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

**2013**

Department of the Treasury  
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**  
▶ **Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

For calendar year 2013, or tax year beginning 7/01, 2013, and ending 6/30, 2014

Roy M. Speer Foundation  
2535 Success Drive  
Odessa, FL 33556

**A** Employer identification number  
**59-2785945**

**B** Telephone number (see the instructions)  
**727-372-8808**

**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**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

**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

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
▶ \$ **139,395,544.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b>	Contributions, gifts, grants, etc. received (att sch)	96,514,849.			
<b>2</b>	Chk <input type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	1,591,639.	1,277,560.		
<b>5 a</b>	Gross rents	559,663.	559,663.		
<b>b</b>	Net rental income or (loss) <b>-372,888.</b>				
<b>6 a</b>	Net gain/(loss) from sale of assets not on line 10	4,415,810.			
<b>b</b>	Gross sales price for all assets on line 6a <b>55,729,770.</b>				
<b>7</b>	Capital gain net income (from Part IV, line 2)		4,415,810.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10 a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit/(loss) (att sch)				
<b>11</b>	Other income (attach schedule) <b>See Statement 1</b>	5,151.	5,151.		
<b>12</b>	<b>Total.</b> Add lines 1 through 11	103,087,112.	6,258,184.	0.	
<b>13</b>	Compensation of officers, directors, trustees, etc.	0.			
<b>14</b>	Other employee salaries and wages	165,787.	150,667.		15,120.
<b>15</b>	Pension plans, employee benefits	50.	45.		5.
<b>16 a</b>	Legal fees (attach schedule) <b>See St 2</b>	5,382.	5,382.		
<b>b</b>	Accounting fees (attach sch) <b>See St 3</b>	47,081.	9,416.		37,665.
<b>c</b>	Other prof fees (attach sch) <b>See St 4</b>	430,393.	330,072.		100,321.
<b>17</b>	Interest	45.	45.		
<b>18</b>	Taxes (attach schedule)(see instrs) <b>See Stm 5</b>	125,356.	27,141.		472.
<b>19</b>	Depreciation (attach sch) and depletion	345,000.	345,000.		
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) <b>See Statement 6</b>	591,462.	587,551.		3,911.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	1,710,556.	1,455,319.		157,494.
<b>25</b>	Contributions, gifts, grants paid <b>Part XV</b>	2,732,409.			2,732,409.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	4,442,965.	1,455,319.	0.	2,889,903.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	98,644,147.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		4,802,865.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)			0.	

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ADMINISTRATIVE EXPENSES

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	925,866.	10,791,034.	10,791,034.
	3	Accounts receivable	12,055.		
		Less: allowance for doubtful accounts		12,055.	12,055.
	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 sch.)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		75,771.	75,771.
	10a	Investments – U.S. and state government obligations (attach schedule) <b>Statement 7</b>	71,881.	538,535.	538,535.
	b	Investments – corporate stock (attach schedule) <b>Statement 8</b>	11,634,617.	62,518,615.	62,518,615.
	c	Investments – corporate bonds (attach schedule) <b>Statement 9</b>	22,300.	1,097,500.	1,097,500.
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) <b>Statement 10</b>	5,326,034.	49,863,027.	49,863,027.	
14	Land, buildings, and equipment: basis <b>14,829,113.</b>				
	Less: accumulated depreciation (attach schedule) <b>See Stmt 11 362,731.</b>	14,411,346.	14,466,382.	14,466,382.	
15	Other assets (describe <b>See Statement 12</b> )	7,877.	32,625.	32,625.	
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item i)	32,399,921.	139,395,544.	139,395,544.	
LIABILITIES	17	Accounts payable and accrued expenses	255.	21,419.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe <b>See Statement 13</b> )	66,867.	335,313.	
	23	<b>Total liabilities</b> (add lines 17 through 22)	67,122.	356,732.	
NET ASSET BALANCES	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>				
	24	Unrestricted	32,332,799.	139,038,812.	
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	32,332,799.	139,038,812.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	32,399,921.	139,395,544.		

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	32,332,799.
2	Enter amount from Part I, line 27a	2	98,644,147.
3	Other increases not included in line 2 (itemize) <b>See Statement 14</b>	3	8,346,544.
4	Add lines 1, 2, and 3	4	139,323,490.
5	Decreases not included in line 2 (itemize) <b>See Statement 15</b>	5	284,678.
6	Total net assets or fund balances at end of year (line 4 minus line 5) –Part II, column (b), line 30	6	139,038,812.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 16			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	4,415,810.
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 <span style="float:right">]</span>	3	0.

**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.

(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 (column (b) divided by column (c))
2012	963,967.	14,071,817.	0.068503
2011	733,348.	12,352,225.	0.059370
2010	659,001.	13,308,385.	0.049518
2009	610,185.	12,446,757.	0.049024
2008	555,002.	11,396,777.	0.048698

2 Total of line 1, column (d)	2	0.275113
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	0.055023
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	81,941,418.
5 Multiply line 4 by line 3	5	4,508,663.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	48,029.
7 Add lines 5 and 6	7	4,556,692.
8 Enter qualifying distributions from Part XII, line 4	8	2,889,903.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		1	96,057.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	96,057.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	96,057.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	60,314.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	77,500.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	137,814.
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	848.
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		9	0.
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		10	40,909.
11 Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>40,909.</b>   <b>Refunded</b> <input type="checkbox"/>		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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 the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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 ▶ \$ <u>0.</u> (2) On foundation managers ▶ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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 <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>FL</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> <b>See Statement 17</b>	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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? Website address	13	X	
14 The books are in care of ▶ <u>Mrs. Lynnda L. Speer, Trustee</u> Telephone no. ▶ <u>727-372-8808</u> Located at ▶ <u>2535 Success Drive Odessa FL</u> ZIP + 4 ▶ <u>33556</u>				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> N/A				
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶ <u>Bahamas</u>				

**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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ...	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __, 20 __, 20 __, 20 __		
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.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __, 20 __, 20 __, 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3 b	X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

**5 a** 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)?  **5 b** N/A

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 **N/A**

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6 a** 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 **6 b** X

If 'Yes' to 6b, file Form 8870

**7 a** 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 **7 b** N/A

**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
Lynnda L. Speer 2535 Success Drive Odessa, FL 33556	Trustee 0	0.	0.	0.
Richard M. Speer 104 Woodmont Blvd., Suite 415 Nashville, TN 37205	Trustee 0	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Harry Jackson 615 Coral Trace Blvd Edgewater, FL 32132	Property Mgr 40	100,028.	0.	0.

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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Richard W. Baker and Affiliates 2535 Success Drive Odessa, FL 33556	Management Services	167,201.
-----		
-----		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities. . . . .	<b>1 a</b>	58,418,724.
<b>b</b> Average of monthly cash balances . . . . .	<b>1 b</b>	4,383,283.
<b>c</b> Fair market value of all other assets (see instructions) . . . . .	<b>1 c</b>	20,387,250.
<b>d Total</b> (add lines 1a, b, and c) . . . . .	<b>1 d</b>	83,189,257.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d . . . . .	<b>3</b>	83,189,257.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	1,247,839.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	81,941,418.
<b>6 Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	4,097,071.

**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.)

<b>1</b> Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	4,097,071.
<b>2 a</b> Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2 a</b>	96,057.
<b>b</b> Income tax for 2013. (This does not include the tax from Part VI.) . . . . .	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b . . . . .	<b>2 c</b>	96,057.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	4,001,014.
<b>4</b> Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b> Add lines 3 and 4 . . . . .	<b>5</b>	4,001,014.
<b>6</b> Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	4,001,014.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26 . . . . .	<b>1 a</b>	2,889,903.
<b>b</b> Program-related investments – total from Part IX-B . . . . .	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes . . . . .	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required) . . . . .	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule) . . . . .	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	2,889,903.
<b>5</b> 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) . . . . .	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	2,889,903.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7.				4,001,014.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009	8,131.			
c From 2010	24,344.			
d From 2011	127,897.			
e From 2012	335,208.			
f Total of lines 3a through e	495,580.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 2,889,903.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions).		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				2,889,903.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	495,580.			495,580.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				615,531.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

**1** a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Statement 18				
<b>Total</b>				▶ <b>3a</b> 2,732,409.
b <i>Approved for future payment</i>				
<b>Total</b>				▶ <b>3b</b>





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

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

OMB No 1545-0047

**2013**

Name of the organization

Roy M. Speer Foundation

Employer identification number

59-2785945

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

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

**General Rule**

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

**Special Rules**

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

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

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

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,** Schedule B (Form 990, 990-EZ, or 990-PF) (2013)  
**or 990-PF.**

Name of organization <b>Roy M. Speer Foundation</b>	Employer identification number <b>59-2785945</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Roy M. Speer Estate 2535 Success Drive Odessa, FL 33556	\$ 96,552,597.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

Roy M. Speer Foundation

59-2785945

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Schedule of Marketable Securities and Commercial Real Estate attached.	\$ 80,621,283.	1/31/14
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----

Name of organization

Roy M. Speer Foundation

Employer identification number

59-2785945

**Part III**

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) .. ▶ \$ \_\_\_\_\_ N/A  
 Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Roy M. Speer Foundation

59-2785945

**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income			
Total	\$ 5,151.	\$ 5,151.	\$ 0.

**Statement 2**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees				
Total	\$ 5,382.	\$ 5,382.	\$ 0.	\$ 0.

**Statement 3**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees				
Total	\$ 47,081.	\$ 9,416.	\$ 0.	\$ 37,665.

**Statement 4**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 263,192.	\$ 263,192.		
Management Services	167,201.	66,880.		\$ 100,321.
Total	\$ 430,393.	\$ 330,072.	\$ 0.	\$ 100,321.

Roy M. Speer Foundation

59-2785945

**Statement 5**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Income and Excise Taxes	\$ 97,743.			
Florida Charitable Organization Reg. Fee	400.			\$ 400.
Foreign Taxes on Investment Income	27,141.	\$ 27,141.		
Transfer Taxes	72.			72.
Total	<u>\$ 125,356.</u>	<u>\$ 27,141.</u>	<u>\$ 0.</u>	<u>\$ 472.</u>

**Statement 6**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative Expenses	\$ 130.			\$ 130.
Computer Services	3,780.			3,780.
Other	1.			1.
Rental Expenses	587,551.	\$ 587,551.		
Total	<u>\$ 591,462.</u>	<u>\$ 587,551.</u>	<u>\$ 0.</u>	<u>\$ 3,911.</u>

**Statement 7**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Wells Fargo	Mkt Val	\$ 0.	\$ 0.
Merrill Lynch	Mkt Val	538,535.	538,535.
		<u>\$ 538,535.</u>	<u>\$ 538,535.</u>
Total		<u>\$ 538,535.</u>	<u>\$ 538,535.</u>

**Statement 8**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Wells Fargo	Mkt Val	\$ 41,406,153.	\$ 41,406,153.
Merrill Lynch	Mkt Val	6,876,683.	6,876,683.
Merrill Lynch	Mkt Val	8,435,363.	8,435,363.
Interphase Ltd. Stock	Mkt Val	5,800,416.	5,800,416.
Total		<u>\$ 62,518,615.</u>	<u>\$ 62,518,615.</u>

Roy M. Speer Foundation

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**Statement 9**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Wells Fargo	Mkt Val	\$ 0.	\$ 0.
Merrill Lynch	Mkt Val	1,097,500.	1,097,500.
	Total	<u>\$ 1,097,500.</u>	<u>\$ 1,097,500.</u>

**Statement 10**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

<u>Other Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Merrill Lynch	Mkt Val	\$ 14,378,200.	\$ 14,378,200.
Merrill Lynch	Mkt Val	8,176,348.	8,176,348.
Raymond James	Mkt Val	27,308,479.	27,308,479.
	Total	<u>\$ 49,863,027.</u>	<u>\$ 49,863,027.</u>

**Statement 11**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 2,576.	\$ 460.	\$ 2,116.	\$ 2,116.
Machinery and Equipment	3,000.	750.	2,250.	2,250.
Buildings	12,866,628.	346,865.	12,519,763.	12,519,763.
Improvements	586,041.	14,656.	571,385.	571,385.
Land	1,370,868.		1,370,868.	1,370,868.
Total	<u>\$ 14,829,113.</u>	<u>\$ 362,731.</u>	<u>\$ 14,466,382.</u>	<u>\$ 14,466,382.</u>

**Statement 12**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

	<u>Book Value</u>	<u>Fair Market Value</u>
Net Intangible Assets	\$ 487.	\$ 487.
Utility Deposits	32,138.	32,138.
Total	<u>\$ 32,625.</u>	<u>\$ 32,625.</u>

Roy M. Speer Foundation

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**Statement 13**  
**Form 990-PF, Part II, Line 22**  
**Other Liabilities**

Security Deposits	\$ 42,628.
Federal Excise Tax Payable	36,837.
Sales Tax Payable	2,556.
Payroll Liabilities	188.
Deferred Tax Liability	163,900.
Accrued Real Estate Taxes	89,204.
Total	<u>\$ 335,313.</u>

**Statement 14**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

Change in Unrealized Gains/Losses	\$ 8,215,208.
Partnership Flow-Through	131,336.
Total	<u>\$ 8,346,544.</u>

**Statement 15**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

Deferred Tax Adjustment	\$ 164,900.
Timing Differences	119,778.
Total	<u>\$ 284,678.</u>

**Statement 16**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Raymond James	Purchased	Various	Various
2	Raymond James	Purchased	Various	Various
3	Wells Fargo	Purchased	Various	Various
4	Merrill Lynch	Purchased	Various	Various
5	Merrill Lynch	Purchased	Various	Various
6	Capital Gain Estate of Roy M. Speer	Purchased		
7	Gain Adjustment for partnership sales	Purchased		

  

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	11406286.		11283355.	122,931.				\$ 122,931.
2	1527388.		1537882.	-10,494.				-10,494.
3	35797416.		34110374.	1687042.				1687042.
4	2900878.		2747837.	153,041.				153,041.
5	1584438.		1627374.	-42,936.				-42,936.
6	2513364.		0.	2513364.				2513364.
7	0.		7,138.	-7,138.				-7,138.

Roy M. Speer Foundation

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**Statement 16 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
							Total	\$ 4415810.

**Statement 17**  
**Form 990-PF, Part VII-A, Line 10**  
**Substantial Contributors During the Tax Year**

Name of Substantial Contributor	Address of Substantial Contributor
Roy M Speer Estate	2535 Success Drive Odessa, FL 33556

**Statement 18**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Memorial Sloan Kettering Cancer Center 633 Third Ave 28th Flr New York, NY 10017	N/A	N/A	Charitable	\$ 35,000.
Nashville Rescue Mission 639 Lafayette Street Nashville, TN 37203	N/A	N/A	Charitable	569,500.
Hope International Ministries Inc 11415 Hope International Dr Tampa, FL 33625	N/A	N/A	Charitable	28,290.
Ensworth School 211 Ensworth Avenue Nashville, TN 37205	N/A	N/A	Charitable	12,500.
Campus Crusade for Christ 100 Lake Hart Drive Orlando, FL 32832	N/A	N/A	Charitable	27,600.
Good Samaritan Health Clinic of Pasco 5334 Aspen St New Port Richey, FL 34652	N/A	N/A	Charitable	75,000.

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Statement 18 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Healing Hearts Ministry for Women Inc 7449 Cedar Point Dr New Port Richey, FL 34653	N/A	N/A	Charitable	\$ 24,000.
Mission Challenge Inc PO Box 913 New Port Richey, FL 34656	N/A	N/A	Charitable	15,000.
Practical Christianity Fd 2535 Success Drive Odessa, FL 33556	N/A	Private	Charitable	289,500.
Southpoint Community Church 7556 Salisbury Rd Jacksonville, FL 32256	N/A	N/A	Charitable	61,810.
Sugar Tree Baptist Chapel 1395 Divider Natchez Trace Rd. Camden, TN 38320	N/A	N/A	Charitable	20,000.
Tennessee Wildlife Federation Inc 440 Hogan Rd. Nashville, TN 37220	N/A	N/A	Charitable	175,000.
The Presidential Prayer Team P.O. Box 69010 Oro Valley, AZ 85737	N/A	N/A	Charitable	190,959.
Morton Plant Mease Foundation, Inc. 1200 Druid Road South Clearwater, FL 33756	N/A	Non Priv	Charitable	50,000.
Girl Scouts of West Central Florida PO Box 74332 Wesley Chapel, FL 33545	N/A	N/A	Charitable	2,750.
Support the Troops, Inc. 29807 SR 54 Wesley Chapel, FL 33543	N/A	N/A	Charitable	10,000.
Admiral Farragut Academy South Inc. 501 Park Street North St. Petersburg, FL 33710	N/A	N/A	Charitable	250,000.

Roy M. Speer Foundation

59-2785945

Statement 18 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Alliance for a Healthier Generation, Inc 606 SE 9th Street Portland, OR 97214	N/A	N/A	Charitable	\$ 15,000.
Alpha House of Pinellas County, Inc. 701 5th Avenue N. St. Petersburg, FL 33701	N/A	N/A	Charitable	100,000.
Cornerstone Christian Church of Tampa PO Box 17244 Tampa, FL 33682	N/A	N/A	Charitable	1,500.
Faith Community Church of Central FL 138 Dirksen Drive DeBary, FL 32713	N/A	N/A	Charitable	2,000.
Florida Orchestra, Inc. 244 2nd Avenue N. Ste 421 St. Petersburg, FL 33701	N/A	N/A	Charitable	50,000.
Howard County Children's Center, Inc 1577 Hwy 371 West Nashville, AR 71852	N/A	N/A	Charitable	25,000.
International Justice Mission PO Box 58147 Washington, DC 20037	N/A	N/A	Charitable	10,000.
Nashville Youth for Christ, Inc. PO Box 330027 Nashville, TN 37203	N/A	N/A	Charitable	10,000.
Overland Missions Inc. PO Box 566 Cape Canaveral , FL 32920	N/A	N/A	Charitable	7,000.
Steve's Club National Program #5869 475 Central Ave. N. Ste B100 St. Petersburg, FL 33701	N/A	N/A	Charitable	25,000.

Roy M. Speer Foundation

59-2785945

Statement 18 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
St. Petersburg Free Clinic Inc. 863 3rd Avenue North St. Petersburg, FL 33701	N/A	N/A	Charitable	\$ 150,000.
Trinity College of Florida Inc. 2430 Welbilt Blvd. Trinity , FL 34655	N/A	N/A	Charitable	500,000.
Total				\$ <u>2,732,409.</u>

Statement 20  
Form 5471, Page 2, Schedule C, Line 16  
Other Deductions

Administrative Expenses . . . . .	\$	288.
Bank Charges . . . . .		1,325.
Insurance . . . . .		11,280.
Legal Fees . . . . .		19,544.
Operating Supplies . . . . .		1,087.
Repairs and Maintenance . . . . .		3,326.
Utilities . . . . .		3,358.
Total		\$ <u>40,208.</u>

Statement 21  
Form 5471, Page 3, Schedule F, Line 4  
Other Current Assets

	Beginning	Ending
Prepaid Expenses . . . . .	\$ 1,650.	\$ 4,601.
Total	\$ <u>1,650.</u>	\$ <u>4,601.</u>

Statement 22  
Form 5471, Page 3, Schedule F, Line 17  
Other Liabilities

	Beginning	Ending
Security Deposit - Rental Property	\$ 8,000.	\$ 0.
Total	\$ <u>8,000.</u>	\$ <u>0.</u>

Statement 23  
Form 5471, Page 3, Schedule F, Line 19  
Paid-in or Capital Surplus

	<u>Beginning</u>	<u>Ending</u>
Paid-in Capital	\$ 234,883.	\$ 429,883.
Total	<u>\$ 234,883.</u>	<u>\$ 429,883.</u>

Schedule of Contributors  
Fair market value or estimated value  
Roy M. Speer Estate

Marketable Securities	\$ 80,304,783.
Commercial Real Estate . . . . .	316,500.
Total	<u>\$ 80,621,283.</u>

Form **4562**

Department of the Treasury  
Internal Revenue Service (99)

**Depreciation and Amortization  
(Including Information on Listed Property)**

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

**2013**

Attachment  
Sequence No **179**

Name(s) shown on return

Roy M. Speer Foundation

Identifying number

59-2785945

Business or activity to which this form relates

Rental activity - Commercial Industrial & Rental Property

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)		1
2	Total cost of section 179 property placed in service (see instructions)		2
3	Threshold cost of section 179 property before reduction in limitation (see instructions)		3
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-		4
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions		5
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7		8
9	Tentative deduction. Enter the smaller of line 5 or line 8		9
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562		10
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)		11
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11		12
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	▶ 13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)		14
15	Property subject to section 168(f)(1) election		15
16	Other depreciation (including ACRS)		16
			1,435.

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**

**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	342,716.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

**Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property	Various	75,698.	39 yrs	MM	S/L	849.
				MM	S/L	

**Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary (See instructions.)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	345,000.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Scanned Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury Internal Revenue Service Date: 11/7 File a separate application for each return. Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time.

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

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

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

Enter filer's identifying number, see instructions

Form with fields for Name of exempt organization (Roy M. Speer Foundation), Employer identification number (EIN) (59-2785945), Address (2535 Success Drive, Odessa, FL 33556), and Social security number (SSN).

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Rows include Form 990 or Form 990-EZ, Form 990-BL, Form 4720 (individual), Form 990-PF, Form 990-T (section 401(a) or 408(a) trust), and Form 990-T (trust other than above).

The books are in the care of Mrs. Lynnda L. Speer, Trustee

Telephone No 727-372-8808 Fax No.

- If the organization does not have an office or place of business in the United States, check this box
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box. If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15, 2015, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- calendar year 20 or
[X] tax year beginning 7/01, 2013, and ending 6/30, 2014

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

Table with 3 columns: Description, Code, Amount. Rows include 3a (tentative tax, less any nonrefundable credits), 3b (refundable credits and estimated tax payments made), and 3c (Balance due).

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