195.12
17275R102	CISCO SYS INC	9,423.000	182,515.96	185,156 30
172967424	CITIGROUP INC	4,393.000	169,744 96	173,787.08
19122T109	COCA-COLA ENTERPRISES INC	278.000	7,552.82	8,820 94

VICTOR E SPEAS FOUNDATION
44-6008340
Balance Sheet
12/31/2012

Cusip	Asset	Units	Basis	Market Value
197199409	COLUMBIA ACORN FUND	39,658.237	1,217,053.00	1,207,593.32
197199813	COLUMBIA ACORN INTERNATIONAL	17,598.608	693,561.13	718,727.15
19765H636	COLUMBIA MARSICO INTERNATIONAL	58,250.845	689,690.00	694,350.07
19765Y688	COLUMBIA SELECT LARGE CAP	688,909.783	8,875,328.22	9,548,289.59
19765P596	COLUMBIA SMALL CAP GROWTH I	28,444.031	948,324.00	781,357.53
20030N101	COMCAST CORP	3,803.000	129,712.79	142,080.08
200340107	COMERICA INC	263.000	7,871.56	7,979.42
20825C104	CONOCOPHILLIPS	2,699.000	144,147.45	156,515.01
21036P108	CONSTELLATION BRANDS INC	263.000	7,950.04	9,307.57
228368106	CROWN HLDGS INC	311.000	10,358.73	11,447.91
231561101	CURTISS WRIGHT CORP	253.000	7,566.24	8,305.99
126650100	CVS CAREMARK CORP	1,893.000	89,323.13	91,526.55
232820100	CYTEC INDS INC	112.000	6,593.51	7,708.96
235851102	DANAHER CORP DEL	962.000	50,413.13	53,775.80
23918K108	DAVITA HEALTHCARE PARTNERS INC	38.000	3,723.06	4,200.14
247361702	DELTA AIR LINES INC DEL	3,082.000	30,609.19	36,583.34
25271C102	DIAMOND OFFSHORE DRILLING INC	751.000	49,370.33	51,037.96
254067101	DILLARDS INC	278.000	17,517.84	23,288.06
254709108	DISCOVER FINL SVCS	3,598.000	111,974.59	138,702.90
257559203	DOMTAR CORP	308.000	23,733.65	25,724.16
260003108	DOVER CORP	149.000	8,834.97	9,790.79
26138E109	DR PEPPER SNAPPLE INC	86.000	3,756.48	3,799.48
264411505	DUKE RLTY CORP	297.000	4,296.94	4,119.39
26483E100	DUN & BRADSTREET CORP DEL NEW	790.000	54,968.70	62,133.50
27579R104	EAST WEST BANCORP INC	579.000	13,157.34	12,442.71
281020107	EDISON INTL	226.000	10,465.34	10,212.94
285512109	ELECTRONIC ARTS INC	279.000	3,239.19	4,051.08
G3157S106	ENSCO PLC	132.000	6,780.44	7,824.96
29364G103	ENTERGY CORP NEW	362.000	23,382.04	23,077.50
26884L109	EQT CORP	127.000	6,720.87	7,490.46
294429105	EQUIFAX INC	135.000	6,438.62	7,306.20
29476L107	EQUITY RESIDENTIAL	118.000	7,530.31	6,687.06
30225T102	EXTRA SPACE STORAGE INC	1,091.000	37,049.33	39,701.49
30231G102	EXXON MOBIL CORP	2,783.000	225,809.19	240,868.65
316773100	FIFTH THIRD BANCORP	895.000	12,068.79	13,604.00
Y2573F102	FLEXTRONICS	1,372.000	8,245.58	8,520.12
34354P105	FLOWSERVE CORP	103.000	11,222.84	15,120.40
343412102	FLUOR CORP	230.000	12,679.39	13,510.20
344849104	FOOT LOCKER INC	1,033.000	35,900.00	33,179.96
345370860	FORD MTR CO DEL	1,090.000	14,363.48	14,115.50
302941109	FTI CONSULTING INC	370.000	9,748.02	12,210.00
359694106	FULLER H B CO	259.000	7,815.86	9,018.38
364730101	GANNETT INC	5,272.000	95,797.65	94,948.72
369550108	GENERAL DYNAMICS CORP	111.000	7,704.62	7,688.97
369604103	GENERAL ELEC CO	3,989.000	77,496.33	83,729.11
38141G104	GOLDMAN SACHS GROUP INC	174.000	17,239.04	22,195.44
388689101	GRAPHIC PACKAGING HLDG CO	1,301.000	7,197.45	8,404.46
391164100	GREAT PLAINS ENERGY INC	196.000	4,291.97	3,980.76
39945C109	GROUPE CGI INC	131.000	2,952.11	3,030.03

VICTOR E. SPEAS FOUNDATION

44-6008340

Balance Sheet

12/31/2012

Cusip	Asset	Units	Basis	Market Value
411511306	HARBOR INTERNATIONAL FUND	10,778.090	689,690.00	669,534.95
413875105	HARRIS CORP DEL	182.000	7,329.99	8,910.72
436440101	HOLOGIC INC	348.000	6,495.14	6,963.51
443510201	HUBBELL INC	49.000	3,951.46	4,146.87
444859102	HUMANA INC	58.000	4,144.01	3,980.54
446150104	HUNTINGTON BANCSHARES INC	992.000	6,287.49	6,338.88
446413106	HUNTINGTON INGALLS INDS INC	168.000	7,171.38	7,281.12
44919P508	IAC / INTERACTIVECORP	175.000	7,560.98	8,267.35
45103T107	ICON PUB LTD CO	181.000	4,171.81	5,024.56
452308109	ILLINOIS TOOL WKS INC	1,275.000	78,309.23	77,532.75
460146103	INTERNATIONAL PAPER CO	158.000	5,693.13	6,294.72
464287630	ISHARES RUSSELL 2000 VALUE INDEX	8,250.000	582,902.10	622,957.50
46625H100	J P MORGAN CHASE & CO	5,831.000	240,861.16	256,383.82
478160104	JOHNSON & JOHNSON	312.000	20,182.47	21,871.20
487836108	KELLOGG CO	97.000	4,773.93	5,417.45
489170100	KENNAMETAL INC	141.000	4,613.56	5,640.00
49446R109	KIMCO REALTY CORP	535.000	10,269.86	10,336.20
500255104	KOHL'S CORP	93.000	4,386.13	3,997.14
521865204	LEAR CORP	254.000	9,402.19	11,897.36
532457108	LILLY ELI & CO	1,844.000	74,676.01	90,946.08
540424108	LOEWS CORP	143.000	5,736.12	5,827.25
544147101	LORILLARD INC	38.000	5,206.82	4,433.46
502161102	LSI CORP	880.000	6,223.84	6,221.60
N53745100	LYONDELLBASELL INDUSTRIES NV	1,876.000	76,824.01	107,100.84
55261F104	M & T BK CORP	50.000	4,129.74	4,923.50
55616P104	MACYS INC	3,082.000	84,118.64	120,259.64
56418H100	MANPOWER INC	173.000	5,878.16	7,342.12
565849106	MARATHON OIL CORP	3,566.000	112,663.81	109,333.56
571748102	MARSH & MCLENNAN COS INC	357.000	11,401.44	12,305.79
G5876H105	MARVELL TECHNOLOGY GROUP LTD	1,197.000	13,672.01	8,690.94
574599106	MASCO CORP	311.000	4,278.33	5,181.26
580645109	MCGRAW HILL COS INC	118.000	5,258.50	6,451.06
58155Q103	MCKESSON CORP	118.000	10,896.92	11,441.28
58933Y105	MERCK & CO INC	1,978.000	55,104.90	80,979.32
59156R108	METLIFE INC	3,572.000	143,547.81	117,661.68
603158106	MINERALS TECHNOLOGIES INC	156.000	4,991.97	6,227.52
615369105	MOODYS CORP	196.000	7,115.31	9,862.72
61945C103	MOSAIC CO	322.000	17,350.84	18,234.86
651229106	NEWELL RUBBERMAID INC	337.000	6,725.25	7,504.99
655044105	NOBLE ENERGY INC	148.000	12,532.09	15,057.52
655664100	NORDSTROM INC	115.000	5,775.93	6,152.50
666807102	NORTHROP GRUMMAN CORP	1,451.000	97,995.69	98,058.58
67073Y106	NV ENERGY INC	513.000	9,085.23	9,305.82
67066G104	NVIDIA CORP	3,723.000	50,820.47	45,643.98
681904108	OMNICARE INC	396.000	12,596.72	14,295.60
681919106	OMNICO GROUP INC	205.000	9,779.87	10,241.80
682189105	ON SEMICONDUCTOR CORP	588.000	3,965.28	4,145.40
690768403	OWENS ILL INC	226.000	4,754.72	4,807.02
701094104	PARKER HANNIFIN CORP	138.000	9,975.13	11,738.28

VICTOR E SPEAS FOUNDATION
44-6008340
Balance Sheet
12/31/2012

Cusip	Asset	Units	Basis	Market Value
717081103	PFIZER INC	10,594 000	214,769 72	265,690.10
69331C108	PG&E CORP	2,598.000	110,036.76	104,387.64
718172109	PHILIP MORRIS INTL INC	1,092.000	52,730.93	91,334.88
722005667	PIMCO COMMODITY REALRETURN	177,069.560	1,814,705.00	1,175,741.88
72201F409	PIMCO EMERGING MKT CURRENCY	31,039.154	344,845.00	327,463.07
693390841	PIMCO HIGH YIELD FD	51,623.251	479,580.00	497,648.14
693390700	PIMCO TOTAL RETURN FUND	484,157 699	5,345,101.00	5,441,932.54
723484101	PINNACLE WEST CAP CORP	1,186 000	63,013.16	60,462.28
733174700	POPULAR INC	160 000	2,484.51	3,326.40
693506107	PPG INDS INC	84 000	8,570 40	11,369.40
742718109	PROCTER & GAMBLE CO	690 000	46,681.81	46,844.10
744320102	PRUDENTIAL FINL INC	2,196.000	129,145.63	117,112 68
744573106	PUBLIC SVC ENTERPRISE GROUP	3,435.000	104,779 52	105,111.00
74834L100	QUEST DIAGNOSTICS INC	74 000	4,679.56	4,311.98
754730109	RAYMOND JAMES FINL INC	312.000	10,409.35	12,021.36
755111507	RAYTHEON CO	1,749 000	90,544 04	100,672.44
758849103	REGENCY CTRS CORP	127.000	6,023.97	5,984.24
759351604	REINSURANCE GROUP AMER INC	127.000	7,040.25	6,797.04
770323103	ROBERT HALF INTL INC	517 000	14,329.69	16,450.94
772739207	ROCK-TENN CO	63 000	3,591 13	4,404.33
777779307	ROSETTA RES INC	245 000	8,876.99	11,103.40
77956H104	ROWE T PRICE INTL FDS INC	33,031.130	344,845 00	333,614.41
786514208	SAFEWAY INC	5,623 000	118,678 27	101,720.07
808513105	SCHWAB CHARLES CORP NEW	369 000	4,902.19	5,298 84
G7945M107	SEAGATE TECH	363.000	9,348.39	11,042 46
784117103	SEI INVESTMENTS CO	256.000	5,099.08	5,975.04
828806109	SIMON PPTY GROUP INC NEW	686.000	100,377 03	108,449.74
78442P106	SLM CORP	2,442 000	38,521 37	41,831.46
78454L100	SM ENERGY CO	217 000	10,178 71	11,329.57
844741108	SOUTHWEST AIRLS CO	3,120 000	32,745.96	31,948 80
854502101	STANLEY BLACK & DECKER INC	128 000	7,606.61	9,468.16
867914103	SUNTRUST BKS INC	403 000	9,645.60	11,425.05
871503108	SYMANTEC CORP	551.000	9,352.51	10,369.82
87151Q106	SYMETRA FINL CORP	403 000	4,876 78	5,230.94
876664103	TAUBMAN CTRS INC	1,275 000	97,695.76	100,368.00
87236Y108	TD AMERITRADE HLDG CORP	638 000	10,245.71	10,724.78
H84989104	TE CONNECTIVITY LTD	219.000	6,790 49	8,129.28
880779103	TEREX CORP NEW	255 000	6,202.88	7,168 05
881609101	TESORO CORP	2,196 000	63,324.27	96,733.80
891027104	TORCHMARK CORP	273.000	13,774.08	14,105.91
891894107	TOWERS WATSON & CO	206 000	12,143.37	11,579.26
87264S106	TRW AUTOMOTIVE HLDGS CORP	119.000	4,655.28	6,379.59
H89128104	TYCO INTL LTD	335 000	9,102.31	9,798.75
902973304	US BANCORP DEL	644.000	8,964 99	20,569.36
918204108	V F CORP	39 000	5,317.92	5,887.83
91913Y100	VALERO ENERGY CORP NEW	4,103.000	116,680 29	139,994 36
G9319H102	VALIDUS HLDGS LTD	1,133 000	39,461.45	39,179.14
922042858	VANGUARD MSCI EMERGING MKTS	41,700 000	1,741,041.72	1,856,901.00
92276F100	VENTAS INC	79.000	5,013.33	5,112.88

VICTOR E. SPEAS FOUNDATION
44-6008340
Balance Sheet
12/31/2012

Cusip	Asset	Units	Basis	Market Value
929042109	VORNADO RLTY TR	79 000	6,658 37	6,326.32
931422109	WALGREEN CO	1,140.000	40,995 43	42,191.40
H27013103	WEATHERFORD INTL LTD	318.000	4,066.61	3,558 42
949746101	WELLS FARGO & CO	4,122 000	106,791.82	140,889.96
95082P105	WESCO INTL INC	242 000	13,741 03	16,318.06
95709T100	WESTAR ENERGY INC	155 000	4,730 46	4,436.10
958102105	WESTERN DIGITAL CORP	1,957.000	79,363 02	83,152.93
969904101	WILLIAMS SONOMA INC	108 000	3,741.58	4,727.16
984332106	YAHOO INC	2,805 000	52,566.91	55,819.50
990140394	CONSUMERS OIL CO MARYVILLE MO	5.000	50.00	5 00
990600751	1040 ACRES SPEAS	50.000	556,844 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
			<u>1,014,644 61</u>	
	Less: Accumulated Depreciation		<u>-14,120 00</u>	
			1,000,524.61	
	Cash/Cash Equivalent	665,806 020	665,806.02	665,806.02
	Totals.		<u><u>32,199,361.51</u></u>	<u><u>34,686,124.66</u></u>