



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2014

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014, or tax year beginning 7/01, 2014, and ending 6/30, 2015

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

A	Employer identification number 59-2785945
B	Telephone number (see instructions) 727-372-8808
C	If exemption application is pending, check here <input type="checkbox"/>
D 1	Foreign organizations, check here <input type="checkbox"/>
D 2	Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

G Check all that apply:

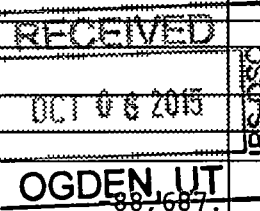
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
 ▶ \$ 142,780,194.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	2,498,815.				
	2 Ck <input type="checkbox"/> if the foundn is not required to attach Sch B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	2,658,441.	2,447,350.			
	5a Gross rents	393,450.	393,450.			
	b Net rental income or (loss)	-614,743.				
	6a Net gain or (loss) from sale of assets not on line 10	3,445,295.				
	b Gross sales price for all assets on line 6a	60,996,050.				
	7 Capital gain net income (from Part IV, line 2)		3,445,295.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss) (attach schedule)						
11 Other income (attach schedule)	See Statement 1	-52,972.	88,687.			
12 Total. Add lines 1 through 11		8,943,029.	6,197,408.	0.		
ADMINISTRATIVE OPERATING AND EXPENSES	13 Compensation of officers, directors, trustees, etc		0.			
	14 Other employee salaries and wages		171,901.		14,109.	
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)	See St 2	37,173.	37,173.		
	b Accounting fees (attach sch)	See St 3	50,498.	10,100.		40,398.
	c Other prof fees (attach sch)	See St 4	586,423.	520,270.		49,785.
	17 Interest					
	18 Taxes (attach schedule)(see instrs)	See Stmt 5	121,410.	25,102.		2,258.
	19 Depreciation (attach sch) and depletion	See Stmt 6	353,945.	353,945.		
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses (attach schedule)					
		See Statement 7	656,838.	654,248.		2,590.
	24 Total operating and administrative expenses. Add lines 13 through 23		1,978,188.	1,758,630.		109,140.
25 Contributions, gifts, grants paid	Part XV	3,598,707.			3,598,707.	
26 Total expenses and disbursements. Add lines 24 and 25		5,576,895.	1,758,630.	0.	3,707,847.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		3,366,134.				
b Net investment income (if negabve, enter -0-)			4,438,778.			
c Adjusted net income (if negabve, enter -0-)				0.		



SCANNED SEP 08 2015

016
6

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		10,791,034.	3,107,629.	3,107,629.
	3	Accounts receivable ▶ 15,152.				
		Less: allowance for doubtful accounts ▶		12,055.	15,152.	15,152.
	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.	43,912.	43,912.
	10a	Investments – U.S. and state government obligations (attach schedule) Statement 8		538,535.	525,990.	525,990.
	b	Investments – corporate stock (attach schedule) Statement 9		62,518,615.	67,465,232.	67,465,232.
	c	Investments – corporate bonds (attach schedule) Statement 10		1,097,500.	1,020,000.	1,020,000.
	11	Investments – land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) Statement 11		49,863,027.	56,217,388.	56,217,388.	
14	Land, buildings, and equipment: basis ▶ 15,007,744.					
	Less: accumulated depreciation (attach schedule) See Stmt 12 ▶ 716,676.		14,466,382.	14,291,068.	14,291,068.	
15	Other assets (describe ▶ See Statement 13)		32,625.	93,823.	93,823.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		139,395,544.	142,780,194.	142,780,194.	
LIABILITIES	17	Accounts payable and accrued expenses		21,419.	22,197.	
	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 ▶ See Statement 14)		335,313.	304,034.	
	23	Total liabilities (add lines 17 through 22)		356,732.	326,231.	
NET FUND ASSETS OR	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		139,038,812.	142,453,963.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds.				
	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)		139,038,812.	142,453,963.	
	31	Total liabilities and net assets/fund balances (see instructions)		139,395,544.	142,780,194.	

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	139,038,812.
2	Enter amount from Part I, line 27a	2	3,366,134.
3	Other increases not included in line 2 (itemize) ▶ See Statement 15	3	193,423.
4	Add lines 1, 2, and 3	4	142,598,369.
5	Decreases not included in line 2 (itemize) ▶ See Statement 16	5	144,406.
6	Total net assets or fund balances at end of year (line 4 minus line 5) –Part II, column (b), line 30.	6	142,453,963.

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)
1a See Statement 17				
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). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	3,445,295.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 			3	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.

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 (column (b) divided by column (c))
2013	2,889,903.	81,941,418.	0.035268
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
2 Total of line 1, column (d) ...			2 0.261683
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 0.052337
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 139,929,780.
5 Multiply line 4 by line 3			5 7,323,505.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 44,388.
7 Add lines 5 and 6.			7 7,367,893.
8 Enter qualifying distributions from Part XII, line 4			8 3,707,847.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	88,776.
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	88,776.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	88,776.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	140,712.	
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		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	140,712.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	51,936.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax 51,936. Refunded		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 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 ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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
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 Form 990-T for this year?		N/A
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, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) FL		
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 2014 or the taxable year beginning in 2014 (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 See Statement 18	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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	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 ▶ N/A and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If 'Yes,' enter the name of the foreign country ▶ <u>Bahamas</u>		Yes	No
		16	X	

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

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

		Yes	No
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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 2014 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 2014.)	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 2014?	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 4945(d)(4)(A)? (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

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

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

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

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

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	96,370.	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)

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
Richard W. Baker and Affiliates 2535 Success Drive Odessa, FL 33556	Management Services	110,634.
Brimmer, Burek & Keelan LLP 5601 Mariner Street Ste. 200 Tampa, FL 33609	Accounting Services	50,498.

Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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	
Total. Add lines 1 through 3	0.

BAA

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	115,693,564.
b Average of monthly cash balances	1b	5,756,211.
c Fair market value of all other assets (see instructions)	1c	20,610,915.
d Total (add lines 1a, b, and c)	1d	142,060,690.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	142,060,690.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,130,910.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	139,929,780.
6 Minimum investment return. Enter 5% of line 5	6	6,996,489.

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	6,996,489.
2a Tax on investment income for 2014 from Part VI, line 5	2a	88,776.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	88,776.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	6,907,713.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	6,907,713.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,907,713.

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	3,707,847.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,707,847.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,707,847.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				6,907,713.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			615,531.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 3,707,847.				
a Applied to 2013, but not more than line 2a			615,531.	
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 2014 distributable amount				3,092,316.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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 2013. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				3,815,397.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year See Statement 19</p>				
Total				▶ 3a 3,598,707.
b Approved for future payment				
Total				▶ 3b

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.

OMB No 1545-0047

2014

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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, 990-EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

or 990-PF.

Name of organization

Employer identification number

Roy M. Speer Foundation

59-2785945

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 Revocable Trust 2535 Success Drive Odessa, FL 33556	\$ 2,498,815.	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	Marketable Securities ----- ----- -----	\$ 60,000.	7/01/14
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

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

2014

Department of the Treasury
Internal Revenue Service (99)

▶ **Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.**

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 2013 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 2015. 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	353,945.

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 2014.	17
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 2014 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			39 yrs	MM	S/L	

Section C -- Assets Placed in Service During 2014 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	353,945.
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	

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	\$ -52,972.	\$ -88,687.	
Total	<u>\$ -52,972.</u>	<u>\$ -88,687.</u>	<u>\$ 0.</u>

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	\$ 37,173.	\$ 37,173.		
Total	<u>\$ 37,173.</u>	<u>\$ 37,173.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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	\$ 50,498.	\$ 10,100.		\$ 40,398.
Total	<u>\$ 50,498.</u>	<u>\$ 10,100.</u>	<u>\$ 0.</u>	<u>\$ 40,398.</u>

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	\$ 469,183.	\$ 452,815.		
Management Services	117,240.	67,455.		\$ 49,785.
Total	<u>\$ 586,423.</u>	<u>\$ 520,270.</u>	<u>\$ 0.</u>	<u>\$ 49,785.</u>

Roy M. Speer Foundation

59-2785945

Statement 6 (continued)
Form 990-PF, Part I, Line 19
Allocated Depreciation

<u>Date Acquired</u>	<u>Cost Basis</u>	<u>Prior Yr Depr</u>	<u>Method</u>	<u>Rate</u>	<u>Life</u>	<u>Current Yr Depr</u>	<u>Net Invest Income</u>	<u>Adjusted Net Income</u>
11/06/14	4,943		S/L		39	84	84	0
A/C Unit - US 19 1/02/15	47,000		S/L		39	603	603	0
Landscaping 2/04/15	30,700		S/L		15	853	853	0
Tenant Buildouts 2/12/15	9,004		S/L		39	96	96	0
Carpeting 4/14/15	2,208		S/L		7	79	79	0
Parking Lot Light Upgrade 5/18/15	20,594		S/L		15	114	114	0

Statement 7
Form 990-PF, Part I, Line 23
Other Expenses

	<u>(a) Expenses per Books</u>	<u>(b) Net Investment Income</u>	<u>(c) Adjusted Net Income</u>	<u>(d) Charitable Purposes</u>
Administrative Expenses	\$ 2,590.			\$ 2,590.
Rental Expenses	654,248.	\$ 654,248.		
Total	<u>\$ 656,838.</u>	<u>\$ 654,248.</u>	<u>\$ 0.</u>	<u>\$ 2,590.</u>

Statement 8
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Merrill Lynch	Mkt Val	\$ 525,990.	\$ 525,990.
	Total	<u>\$ 525,990.</u>	<u>\$ 525,990.</u>

Roy M. Speer Foundation

59-2785945

Statement 9
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Wells Fargo	Mkt Val	\$ 42,714,534.	\$ 42,714,534.
Merrill Lynch	Mkt Val	8,464,688.	8,464,688.
Merrill Lynch	Mkt Val	10,207,827.	10,207,827.
Interphase Ltd. Stock	Mkt Val	6,078,183.	6,078,183.
	Total	<u>\$ 67,465,232.</u>	<u>\$ 67,465,232.</u>

Statement 10
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>
Merrill Lynch	Mkt Val	\$ 1,020,000.	\$ 1,020,000.
	Total	<u>\$ 1,020,000.</u>	<u>\$ 1,020,000.</u>

Statement 11
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	\$ 13,189,317.	\$ 13,189,317.
Merrill Lynch	Mkt Val	7,424,542.	7,424,542.
Raymond James	Mkt Val	35,247,361.	35,247,361.
Merrill Lynch	Mkt Val	356,168.	356,168.
	Total	<u>\$ 56,217,388.</u>	<u>\$ 56,217,388.</u>

Statement 12
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.	\$ 828.	\$ 1,748.	\$ 1,748.
Machinery and Equipment	3,000.	1,350.	1,650.	1,650.
Buildings	12,866,628.	676,779.	12,189,849.	12,189,850.
Improvements	764,672.	37,719.	726,953.	726,952.
Land	1,370,868.		1,370,868.	1,370,868.
Total	<u>\$ 15,007,744.</u>	<u>\$ 716,676.</u>	<u>\$ 14,291,068.</u>	<u>\$ 14,291,068.</u>

Roy M. Speer Foundation

59-2785945

Statement 13
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Federal Excise Tax Deposits	\$ 51,936.	\$ 51,936.
IRS Refund Receivable	515.	515.
Net Intangible Assets	9,852.	9,852.
Utility Deposits..	31,520.	31,520.
Total	\$ <u>93,823.</u>	\$ <u>93,823.</u>

Statement 14
Form 990-PF, Part II, Line 22
Other Liabilities

Security Deposits	\$ 39,028.
Sales Tax Payable	3,308.
Payroll Liabilities	215.
Deferred Tax Liability	165,800.
Accrued Real Estate Taxes	90,360.
Unrelated Business Income Tax Liability	5,323.
Total	\$ <u>304,034.</u>

Statement 15
Form 990-PF, Part III, Line 3
Other Increases

Accrual to Cash Adjustments	\$ 104,031.
Change in Unrealized Gains/Losses	89,392.
Total	\$ <u>193,423.</u>

Statement 16
Form 990-PF, Part III, Line 5
Other Decreases

Charitable Contributions Paid From UBI	\$ 17,358.
Deferred Tax Adjustment	1,900.
Partnership Flow-Through	125,148.
Total	\$ <u>144,406.</u>

Roy M. Speer Foundation

59-2785945

Statement 17
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	Wells Fargo	Purchased	Various	Various
2	Wells Fargo	Purchased	Various	Various
3	Raymond James	Purchased	Various	Various
4	Raymond James	Purchased	Various	Various
5	Merrill Lynch	Purchased	Various	Various
6	Merrill Lynch	Purchased	Various	Various
7	Merrill Lynch	Purchased	Various	Various
8	Merrill Lynch	Purchased	Various	Various
9	Capital Gain Roy M Speer Revocable Trust	Purchased	Various	Various
10	Basis Adjustments for Partnership Sales	Purchased	Various	Various
11	Capital Gain Partnership K-1s	Purchased	Various	Various
12	Merrill Lynch	Purchased	Various	Various

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	30975832.		29564612.	1411220.				\$ 1411220.
2	6,701.		0.	6,701.				6,701.
3	15158675.		14920779.	237,896.				237,896.
4	0.		2,465.	-2,465.				-2,465.
5	7649202.		6521640.	1127562.				1127562.
6	60,740.		0.	60,740.				60,740.
7	6752473.		6531259.	221,214.				221,214.
8	23,452.		0.	23,452.				23,452.
9	193,911.		0.	193,911.				193,911.
10	40,082.		0.	40,082.				40,082.
11	134,982.		0.	134,982.				134,982.
12	0.		10,000.	-10,000.				-10,000.
							Total	\$ 3445295.

Statement 18
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 Revocable Trust	2535 Success Drive Odessa, FL 33556

Roy M. Speer Foundation

59-2785945

Statement 19
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
First Baptist Church of Elfers Florida 4050 Redleaf Drive New Port Richey, FL 34680	N/A	N/A	Charitable	\$ 5,000.
Memorial Sloan Kettering Cancer Center 633 Third Ave 28th Flr New York, NY 10017	N/A	N/A	Charitable	50,000.
Keswick Christian School, Inc 10101 54th Avenue North St. Petersburg, FL 33708	N/A	N/A	Charitable	15,000.
Nashville Rescue Mission 639 Lafayette Street Nashville, TN 37203	N/A	N/A	Charitable	300,000.
Hope International Ministries Inc 11415 Hope International Dr Tampa, FL 33625	N/A	N/A	Charitable	272,474.
Ensworth School 7401 Highway 100 Nashville, TN 37221	N/A	N/A	Charitable	12,500.
Campus Crusade for Christ Inc P.O. Box 628222 Orlando, FL 32862	N/A	N/A	Charitable	30,600.
Good Samaritan Health Clinic of Pasco 5334 Aspen St New Port Richey, FL 34652	N/A	N/A	Charitable	50,000.
Healing Hearts Ministry for Women Inc P.O. Box 519 New Port Richey, FL 34656	N/A	N/A	Charitable	24,000.
Mission Challenge Inc PO Box 913 New Port Richey, FL 34656	N/A	N/A	Charitable	20,000.
Practical Christianity Fd 2535 Success Drive Odessa, FL 33556	N/A	Private	Charitable	127,000.

Roy M. Speer Foundation

59-2785945

Statement 19 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Southpoint Community Church 7556 Salisbury Rd Jacksonville, FL 32256	N/A	N/A	Charitable	\$ 30,800.
Tennessee Wildlife Federation Inc 300 Orlando Avenue Nashville, TN 37209	N/A	N/A	Charitable	185,000.
The Presidential Prayer Team 1171 E. Rancho Vistoso Blvd Ste Oro Valley, AZ 85755	N/A	N/A	Charitable	200,400.
Girl Scouts of West Central Florida PO Box 74332 Wesley Chapel, FL 33545	N/A	N/A	Charitable	3,000.
Alpha House of Pinellas County, Inc 701 5th Avenue N. St. Petersburg, FL 33701	N/A	N/A	Charitable	125,000.
Cornerstone Christian Church of Tampa PO Box 17244 Tampa, FL 33682	N/A	N/A	Charitable	6,000.
Faith Community Church of Central FL 138 Dirksen Drive DeBary, FL 32713	N/A	N/A	Charitable	210,000.
Florida Orchestra, Inc 244 2nd Avenue N. Ste 421 St. Petersburg, FL 33701	N/A	N/A	Charitable	225,000.
Howard County Children's Center, Inc 1577 Hwy 371 West Nashville, AR 71852	N/A	N/A	Charitable	20,000.
International Justice Mission PO Box 58147 Washington, DC 20037	N/A	N/A	Charitable	10,000.

Roy M. Speer Foundation

59-2785945

Statement 19 (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
Nashville Youth for Christ, Inc PO Box 330027 Nashville, TN 37203	N/A	N/A	Charitable	\$ 50,000.
Overland Missions Inc PO Box 566 Cape Canaveral, FL 32920	N/A	N/A	Charitable	33,000.
Steve's Club National Program #5869 475 Central Ave. N. Ste B100 St. Petersburg, FL 33701	N/A	N/A	Charitable	130,000.
St. Petersburg Free Clinic Inc 863 3rd Avenue North St. Petersburg, FL 33701	N/A	N/A	Charitable	200,000.
Trinity College of Florida Inc 2430 Welbilt Blvd. Trinity, FL 34655	N/A	N/A	Charitable	184,000.
Apologetics, Inc. DBA C.S. Lewis Society 2430 Welbilt Blvd. Trinity, FL 34655	N/A	N/A	Charitable	4,000.
Creation Foundation, Inc 6825 Trouble Creek Rd. New Port Richey, FL 34653	N/A	N/A	Charitable	52,341.
Cumberland Heights Foundation Inc P.O. Box 90727 8283 River Rd. Nashville, TN 37209	N/A	N/A	Charitable	2,000.
Feed the Children Inc P.O. Box 272186 Oklahoma City, OK 73137	N/A	N/A	Charitable	15,000.
High Hopes, Inc. 301 High Hopes Court Franklin, TN 37064	N/A	N/A	Charitable	10,000.
Lighthouse Media NA Inc 1951 W. Dry Creek Rd. Littleton, CO 80120	N/A	N/A	Charitable	20,000.

Roy M. Speer Foundation

59-2785945

Statement 19 (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
Make-A-Wish Foundation 324 N. Dale Mabry Hwy #203 Tampa, FL 33606	N/A	N/A	Charitable	\$ 14,000.
March of Dimes Foundation 1101 Kermit Drive #201 Nashville, TN 37217	N/A	N/A	Charitable	10,000.
Nashville Zoo Inc 3777 Nolensville Pike Nashville, TN 37211	N/A	N/A	Charitable	100,000.
National Christian Charitable Foundation 707 N. Franklin Street Suite 800 Tampa, FL 33602	N/A	N/A	Charitable	275,000.
Parc Inc 3910 Tyrone Blvd. N. St. Petersburg, FL 33710	N/A	N/A	Charitable	12,450.
Precious Life Shelter, Inc P.O. Box 414 Los Alamitos, CA 90720	N/A	N/A	Charitable	15,000.
Purple Heart Homes, Inc P.O. Box 5535 Statesville, NC 28687	N/A	N/A	Charitable	25,000.
RePublic Schools Nashville 3515 Gallatin Pike Nashville, TN 37216	N/A	N/A	Charitable	80,000.
Tennessee Wildlife Resources Foundation 5000 Linbar Dr. Suite 275 Nashville, TN 37211	N/A	N/A	Charitable	2,500.
The Kind Mouse Productions, Inc 3934 Huntington Street NE St. Petersburg, FL 33703	N/A	N/A	Charitable	125,000.
The Salvation Army 1603 North Florida Avenue Tampa, FL 33602	N/A	N/A	Charitable	225,000.
UPARC Foundation Inc 1501 N. Belcher Road Ste #244 Clearwater, FL 33765	N/A	N/A	Charitable	10,000.

Roy M. Speer Foundation

59-2785945

Statement 19 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Vanderbilt Museum Suffolk County 180 Little Neck Road Centerport, NY 11721	N/A	N/A	Charitable	\$ 100,000.
Charitable Contributions Paid From UBI				-17,358.
Total				\$ <u>3,598,707.</u>

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

Administrative Expenses	\$ 8,231.
Bank Charges	1,707.
Insurance	16,947.
Legal Fees	110,232.
Operating Supplies	5,200.
Pest Control	55.
Repairs and Maintenance	72,134.
Utilities	38,048.
Total	\$ <u>252,554.</u>

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

	<u>Beginning</u>	<u>Ending</u>
Prepaid Expenses	\$ 4,601.	\$ 4,601.
Utility Deposit	0.	12,958.
Total	\$ <u>4,601.</u>	\$ <u>17,559.</u>

Statement 22
Form 5471, Page 3, Schedule F, Line 19
Paid-in or Capital Surplus

	<u>Beginning</u>	<u>Ending</u>
Paid-in Capital.....	\$ 429,883.	\$ 731,280.
Total	\$ <u>429,883.</u>	\$ <u>731,280.</u>