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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

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

▶ 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 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

VICTOR E. SPEAS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

BANK OF AMERICA, N.A. P.O. BOX 831041

City or town, state or province, country, and ZIP or foreign postal code

DALLAS, TX 75283-1041

G Check all that apply.

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) ▶ \$ 37,043,057.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

44-6008340

B Telephone number (see instructions)

800-357-7094

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	552,062.	550,848.		STMT 1
5a Gross rents	251,200.	251,200.		
b Net rental income or (loss)	173,601.			
6a Net gain or (loss) from sale of assets not on line 10	101,748.			
b Gross sales price for all assets on line 6a	9,327,591.			
7 Capital gain net income (from Part IV, line 2)		101,748.		
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)	22,245.	4,911.		STMT 2
12 Total. Add lines 1 through 11	927,255.	908,707.		
13 Compensation of officers, directors, trustees, etc.	164,126.	98,476.		65,650.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	3,363.	2,018.	NONE	1,345.
c Other professional fees (attach schedule)	119,482.	40,600.		78,882.
17 Interest				
18 Taxes (attach schedule) (see instructions)	17,551.	17,551.		
19 Depreciation (attach schedule) and depletion	2,684.	2,684.		
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	77,648.	92,309.		
24 Total operating and administrative expenses. Add lines 13 through 23.	384,854.	253,638.	NONE	145,877.
25 Contributions, gifts, grants paid	1,731,641.			1,731,641.
26 Total expenses and disbursements. Add lines 24 and 25.	2,116,495.	253,638.	NONE	1,877,518.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,189,240.			
b Net investment income (if negative, enter -0-)		655,069.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,211,293.	832,002.	832,002.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule)		31,307,135.	30,223,841.	30,713,805.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶	1,043,733.		
		Less: accumulated depreciation (attach schedule) ▶	22,520.	1,007,603.	1,021,213.	5,497,250.
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		33,526,031.	32,077,056.	37,043,057.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons . .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		33,526,031.	32,077,056.	
	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)		33,526,031.	32,077,056.		
31	Total liabilities and net assets/fund balances (see instructions)		33,526,031.	32,077,056.		

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	33,526,031.
2	Enter amount from Part I, line 27a	2	-1,189,240.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	6,659.
4	Add lines 1, 2, and 3	4	32,343,450.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	266,394.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,077,056.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 8,787,502.		8,919,187.	-131,685.		
b 540,089.		306,227.	233,862.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-131,685.		
b			233,862.		
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	101,748.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	2,076,398.	37,960,887.	0.054698
2014	1,655,709.	39,254,435.	0.042179
2013	1,579,992.	36,657,668.	0.043101
2012	1,002,168.	33,360,765.	0.030040
2011	1,033,359.	33,263,436.	0.031066
2 Total of line 1, column (d)			2 0.201084
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 0.040217
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 36,163,052.
5 Multiply line 4 by line 3.			5 1,454,369.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 6,551.
7 Add lines 5 and 6.			7 1,460,920.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,877,518.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	6,551.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	6,551.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,551.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	18,624.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	18,624.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,073.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 6,552. Refunded ☐ 5,521.	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X
14 The books are in care of ► BANK OF AMERICA, N.A. Telephone no ► (816) 292-4342		
Located at ► 1200 MAIN ST, 13TH FL, KANSAS CITY, MO ZIP+4 ► 64105-2100		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15		
16 At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ►	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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes	☒ No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2016 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 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. P.O. BOX 219119, KANSAS CITY, MO 64121-9119	TRUSTEE 1	164,126.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	29,923,722.
b	Average of monthly cash balances	1b	1,642,786.
c	Fair market value of all other assets (see instructions).	1c	5,147,250.
d	Total (add lines 1a, b, and c)	1d	36,713,758.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	36,713,758.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	550,706.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,163,052.
6	Minimum investment return. Enter 5% of line 5	6	1,808,153.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,808,153.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,551.
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	6,551.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,801,602.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,801,602.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,801,602.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,877,518.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,877,518.
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	6,551.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,870,967.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,801,602.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,731,232.	
b Total for prior years 20 <u>14</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,877,518.</u>				
a Applied to 2015, but not more than line 2a			1,731,232.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				146,286.
e Remaining amount distributed out of corpus. . . .	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,655,316.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 24				1,731,641.
Total			▶ 3a	1,731,641.
b Approved for future payment				
Total			▶ 3b	

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	552,062.	
		16	173,601.	
		18	101,748.	
		1	38.	
		1	22,207.	
			849,656.	

13 Total Add line 12, columns (b), (d), and (e)	13	<u>849,656.</u>
(See worksheet in line 13 instructions to verify calculations)		

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Karen J Kiser
Signature of officer or trustee

04/21/2017
Date

TRUSTEE
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no

RENT AND ROYALTY INCOME

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

DESCRIPTION OF PROPERTY

SPEAS FOREST CITY 220 AC PT SEC20 & 21

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

TYPE OF PROPERTY: 5 - LAND

RENTAL INCOME

OTHER INCOME:

OTHER RENTAL INCOME

35,343.

TOTAL GROSS INCOME

35,343.

OTHER EXPENSES:

INSURANCE

118.

SUPPLIES

11,001.

TAXES

1,638.

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES

12,757.

TOTAL RENT OR ROYALTY INCOME (LOSS)

22,586.

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others**Net Rent or Royalty Income (Loss)**

22,586.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER INCOME

OTHER RENTAL INCOME

35,343.

35,343.
=====

RENT AND ROYALTY INCOME

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

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

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

TYPE OF PROPERTY 5 - LAND		
RENTAL INCOME		
OTHER INCOME:		
OTHER RENTAL INCOME	57,000.	
TOTAL GROSS INCOME		57,000.
OTHER EXPENSES.		
INSURANCE	183.	
LEGAL AND OTHER PROFESSIONAL FEES	514.	
TAXES	1,347.	
OTHER EXPENSES	2,984.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		5,028.
TOTAL RENT OR ROYALTY INCOME (LOSS)		51,972.

Less Amount to

Rent or Royalty	
Depreciation	
Depletion	
Investment Interest Expense	
Other Expenses	
Net Income (Loss) to Others	

Net Rent or Royalty Income (Loss) 51,972.

Deductible Rental Loss (if Applicable)

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

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER INCOME

OTHER RENTAL INCOME	57,000.

	57,000.
	=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	2,984.

	2,984.
	=====

RENT AND ROYALTY INCOME

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

DESCRIPTION OF PROPERTY

1040 ACRES SPEAS SECTIONS 8 & 16 TWP 62N

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

TYPE OF PROPERTY: 5 - LAND

RENTAL INCOME		
OTHER INCOME:		
OTHER RENTAL INCOME	158,857.	
TOTAL GROSS INCOME		158,857.

OTHER EXPENSES:

INSURANCE	4,473.	
LEGAL AND OTHER PROFESSIONAL FEES	500.	
SUPPLIES	35,104.	
TAXES	2,146.	
OTHER EXPENSES	14,907.	

DEPRECIATION (SHOWN BELOW)	2,684.	
----------------------------	--------	--

LESS: Beneficiary's Portion		
-----------------------------	--	--

AMORTIZATION

LESS: Beneficiary's Portion		
-----------------------------	--	--

DEPLETION

LESS: Beneficiary's Portion		
-----------------------------	--	--

TOTAL EXPENSES		59,814.
-----------------------	--	---------

TOTAL RENT OR ROYALTY INCOME (LOSS)		99,043.
--	--	---------

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		

Net Rent or Royalty Income (Loss)		99,043.
--	--	---------

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
SEE STATEMENT									
Totals									2,684.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER INCOME

OTHER RENTAL INCOME	158,857.

	158,857.
	=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	14,907.

	14,907.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	9,123.	9,123.
FOREIGN DIVIDENDS	130,662.	130,662.
NONDIVIDEND DISTRIBUTIONS	5,454.	
DOMESTIC DIVIDENDS	209,263.	209,263.
OTHER INTEREST	103,645.	103,645.
FOREIGN INTEREST	2,243.	2,243.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	23,482.	23,482.
NON-TAXABLE FOREIGN INCOME	-4,240.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	5,077.	5,077.
NONQUALIFIED FOREIGN DIVIDENDS	26,181.	26,181.
NONQUALIFIED DOMESTIC DIVIDENDS	40,743.	40,743.
ACCRUED MARKET DISCOUNT	429.	429.
	-----	-----
TOTAL	552,062.	550,848.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	38.	38.
EXCISE TAX REFUND	22,207.	
PARTNERSHIP INCOME		4,873.
	-----	-----
TOTALS	22,245.	4,911.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	3,363.	2,018.		1,345.
TOTALS	3,363.	2,018.	NONE	1,345.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	78,882.		78,882.
INVESTMENT ADVISORY FEES	40,600.	40,600.	
	-----	-----	-----
TOTALS	119,482.	40,600.	78,882.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	13,931.	13,931.
FOREIGN TAXES ON QUALIFIED FOR	2,836.	2,836.
FOREIGN TAXES ON NONQUALIFIED	784.	784.
	-----	-----
TOTALS	17,551.	17,551.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
RENT AND ROYALTY EXPENSES	74,915.	74,915.
OTHER ALLOCABLE EXPENSE-PRINCI	1,214.	1,214.
OTHER ALLOCABLE EXPENSE-INCOME	1,214.	1,214.
OTHER INVESTMENT FEE	305.	305.
PARTNERSHIP EXPENSES		14,661.
TOTALS	77,648.	92,309.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
NET INCOME ADJUSTMENT	2,094.
CTF TIMING DIFFERENCE	1,139.
PURCHASED ACCRUED INTEREST - 2015	1,971.
NET TIMING DIFFERENCE	1,455.

TOTAL	6,659.
	=====

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

DESCRIPTION -----	AMOUNT -----
BASIS ADJUSTMENT - SALES	1,531.
PURCHASED ACCRUED INTEREST - 2016	2,419.
NET YEAR-END SALES ADJUSTMENT	213.
PARTNERSHIP ADJUSTMENT	260,721.
ROC BASIS ADJUSTMENT	1,510.

TOTAL	266,394.
	=====

44-6008340

[illegible]

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -43,453.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-43,453.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 4,528.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

260,721.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

265,249.00
=====

VICTOR E. SPEAS FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

44-6008340

RECIPIENT NAME:

TONY TWYMAN - BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 219119

KANSAS CITY, MO 64121-9119

RECIPIENT'S PHONE NUMBER: 816-292-4343

E-MAIL ADDRESS: N/A

FORM, INFORMATION AND MATERIALS:

GUIDELINES AND ONLINE APPLICATION AVAILABLE ON WEBSITE,

www.bankofamerica.com/philanthropic/foundation.go

SUBMISSION DEADLINES:

3/31 AND 8/31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RESTRICTED TO CHARITABLE PURPOSES WITHIN THE STATE OF MISSOURI;
EMPHASIS ON PROVIDING MEDICAL CARE FOR THE NEEDY & FURTHERING
MEDICAL RESEARCH, PARTICULARLY THE CAUSES & TREATMENT OF CANCER.

STATEMENT 11

VICTOR E. SPEAS FOUNDATION

44-6008340

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

DHILD AVOCACY SVCS CTR, INC. -
dba THE CHILDREN'S PLACE

ADDRESS:

2 E 59TH ST
KANSAS CITY, MO 64113

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 75,000.

RECIPIENT NAME:

KANSAS CITY FREE HEALTH CLINIC

ADDRESS:

3515 BROADWAY
KANSAS CITY, MO 64111

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

OPEN OPTIONS, INC.

ADDRESS:

3101 BROADWAY BLVD, SUITE 330
KANSAS CITY, MO 64111

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

TECHNOLOGY UPGRADE - INFORMATION CONVERSION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 34,164.

=====

RECIPIENT NAME:

CORNERSTONES OF CARE

ADDRESS:

300 E 36TH ST

KANSAS CITY, MO 64111

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

SHEFFIELD PLACE

ADDRESS:

6604 E 12TH ST

KANSAS CITY, MO 64126

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

HOMELESS MOTHERS & CHILDREN PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ALPHAPOINTE ASSOCIATION

ADDRESS:

7501 PROSPECT AVE

KANSAS CITY, MO 64132

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

COMPREHENSIVE VISION REHAB FOR THE BLIND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

VICTOR E. SPEAS FOUNDATION

44-6008340

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

GILLIS CENTER, INC

ADDRESS:

8150 WORNALL RD

KANSAS CITY, MO 64114

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

PETS FOR LIFE, INC.

ADDRESS:

7240 WORNALL RD

KANSAS CITY, MO 64114

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

ANIMAL-ASSISTED THERAPY FOR THE UNDERSERVED

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MILES OF SMILES INC.

ADDRESS:

5336 ANTIOCH RD

KANSAS CITY, MO 64119

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
RESTART, INC.
ADDRESS:
918 E 9TH ST
KANSAS CITY, MO 64106
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'LAYING THE FOUNDATION'
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 75,000.

RECIPIENT NAME:
RONALD McDONALD HOUSE CHARITIES
OF KANSAS CITY, INC.
ADDRESS:
2502 CHERRY ST
KANSAS CITY, MO 64108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT THE FLOORING RENOVATION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
SWOPE HEALTH SERVICES
ADDRESS:
3801 BLUE PARKWAY
KANSAS CITY, MO 64130
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
NEW MOBILE MEDICAL UNIT FOR CARE OF HOMELESS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

VICTOR E. SPEAS FOUNDATION

44-6008340

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

CHILDREN'S MERCY HOSPITAL

ADDRESS:

2401 GILLHAM RD

KANSAS CITY, MO 64108

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

ENDOWED CHAIR - HEMATOLOGIC MALIGNANCIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 160,000.

RECIPIENT NAME:

UMKC FOUNDATION

ADDRESS:

2411 HOLMES RD

KANSAS CITY, MO 64108

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT SOJOURNER HEALTH CLINIC

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

FIRST CALL (NCADD)

ADDRESS:

9091 STATE LINE RD

KANSAS CITY, MO 64114

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT 'KCROSC' PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

STATEMENT 16

RECIPIENT NAME:

CENTER FOR PRACTICAL BIOETHICS

ADDRESS:

1111 MAIN ST, SUITE 500

KANSAS CITY, MO 64105

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT WEB REDESIGN AND TECHNOLOGY

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:

DON BOSCO COMMUNITY CENTER

ADDRESS:

580 CAMPBELL ST

KANSAS CITY, MO 64106

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR 'BUILDING A STRONGER COMMUNITY'

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

CRISTO REY KANSAS CITY

ADDRESS:

211 W LINWOOD BLVD

KANSAS CITY, MO 64111

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
COMMUNITY LINC
ADDRESS:
4012-14 TROOST AVE
KANSAS CITY, MO 64110
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT INTERIM & IMMEDIATE HOUSING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
AVILA UNIVERSITY
ADDRESS:
11901 WORNALL RD
KANSAS CITY, MO 64145
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR GOPPERT PERFORMING ARTS THEATRE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
NORTHLAND HEALTH CARE ACCESS
ADDRESS:
P.O. BOX 14414
PARKVILLE, MO 64152
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

VICTOR E. SPEAS FOUNDATION

44-6008340

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

YMCA OF GREATER KANSAS CITY

ADDRESS:

3100 BROADWAY ST, SUITE 1020

KANSAS CITY, MO 64111

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

LINWOOD URBAN WELL-BEING CAMPUS MASTER PLAN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

HOPE HOUSE, INC.

ADDRESS:

P.O. BOX 577

LEE'S SUMMIT, MO 64063

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

UNITED INNER CITY SERVICES

ADDRESS:

2008 E 12TH ST

KANSAS CITY, MO 64127

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR ST MARK CHILD & FAMILY DEVELOPMENT CENTER

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

VICTOR E. SPEAS FOUNDATION

44-6008340

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

REHABILITATION INSTITUTE
OF KANSAS CITY

ADDRESS:

3011 BALTIMORE AVE
KANSAS CITY, MO 64108

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

EXTENDED WORK ADJUSTMENT PROGRAM; DME VENTURE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

AMERICAN RED CROSS - GREATER
KANSAS CITY CHAPTER

ADDRESS:

211 W ARMOUR BLVD
KANSAS CITY, MO 64111

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT THE HOME FIRE RELIEF

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

PHOENIX FAMILY

ADDRESS:

3908 WASHINGTON
KANSAS CITY, MO 64111

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR HELP INSTILL THE KEY TO EDUCATION (HIKE)

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
 MINDDRIVE, INC.
 ADDRESS:
 2615 HOLMES RD
 KANSAS CITY, MO 64108
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 SUPPORT THE INNOVATIVE LEARNING LAB
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
 KANSAS CITY UNIVERSITY MEDICINE
 & BIOSCIENCES
 ADDRESS:
 1750 INDEPENDENCE AVE
 KANSAS CITY, MO 64106
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 RESEARCH EQMT & CELL SORTING FLOW CYTOMETER
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 141,135.

RECIPIENT NAME:
 CULTIVATE KANSAS CITY INC.
 ADDRESS:
 3801 GILLHAM RD
 KANSAS CITY, MO 64111
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 UNRESTRICTED GENERAL SUPPORT
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
PARK UNIVERSITY
ADDRESS:
8700 NW RIVER PARK DR
PARKVILLE, MO 64152-3795
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
COLLABORATIVE STUDENT LEARNING TECHNOLOGY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
SHERWOOD CENTER FOR THE EXCEPTIONAL
CHILD
ADDRESS:
7938 CHESTNUT AVE
KNASAS CITY, MO 64132
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR NEW PHONE AND PAGING SYSTEMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 26,827.

RECIPIENT NAME:
LITERACY KANSAS CITY
ADDRESS:
211 W ARMOUR BLVD
KANSAS CITY, MO 64111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'THE TICKET TO READ' PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 33,000.

VICTOR E. SPEAS FOUNDATION

44-6008340

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

BUDGET AND FINANCIAL MANAGEMENT
ASSISTANCE

ADDRESS:

P.O. BOX 414711
KANSAS CITY, MO 64141

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR INFRASTRUCTURE ENHANCEMENTS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 24,015.

RECIPIENT NAME:

DEVELOPING POTENTIAL, INC.

ADDRESS:

251 NW EXECUTIVE WAY, SUITE 200
LEE'S SUMMIT, MO 64043

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR IMPROVING ACCESS TO SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

KANSAS CITY REPERTORY THEATRE

ADDRESS:

4825 TROOST AVE, SUITE 106
KANSAS CITY, MO 64110

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR THE KC REP'S 2015-2016 EDUCATION PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

VICTOR E. SPEAS FOUNDATION

44-6008340

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

NATIONAL FOUNDATION OF DENTISTRY -
DENTAL LIFELINE NETWORK

ADDRESS:

P.O. BOX 105919
JEFFERSON CITY, MO 65110

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT 'DONATED DENTAL SERVICES'

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

REDISCOVER

ADDRESS:

1555 NE RICE RD
LEE'S SUMMIT, MO 64086

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT WOMEN & CHILDREN'S CAMPUSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

TRUMAN HERITAGE HABITAT FOR HUMANITY

ADDRESS:

505 N DODGION ST
INDEPENDENCE, MO 64108

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

HIRAM YOUNG SCHOOL BUILDING RENOVATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

TOTAL GRANTS PAID:

1,731,641.

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RENT AND ROYALTY SUMMARY

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PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
SPEAS FOREST CITY 22	35,343.		12,757.	22,586.
520 AC SPEAS FARM SE	57,000.		5,028.	51,972.
1040 ACRES SPEAS SEC	158,857.	2,684.	57,130.	99,043.
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TOTALS	251,200.	2,684.	74,915.	173,601.
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VICTOR E. SPEAS FOUNDATION
44-6008340
Balance Sheet
12/31/2016

Cusip	Asset	Units	Basis	Market Value
00101JAK2	ADT CORP	2,000.000	2,170.00	2,170.00
001228105	AG MTG INVT TR INC	210.000	3,610.04	3,593.10
00130HBN4	AES CORP	7,000.000	7,724.29	8,137.50
001744101	AMN HEALTHCARE SVCS INC	185.000	5,465.66	7,113.25
00182C103	ANI PHARMACEUTICALS INC	91.000	6,291.16	5,516.42
00203H859	AQR MANAGED FUTURES STRATEGY	58,873.536	611,293.80	548,701.36
00206RDA7	AT&T INC	29,000.000	31,269.56	31,189.79
002824100	ABBOTT LABS	1,297.000	48,866.67	49,817.77
004225108	ACADIA PHARMACEUTICALS INC	89.000	543.20	2,566.76
00434NAA3	ACCESS MIDSTREAM PARTNERS LP /	9,000.000	8,505.00	9,168.03
004498101	ACI WORLDWIDE INC	543.000	12,122.15	9,855.45
00508X203	ACTUANT CORP	285.000	6,488.74	7,395.75
00738A106	ADTRAN INC	232.000	3,759.93	5,185.20
00847X104	AGIOS PHARMACEUTICALS INC	32.000	3,536.24	1,335.36
009158106	AIR PRODS & CHEMS INC	204.000	25,840.99	29,339.28
009728106	AKORN INC	231.000	6,456.30	5,042.73
014339105	ALDER BIOPHARMACEUTICALS INC	93.000	3,521.18	1,934.40
014491104	ALEXANDER & BALDWIN INC NEW	98.000	3,300.09	4,397.26
01609W102	ALIBABA GROUP HLDG LTD	1,757.000	132,830.42	154,282.17
01882B205	ALLIANZ GLOBAL INVS FIXED	38,442.000	480,505.28	386,342.10
01882B304	ALLIANZ GLOBAL INVS MANAGED	37,313.000	405,521.37	371,264.35
01988P108	ALLSCRIPTS-MISYS HEALTHCARE	428.000	6,124.64	4,369.88
02005NAE0	ALLY FINL INC	14,000.000	16,003.55	15,855.00
02005NAV2	ALLY FINL INC	8,000.000	8,081.01	8,140.00
02079K107	ALPHABET INC	129.000	52,781.19	99,564.78
02079K305	ALPHABET INC	129.000	85,388.38	102,226.05
023135106	AMAZON COM INC	314.000	132,602.81	235,459.18
02553E106	AMERICAN EAGLE OUTFITTERS NEW	192.000	3,294.63	2,912.64
025816109	AMERICAN EXPRESS CO	1,279.000	96,834.81	94,748.32
0258M0EB1	AMERICAN EXPRESS CR CORP	32,000.000	32,102.49	31,618.56
030981AJ3	AMERIGAS PARTNERS L P / AMERIGAS	8,000.000	8,408.62	8,120.00
031162100	AMGEN INC	463.000	79,496.12	67,695.23
03232PAD0	AMSURG CORP	8,000.000	8,160.00	8,248.00
032654105	ANALOG DEVICES INC	227.000	13,657.96	16,484.74
035242AN6	ANHEUSER-BUSCH INBEV FIN INC	32,000.000	32,144.15	34,587.84
03674PAL7	ANTERO RES FIN CORP UNSECD SR NT	17,000.000	16,532.50	17,382.50
03761U106	APOLLO INVT CORP	883.000	6,003.92	5,174.38
03762U105	APOLLO COML REAL ESTATE FIN INC	380.000	6,343.80	6,315.60
03820C105	APPLIED INDL TECHNOLOGIES INC	71.000	2,701.17	4,217.40
038522AK4	ARAMARK SVCS INC UNSECD GLOBAL	6,000.000	6,170.00	6,187.50
03875R205	ARBITRAGE FUND	55,153.357	722,658.48	728,024.31

VICTOR E. SPEAS FOUNDATION
44-6008340
Balance Sheet
12/31/2016

Cusip	Asset	Units	Basis	Market Value
039483102	ARCHER DANIELS MIDLAND CO	1,231.000	52,705.90	56,195.15
04010E109	ARGAN INC COM	83.000	3,573.30	5,855.65
04238R106	ARMSTRONG FLOORING INC	47.000	506.52	935.77
04247X102	ARMSTRONG WORLD INDS INC	182.000	6,770.43	7,607.60
04316A108	ARTISAN PARTNERS ASSET MGMT INC	351.000	10,281.67	10,442.25
046353AB4	ASTRAZENECA PLC	42,000.000	45,164.17	43,314.60
052769106	AUTODESK INC	1,785.000	92,116.15	132,107.85
053015103	AUTOMATIC DATA PROCESSING INC	336.000	27,457.70	34,534.08
053332102	AUTOZONE INC	28.000	21,981.05	22,114.12
05508R106	B & G FOODS INC	142.000	5,247.47	6,219.60
058498AU0	BALL CORP	8,000.000	8,154.64	8,360.00
05969A105	BANCORP INC	377.000	3,205.74	2,963.22
063904106	BANK OF THE OZARKS INC	121.000	5,017.46	6,363.39
067383109	BARD C R INC	105.000	20,515.39	23,589.30
073302101	BE AEROSPACE INC	222.000	10,340.23	13,362.18
073685109	BEACON ROOFING SUPPLY INC	108.000	4,937.77	4,975.56
084664BS9	BERKSHIRE HATHAWAY FIN CORP	31,000.000	31,119.56	31,057.97
085790AY9	BERRY PLASTICS CORP 2ND LIEN SR	9,000.000	8,327.50	9,157.50
089302103	BIG LOTS INC	119.000	5,904.34	5,974.99
09256H286	BLACKROCK STRATEGIC INCOME	24,619.591	241,271.99	242,010.58
095370AD4	BLUE CUBE SPINCO INC UNSECD SR	7,000.000	8,395.00	8,452.50
100557107	BOSTON BEER INC	32.000	6,679.76	5,435.20
103304BK6	BOYD GAMING CORP UNSECD SR NT	8,000.000	8,251.43	8,600.00
109641100	BRINKER INTL INC	149.000	7,537.51	7,379.97
109696104	BRINKS CO	125.000	3,702.10	5,156.25
11133B409	BROADSOFT INC	138.000	4,640.45	5,692.50
11133T103	BROADRIDGE FINL SOLUTIONS INC	66.000	3,554.57	4,375.80
112585104	BROOKFIELD ASSET MGMT INC	1,847.000	59,173.51	60,969.47
115236101	BROWN & BROWN INC	289.000	9,713.25	12,964.54
115637209	BROWN FORMAN CORP	107.000	4,917.50	4,806.44
122017106	BURLINGTON STORES INC	129.000	6,899.36	10,932.75
1248EPBE2	CCO HLDGS LLC/CCO HLDGS CAP	8,000.000	8,072.92	8,360.00
12504L109	CBRE GROUP INC	713.000	19,403.89	22,452.37
12505BAA8	CBRE SVCS INC	14,000.000	14,282.76	14,442.26
12505FAD3	CBS OUTDOOR AMERS CAP LLC/CBS	8,000.000	8,386.00	8,340.00
12508E101	CDK GLOBAL INC	158.000	7,867.14	9,431.02
125134106	CEB INC	126.000	6,972.15	7,635.60
12513GAZ2	CDW LLC / CDW FIN CORP UNSECD	7,000.000	7,245.43	7,402.50
12543DAU4	CHS / CMNTY HEALTH SYS INC 1ST	8,000.000	8,009.44	7,420.00
125509109	CIGNA CORP	286.000	40,078.77	38,149.54
12621E103	CNO FINL GROUP INC	516.000	9,441.21	9,881.40

VICTOR E. SPEAS FOUNDATION

44-6008340

Balance Sheet

12/31/2016

Cusip	Asset	Units	Basis	Market Value
12623EAF8	CNH CAP LLC	8,000.000	7,885.00	8,100.00
126304AK0	CSC HLDGS INC	8,000.000	8,593.99	8,540.00
126307AF4	CSC HLDGS LLC	8,000.000	8,514.94	8,600.00
126349109	CSG SYS INTL INC	137.000	6,479.89	6,630.80
126650100	CVS HEALTH CORP	894.000	50,634.33	70,545.54
126650CJ7	CVS CAREMARK CORP	39,000.000	39,107.49	39,569.79
127055101	CABOT CORP	113.000	3,781.72	5,711.02
128030202	CAL MAINE FOODS INC	116.000	5,013.59	5,124.30
131347CF1	CALPINE CORP SR	8,000.000	7,680.00	7,720.00
132011107	CAMBREX CORP	193.000	9,279.68	10,412.35
143130102	CARMAX INC	650.000	32,944.02	41,853.50
144577103	CARRIZO OIL & CO INC	146.000	6,726.38	5,453.10
150870103	CELANESE CORP DEL	146.000	9,404.77	11,496.04
15135BAD3	CENTENE CORP DEL UNSECD	8,000.000	8,164.34	8,080.00
153527106	CENTRAL GARDEN & PET CO	142.000	3,844.12	4,698.78
156782104	CERNER CORP	1,427.000	85,660.00	67,596.99
159864107	CHARLES RIV LABORATORIES INTL	80.000	6,132.80	6,095.20
16208T102	CHATHAM LODGING TR	314.000	7,729.70	6,452.70
16359R103	CHEMED CORP	58.000	8,469.16	9,303.78
163851AB4	CHEMOURS CO	9,000.000	8,750.00	8,910.00
16938C106	CHINA BIOLOGIC PRODS INC	33.000	3,961.64	3,548.16
171779309	CIENA CORP	274.000	6,906.21	6,688.34
172755100	CIRRUS LOGIC CORP	119.000	3,967.84	6,728.26
17275R102	CISCO SYS INC	5,718.000	162,623.88	172,797.96
17275RAE2	CISCO SYS INC	28,000.000	30,715.33	29,931.72
172967424	CITIGROUP INC	1,285.000	56,632.98	76,367.55
172967JP7	CITIGROUP INC	32,000.000	31,374.08	31,351.04
17878Y108	CIVEO CORP	332.000	614.17	730.40
184496107	CLEAN HBRS INC	207.000	10,081.78	11,519.55
184496AJ6	CLEAN HBRS INC	8,000.000	8,115.38	8,190.00
18451QAM0	CLEAR CHANNEL WORLDWIDE	8,000.000	7,407.50	8,180.00
191216100	COCA COLA CO	2,649.000	107,345.83	109,827.54
194014106	COLFAX CORP	742.000	20,381.49	26,660.06
19624R106	COLONY CAPITAL INC	815.000	16,610.17	16,503.75
19625X102	COLONY STARWOOD HOMES	77.000	1,862.29	2,218.37
198516106	COLUMBIA SPORTSWEAR CO	157.000	9,369.04	9,153.10
20030N101	COMCAST CORP	1,311.000	56,242.82	90,524.55
20030NAU5	COMCAST CORP	28,000.000	30,134.37	29,160.04
201723103	COMMERCIAL METALS CO	240.000	3,475.03	5,227.20
205306103	COMPUTER PROGRAMS & SYS INC	65.000	3,469.67	1,534.00
20564W105	COMSCORE INC	139.000	6,746.95	4,389.62

VICTOR E. SPEAS FOUNDATION
44-6008340
Balance Sheet
12/31/2016

Cusip	Asset	Units	Basis	Market Value
20605PAE1	CONCHO RES INC	8,000.000	7,970.00	8,290.40
20854PAL3	CONSOL ENERGY INC UNSECD	9,000.000	6,300.00	8,820.00
21036PAH1	CONSTELLATION BRANDS INC	7,000.000	7,704.55	7,894.88
212485106	CONVERGYS CORP	337.000	8,477.48	8,276.72
216831107	COOPER TIRE & RUBR CO	166.000	6,526.54	6,449.10
217204106	COPART INC	405.000	16,104.33	22,441.05
218681104	CORE-MARK HLDG CO INC	125.000	5,951.81	5,383.75
222070203	COTY INC	2,049.000	47,180.79	37,517.19
22410J106	CRACKER BARREL OLD CTRY STORE	48.000	6,278.88	8,015.04
226718104	CRITEO S A	80.000	3,492.60	3,286.40
228189AB2	CROWN AMERS LLC/CROWN AMERS	8,000.000	8,100.00	8,160.00
23331ABK4	D R HORTON INC	8,000.000	8,110.48	8,220.00
235851102	DANAHER CORP DEL	701.000	36,345.00	54,565.84
23636T100	DANONE	8,614.000	116,484.75	109,389.19
238337109	DAVE & BUSTERS ENTMT INC	124.000	5,860.51	6,981.20
23918K108	DAVITA INC	259.000	18,295.86	16,627.80
23918KAP3	DAVITA INC	8,000.000	8,455.92	8,360.00
23918KAQ1	DAVITA HEALTHCARE PARTNERS INC	9,000.000	8,917.50	8,977.50
244199105	DEERE & CO	857.000	72,604.87	88,305.28
24422ERR2	DEERE JOHN CAP CORP	39,000.000	39,654.26	39,419.64
254423106	DINEEQUITY INC	64.000	5,990.41	4,928.00
25468PCW4	DISNEY WALT CO NEW	32,000.000	30,960.98	31,499.84
25470XAB1	DISH DBS CORP	7,000.000	7,392.83	7,770.00
25470XAJ4	DISH DBS CORP	18,000.000	17,274.60	18,945.00
25659T107	DOLBY LABORATORIES INC	140.000	4,792.84	6,326.60
256677105	DOLLAR GEN CORP	97.000	7,109.23	7,184.79
256746108	DOLLAR TREE INC	362.000	28,957.95	27,939.16
263534109	DU PONT E I DE NEMOURS & CO	381.000	25,922.10	27,965.40
267475101	DYCOM INDS INC	73.000	6,928.30	5,861.17
26875P101	EOG RES INC	685.000	59,101.36	69,253.50
26969P108	EAGLE MATERIALS INC	65.000	3,692.17	6,404.45
278768106	ECHOSTAR CORP	63.000	2,848.16	3,237.57
278865100	ECOLAB INC	63.000	6,603.53	7,384.86
283677854	EL PASO ELEC CO	129.000	4,589.83	5,998.50
28370TAE9	EL PASO PIPELINE PARTNERS OPER	8,000.000	8,409.76	8,518.00
29084Q100	EMCOR GROUP INC	86.000	4,899.36	6,085.36
29099J109	EMERGING MARKETS STOCK	30,076.571	1,337,743.80	1,316,063.52
29272W109	ENERGIZER HLDGS INC	103.000	3,631.75	4,594.83
29379VAP8	ENTERPRISE PRODS OPER LLC	28,000.000	30,983.75	30,572.08
294429105	EQUIFAX INC	128.000	15,312.50	15,133.44
29444U700	EQUINIX INC	43.000	13,197.56	15,368.63

VICTOR E. SPEAS FOUNDATION
44-6008340
Balance Sheet
12/31/2016

Cusip	Asset	Units	Basis	Market Value
29444UAP1	EQUINIX INC	8,000.000	8,035.39	8,360.00
298736109	EURONET WORLDWIDE INC	171.000	9,323.81	12,385.53
29977A105	EVERCORE PARTNERS INC	95.000	6,302.65	6,526.50
302081104	EXLSERVICE HLDGS INC	115.000	5,914.02	5,800.60
302130109	EXPEDITORS INTL WASHINGTON INC	1,989.000	93,336.79	105,337.44
30303M102	FACEBOOK INC	1,834.000	151,527.01	211,001.70
303075105	FACTSET RESH SYS INC	373.000	61,345.65	60,959.39
311900104	FASTENAL CO	168.000	7,147.68	7,892.64
3128MAEPO	FEDERAL HOME LN MTG CORP	2,510.330	2,726.84	2,694.99
3128MJTQ3	FEDERAL HOME LN MTG CORP	27,892.987	29,300.72	29,297.40
3128MJU32	FEDERAL HOME LN MTG CORP	16,819.894	18,031.45	17,670.14
3128MJU81	FEDERAL HOME LN MTG CORP	2,286.356	2,437.82	2,401.89
3128MJUN8	FEDERAL HOME LN MTG CORP	2,403.250	2,569.97	2,524.04
3128MJV56	FEDERAL HOME LN MTG CORP	1,747.341	1,801.40	1,736.93
3128MJVH0	FEDERAL HOME LN MTG CORP	638.362	667.28	654.09
3128MJVN7	FEDERAL HOME LN MTG CORP	21,493.604	22,600.80	22,023.85
3128MJVS6	FEDERAL HOME LN MTG CORP	23,825.355	25,514.32	25,033.30
3128MJVV9	FEDERAL HOME LN MTG CORP	5,760.073	5,993.18	5,902.29
3128MJW71	FEDERAL HOME LN MTG CORP	13,354.774	14,310.47	14,031.73
3128MJWQ9	FEDERAL HOME LN MTG CORP	31,320.220	32,475.13	32,093.83
3128MJWW6	FEDERAL HOME LN MTG CORP	31,638.230	33,726.85	33,242.60
3128MJX54	FEDERAL HOME LN MTG CORP	11,305.080	12,144.13	11,881.07
3128MJX70	FEDERAL HOME LN MTG CORP	47,062.164	48,819.64	46,781.20
3128MJXF2	FEDERAL HOME LN MTG CORP	4,827.268	5,168.95	5,072.54
3128MJXR6	FEDERAL HOME LN MTG CORP	14,571.005	15,321.02	14,931.49
3128MJXY1	FEDERAL HOME LN MTG CORP	7,541.325	8,063.33	7,924.95
3128MJY61	FEDERAL HOME LN MTG CORP	63,617.983	63,657.74	63,236.91
3128PWJH2	FEDERAL HOME LN MTG CORP	2,886.642	3,058.02	3,013.63
31292SCA6	FEDERAL HOME LN MTG CORP	1,914.717	2,073.57	2,055.77
312940RF8	FEDERAL HOME LN MTG CORP	7,755.439	8,274.09	8,345.63
3129447K1	FEDERAL HOME LN MTG CORP	72,176.969	76,620.39	76,204.44
312946LG9	FEDERAL HOME LN MTG CORP	41,544.230	44,296.56	44,678.33
3132M3VZ7	FEDERAL HOME LN MTG CORP	26,443.808	27,563.52	27,820.74
3132M9TT1	FEDERAL HOME LN MTG CORP	9,785.863	10,417.35	10,282.69
3135G0Q22	FEDERAL NATL MTG ASSN	69,000.000	63,032.89	63,392.37
3135G0ZR7	FEDERAL NATL MTG ASSN	28,000.000	28,494.20	28,271.04
3137EADP1	FEDERAL HOME LN MTG CORP	63,000.000	62,571.21	62,918.10
3138AFC24	FEDERAL NATL MTG ASSN	1,375.655	1,477.42	1,483.05
3138ASSD5	FEDERAL NATL MTG ASSN	27,692.520	29,834.34	29,844.78
3138EGFA7	FEDERAL NATL MTG ASSN	21,092.746	22,552.76	22,753.80
3138EJJP4	FEDERAL NATL MTG ASSN	5,966.644	6,623.00	6,518.44

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Cusip	Asset	Units	Basis	Market Value
3138EPAH7	FEDERAL NATL MTG ASSN	2,050.705	2,227.56	2,205.64
3138EQM58	FEDERAL NATL MTG ASSN	2,084.952	2,352.74	2,330.29
3138ETZF6	FEDERAL NATL MTG ASSN	3,536.650	3,737.80	3,688.23
3138NYQR9	FEDERAL NATL MTG ASSN	37,639.673	39,442.27	38,797.09
3138W94X5	FEDERAL NATL MTG ASSN	3,090.837	3,454.02	3,367.87
3138WAHH3	FEDERAL NATL MTG ASSN	20,039.553	21,470.50	21,553.54
3138WBSS5	FEDERAL NATL MTG ASSN	602.406	655.12	647.92
3138WCQG1	FEDERAL NATL MTG ASSN	46,780.832	50,143.21	49,187.71
3138WFKJ4	FEDERAL NATL MTG ASSN	36,483.136	37,951.00	37,418.20
3138WGGZ1	FEDERAL NATL MTG ASSN	5,092.431	5,456.86	5,357.44
3138WHBW1	FEDERAL NATL MTG ASSN GTD	5,058.961	5,554.58	5,444.76
3138WVDL2	FEDERAL NATL MTG ASSN	11,059.798	11,097.81	11,056.59
3138XV4Q0	FEDERAL NATL MTG ASSN	2,258.066	2,412.61	2,373.79
3138XXGEO	FEDERAL NATL MTG ASSN	12,863.697	13,687.80	13,415.16
3138Y3M57	FEDERAL NATL MTG ASSN	5,562.257	6,033.32	5,982.48
3138Y3X71	FEDERAL NATL MTG ASSN	2,948.142	3,155.90	3,100.12
3138YHRS1	FEDERAL NATL MTG ASSN	3,014.363	3,053.93	2,997.81
3138YPVA7	FEDERAL NATL MTG ASSN	4,527.260	4,721.10	4,643.79
31410LNY4	FEDERAL NATL MTG ASSN	45,739.000	49,998.45	49,798.79
31416CCH7	FEDERAL NATL MTG ASSN	1,184.780	1,286.97	1,274.57
31416RRB1	FEDERAL NATL MTG ASSN	873.617	947.87	940.25
31417BLK1	FEDERAL NATL MTG ASSN	34,968.643	36,968.39	36,060.71
31417D2M4	FEDERAL NATL MTG ASSN	22,477.801	21,810.49	22,471.51
31418BG34	FEDERAL NATL MTG ASSN	669.741	713.27	704.36
31418BU79	FEDERAL NATL MTG ASSN	51,638.853	55,253.57	54,319.94
31418CAF1	FEDERAL NATL MTG ASSN	976.188	1,015.69	970.83
31418WPP9	FEDERAL NATL MTG ASSN	11,001.458	11,981.74	11,859.35
31419ANJ2	FEDERAL NATL MTG ASSN	7,350.921	8,237.61	8,204.14
31620M106	FIDELITY NATL INFORMATION SVCS	1,135.000	63,649.26	85,851.40
31620R303	FNF GROUP	756.000	27,865.49	25,673.76
31678A103	FIFTH ST FIN CORP	690.000	4,312.50	3,705.30
317485100	FINANCIAL ENGINES INC	136.000	6,184.36	4,998.00
320517105	FIRST HORIZON NATL CORP	493.000	7,583.71	9,864.93
337738108	FISERV INC	382.000	40,241.40	40,598.96
345370CR9	FORD MTR CO DEL	32,000.000	31,784.96	32,336.00
345605109	FOREST CITY RLTY TR INC	608.000	12,146.57	12,670.72
35471R106	FRANKLIN STR PPTYS CORP	752.000	8,705.55	9,745.92
360873111	GOTHAM NEUTRAL FUND INSTL CL	44,088.622	435,299.95	459,403.44
36191G107	GNC HLDGS INC	330.000	11,144.12	3,643.20
36237H101	G-III APPAREL GROUP LTD	155.000	6,577.46	4,581.80
36962G3P7	GENERAL ELEC CAP CORP	38,000.000	44,791.91	47,824.14

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Cusip	Asset	Units	Basis	Market Value
37253A103	GENTHERM INC	190.000	5,627.35	6,431.50
37518B102	GIGAMON INC	97.000	3,602.88	4,418.35
377316104	GLATFELTER	370.000	7,153.00	8,839.30
37940X102	GLOBAL PMTS INC	84.000	4,685.10	5,830.44
379577208	GLOBUS MED INC CL A	130.000	3,552.89	3,225.30
38141G104	GOLDMAN SACHS GROUP INC	492.000	84,400.49	117,809.40
38143U8H7	GOLDMAN SACHS GROUP INC	47,000.000	48,223.20	47,138.18
382550BC4	GOODYEAR TIRE & RUBR CO	8,000.000	8,442.16	8,440.00
38869PAK0	GRAPHIC PACKAGING INTL INC	8,000.000	8,113.67	8,400.00
401617105	GUESS INC	220.000	3,695.90	2,662.00
404119BM0	HCA INC	8,000.000	8,070.81	8,220.00
404119BS7	HCA INC	8,000.000	8,540.00	8,240.00
40418F108	HFF INC	117.000	5,136.57	3,539.25
405024100	HAEMONETICS CORP	200.000	7,686.70	8,040.00
413160102	HARMONIC INC	563.000	3,321.19	2,815.00
415864107	HARSCO CORP	196.000	2,778.35	2,665.60
419879101	HAWAIIAN HLDGS INC	132.000	6,250.10	7,524.00
428040CJ6	HERTZ CORP	2,000.000	2,047.24	2,000.00
428291108	HEXCEL CORP NEW	125.000	6,449.85	6,430.00
437076BL5	HOME DEPOT INC	32,000.000	32,473.77	31,745.60
438516106	HONEYWELL INTL INC	518.000	36,172.34	60,010.30
43940T109	HOPE BANCORP INC	791.000	11,767.89	17,314.99
44267D107	HOWARD HUGHES CORP	59.000	5,832.28	6,731.90
449172105	HYSTER-YALE MATLS HANDLING INC	52.000	2,624.24	3,316.04
45031UBU4	ISTAR FINL INC	8,000.000	7,627.50	8,030.00
45031UBX8	ISTAR FINL INC	8,000.000	7,886.50	8,040.00
45031UBY6	ISTAR INC UNSECD	8,000.000	7,877.50	8,240.00
451102AX5	ICAHN ENTERPRISES L P / ICAHN	8,000.000	8,279.90	8,170.00
452308109	ILLINOIS TOOL WKS INC	415.000	34,620.16	50,820.90
45245E109	IMAX CORP	152.000	5,672.63	4,772.80
45778Q107	INSPERITY INC	72.000	4,866.72	5,108.40
45784P101	INSULET CORP	90.000	2,778.29	3,391.20
45841N107	INTERACTIVE BROKERS GROUP INC	153.000	6,315.41	5,586.03
459745GF6	INTERNATIONAL LEASE FIN CORP	15,000.000	17,289.72	17,475.00
46069S109	INTERSIL CORP	458.000	5,157.40	10,213.40
461202103	INTUIT	154.000	15,055.02	17,649.94
46145F105	INVESTMENT TECHNOLOGY GRP NEW	240.000	4,613.56	4,737.60
46146L101	INVESTORS BANCORP INC NEW	1,903.000	23,150.45	26,546.85
46284PAP9	IRON MOUNTAIN INC	8,000.000	8,072.89	8,220.00
464287200	ISHARES CORE S&P 500 ETF	16,372.000	3,474,554.73	3,683,536.28
464287507	ISHARES CORE S&P MID CAP ETF	1,176.000	123,549.85	194,439.84

VICTOR E. SPEAS FOUNDATION

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Cusip	Asset	Units	Basis	Market Value
464287655	ISHARES RUSSELL 2000 ETF	4,358.000	380,191.92	587,676.30
466032109	J & J SNACK FOODS CORP	54.000	6,359.30	7,205.22
46625H100	J P MORGAN CHASE & CO	2,155.000	110,075.03	185,954.95
46625HJT8	JPMORGAN CHASE & CO	61,000.000	62,775.56	63,219.18
47102X105	JANUS CAP GROUP INC	914.000	14,245.78	12,128.78
478160104	JOHNSON & JOHNSON	915.000	74,064.28	105,417.15
48123V102	J2 GLOBAL INC	54.000	3,807.96	4,417.20
48238T109	KAR AUCTION SVCS INC	372.000	13,705.11	15,854.64
482539103	KLX INC	356.000	13,034.70	16,059.16
489170100	KENNAMETAL INC	176.000	4,174.14	5,501.76
493267108	KEYCORP NEW	433.000	5,066.10	7,910.91
494580AF0	KINDRED HEALTHCARE INC UNSECD	8,000.000	7,848.10	7,480.00
50060P106	KOPPERS HLDGS INC	145.000	3,018.88	5,843.50
501889AB5	LKQ CORP UNSECD SR NT	8,000.000	8,151.09	7,960.00
505336107	LA Z BOY INC	252.000	7,021.95	7,824.60
513075BE0	LAMAR MEDIA CORP	9,000.000	9,019.46	9,270.00
524686672	LEGG MASON BW ABSOLUTE RETURN	52,015.756	629,095.49	609,104.50
526057104	LENNAR CORP	152.000	6,827.47	6,525.36
526057BT0	LENNAR CORP	8,000.000	8,189.74	8,260.00
526057BV5	LENNAR CORP	8,000.000	7,810.00	7,800.00
527288104	LEUCADIA NATL CORP	490.000	7,382.34	11,392.50
527288BE3	LEUCADIA NATL CORP	8,000.000	8,030.49	8,471.84
527298BH5	LEVEL 3 FING INC UNSECD GTD	7,000.000	7,146.72	7,140.00
52729NBX7	LEVEL 3 COMMUNICATIONS INC SR	8,000.000	8,084.72	8,220.00
530307107	LIBERTY BROADBAND-A	93.000	4,902.86	6,738.78
530307305	LIBERTY BROADBAND-C	296.000	15,904.08	21,924.72
53046P109	LIBERTY EXPEDIA HLDGS INC	172.000	5,746.25	6,823.24
53071M856	LIBERTY INTERACTIVE CORP	259.000	8,654.31	9,549.33
531229409	LIBERTY MEDIA CORP DEL	146.000	4,294.02	5,039.92
531229607	LIBERTY MEDIA CORP DEL	371.000	10,668.37	12,584.32
531229854	LIBERTY MEDIA CORP DEL	136.000	2,729.47	4,260.88
531229870	LIBERTY MEDIA CORP DEL	46.000	1,008.12	1,442.10
536797103	LITHIA MTRS INC	78.000	9,124.46	7,552.74
539830BF5	LOCKHEED MARTIN CORP	32,000.000	31,998.08	32,270.40
540424108	LOEWS CORP	476.000	17,357.81	22,291.08
55261F104	M & T BK CORP	115.000	15,047.35	17,989.45
552848AF0	MGIC INVT CORP WISCONSIN	12,000.000	12,501.43	12,510.00
552953BY6	MGM RESORTS INTL	15,000.000	16,062.14	16,687.50
55345K103	MRC GLOBAL INC	348.000	4,450.87	7,050.48
55354G100	MSCI INC	47.000	3,236.61	3,702.66
553777103	MTS SYS CORP	134.000	7,983.15	7,597.80

VICTOR E. SPEAS FOUNDATION

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Cusip	Asset	Units	Basis	Market Value
55608B105	MACQUARIE INFRASTRUCTURE CO	214.000	13,456.36	17,483.80
562750109	MANHATTAN ASSOCS INC	109.000	7,062.05	5,780.27
570506AQ8	MARKWEST ENERGY PARTNERS LP /	12,000.000	12,265.35	12,320.16
570535104	MARKEL CORP	49.000	43,119.02	44,320.50
57164Y107	MARRIOTT VACATIONS WORLDWIDE	91.000	6,063.70	7,721.35
573284106	MARTIN MARIETTA MATLS INC	81.000	13,285.58	17,943.93
574599BH8	MASCO CORP	7,000.000	7,612.68	7,735.00
574795100	MASIMO CORP	36.000	1,403.50	2,426.40
576853105	MATRIX SVC CO	200.000	3,874.86	4,540.00
57686G105	MATSON INC	256.000	9,887.04	9,059.84
577933104	MAXIMUS INC	129.000	8,800.37	7,196.91
58155Q103	MCKESSON CORP	254.000	48,389.38	35,674.30
582839106	MEAD JOHNSON NUTRITION CO	97.000	7,322.20	6,863.72
58471A105	MEDIDATA SOLUTIONS INC	134.000	7,286.91	6,655.78
587118AE0	MENS WEARHOUSE INC	5,000.000	4,395.00	4,900.00
58933Y105	MERCK & CO INC	2,043.000	119,735.52	120,271.41
589509108	THE MERGER FD	46,657.207	722,571.70	730,651.86
59156R108	METLIFE INC	1,411.000	61,723.49	76,038.79
594918104	MICROSOFT CORP	1,506.000	70,257.85	93,582.84
594918BD5	MICROSOFT CORP	51,000.000	50,306.94	47,825.25
595017104	MICROCHIP TECHNOLOGY INC	282.000	13,245.51	18,090.30
600544100	MILLER HERMAN INC	42.000	1,176.43	1,436.40
608190104	MOHAWK INDS INC	95.000	17,086.73	18,969.60
60877T100	MOMENTA PHARMACEUTICALS INC	286.000	4,811.12	4,304.30
61174X109	MONSTER BEVERAGE CORP	3,006.000	146,078.92	133,286.04
615369105	MOODYS CORP	359.000	33,679.22	33,842.93
61747YDT9	MORGAN STANLEY	26,000.000	26,781.44	26,195.78
61761JVL0	MORGAN STANLEY	31,000.000	31,059.38	31,369.21
620076307	MOTOROLA SOLUTIONS INC	189.000	13,475.68	15,666.21
629377BU5	NRG ENERGY INC	9,000.000	8,718.75	9,022.50
631103108	NASDAQ INC	844.000	33,135.66	56,649.28
63860UAE0	NATIONSTAR MTG LLC/NATIONSTAR	8,000.000	8,234.96	8,370.00
63860UAK6	NATIONSTAR MTG LLC / NATIONSTAR	10,000.000	9,675.00	10,125.00
63860UAM2	NATIONSTAR MTG LLC/NATIONSTAR	9,000.000	8,995.34	9,146.25
639050103	NATUS MEDICAL INC COM	166.000	7,515.35	5,776.80
641069406	NESTLE S A	1,022.000	71,348.15	73,456.25
64128R608	NEUBERGER BERMAN LONG SHORT	56,412.018	732,545.37	728,843.27
666807102	NORTHROP GRUMMAN CORP	353.000	54,676.69	82,100.74
66987V109	NOVARTIS A G	984.000	102,020.89	71,674.56
670100205	NOVO-NORDISK A S	3,020.000	161,406.36	108,297.20
67103H107	O REILLY AUTOMOTIVE INC	120.000	24,208.06	33,409.20

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Cusip	Asset	Units	Basis	Market Value
674599105	OCCIDENTAL PETE CORP DEL	747.000	61,839.72	53,208.81
683745103	OPHTHOTECH CORP	93.000	6,270.74	449.19
68389X105	ORACLE CORP	3,667.000	143,954.93	140,996.15
68389XBC8	ORACLE CORP	32,000.000	30,708.90	31,368.96
69318G106	PBF ENERGY INC	322.000	8,969.98	8,977.36
693475105	PNC FINL SVCS GROUP INC	735.000	64,371.08	85,965.60
693506107	PPG INDS INC	933.000	99,997.55	88,411.08
69354N106	PRA GROUP INC	143.000	7,455.98	5,591.30
693656AA8	PVH CORP SR UNSECD NT	8,000.000	7,927.50	8,120.00
703481101	PATTERSON-UTI ENERGY INC	63.000	834.16	1,695.96
70509V100	PEBBLEBROOK HOTEL TR	192.000	4,728.13	5,712.00
717081103	PFIZER INC	1,975.000	56,362.53	64,148.00
71714F104	PHARMERICA CORP	70.000	2,384.58	1,760.50
718172109	PHILIP MORRIS INTL INC	1,584.000	137,872.16	144,920.16
73179P106	POLYONE CORP	116.000	3,779.13	3,716.64
737630103	POTLATCH CORP	103.000	3,442.93	4,289.95
739276103	POWER INTEGRATIONS INC	106.000	4,060.49	7,192.10
73935S105	POWERSHARES DB COMMODITY	119,986.000	2,835,231.26	1,900,578.24
74112D101	PRESTIGE BRANDS HLDGS INC	89.000	4,741.28	4,636.90
742718109	PROCTER & GAMBLE CO	1,328.000	104,332.54	111,658.24
742962103	PRIVATEBANCORP INC	102.000	3,889.67	5,527.38
743315103	PROGRESSIVE CORP OHIO	280.000	9,094.81	9,940.00
743713109	PROTO LABS INC	77.000	5,712.63	3,953.95
745867AW1	PULTEGROUP INC	8,000.000	8,237.20	7,940.00
747525103	QUALCOMM INC	2,264.000	141,431.36	147,612.80
74758T303	QUALYS INC	119.000	3,596.90	3,766.35
74925K581	BOSTON PARTNERS LONG/SHORT	48,235.525	749,614.75	745,238.86
750236AT8	RADIAN GROUP INC	8,000.000	8,231.39	8,900.00
750469207	RADIUS HEALTH INC	39.000	2,854.80	1,483.17
754907103	RAYONIER INC	419.000	10,217.45	11,145.40
75886F107	REGENERON PHARMACEUTICALS	253.000	101,965.67	92,873.77
76131D103	RESTAURANT BRANDS INTER INC	664.000	26,005.76	31,646.24
762760AB2	RICE ENERGY INC	8,000.000	8,163.58	8,220.00
767754CG7	RITE AID CORP UNSECD SR NT	8,000.000	8,353.12	8,400.00
770323103	ROBERT HALF INTL INC	89.000	3,542.57	4,341.42
776696106	ROPER TECHNOLOGIES INC	154.000	26,212.55	28,194.32
778296103	ROSS STORES INC	478.000	27,150.19	31,356.80
780153AU6	ROYAL CARIBBEAN CRUISES LTD	8,000.000	8,170.62	8,550.00
783332109	RUTHS HOSPITALITY GROUP INC	199.000	3,499.99	3,641.70
78377T107	RYMAN HOSPITALITY PPTYS INC	73.000	3,980.45	4,599.73
78388J106	SBA COMMUNICATIONS CORP	445.000	41,559.15	45,950.70

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Cusip	Asset	Units	Basis	Market Value
78388JAT3	SBA COMMUNICATIONS CORP	8,000.000	7,980.00	8,120.00
78409V104	S&P GLOBAL INC	249.000	23,130.52	26,777.46
784117103	SEI INVESTMENTS CO	2,073.000	108,582.58	102,323.28
78442FER5	SLM CORP	6,000.000	5,700.00	6,225.00
785592AM8	SABINE PASS LIQUEFACTION LLC	16,000.000	16,175.00	17,120.00
79546E104	SALLY BEAUTY HLDGS INC	306.000	8,305.47	8,084.52
79546VAJ5	SALLY HLDGS LLC / SALLY CAP INC	8,000.000	8,283.82	8,310.00
806857108	SCHLUMBERGER LTD	1,941.000	160,299.61	162,946.95
808625107	SCIENCE APPLICATIONS INTL CORP	98.000	5,313.10	8,310.40
81180WAL5	SEAGATE HDD CAYMAN	9,000.000	8,642.50	8,574.30
81616X103	SELECT COMFORT CORP	129.000	2,027.70	2,917.98
822582AW2	SHELL INTL FIN B V	31,000.000	31,065.27	31,189.41
824348106	SHERWIN WILLIAMS CO	36.000	10,102.26	9,674.64
82481LAB5	SHIRE ACQUISITIONS INVTS IRELAND	33,000.000	33,079.53	31,877.67
825690100	SHUTTERSTOCK INC	76.000	3,472.73	3,611.52
830566105	SKECHERS U S A INC	170.000	5,785.42	4,178.60
832696405	SMUCKER J M CO	473.000	62,325.39	60,572.38
835898107	SOTHEBYS HLDGS INC	68.000	1,412.96	2,710.48
842587CV7	SOUTHERN CO UNSECD SR NT	32,000.000	32,030.06	31,143.36
845467AK5	SOUTHWESTERN ENERGY CO	10,000.000	6,033.75	10,300.00
84920Y106	SPORTSMANS WHSE HLDGS INC	364.000	5,182.08	3,417.96
85172FAJ8	SPRINGLEAF FIN CORP	8,000.000	8,777.52	8,700.00
852061AM2	SPRINT NEXTEL CORP	4,000.000	4,336.37	4,910.00
85375CAX9	STANDARD PAC CORP NEW	7,000.000	7,470.57	7,595.00
85571B105	STARWOOD PPTY TR INC	186.000	4,203.56	4,082.70
858119AZ3	STEEL DYNAMICS INC	8,000.000	7,900.00	8,380.00
86614RAG2	SUMMIT MATLS LLC/SUMMIT MATLS	8,000.000	8,182.50	8,209.92
86765LAC1	SUNOCO LP / SUNOCO FIN CORP	8,000.000	8,160.00	8,160.00
868157108	SUPERIOR ENERGY SVCS INC	271.000	4,923.91	4,574.48
871237103	SYKES ENTERPRISES INC	198.000	3,056.42	5,714.28
87157B103	SYNCHRONOSS TECHNOLOGIES INC	129.000	6,221.71	4,940.70
87157D109	SYNAPTICS INC	61.000	3,875.17	3,268.38
87264AAF2	T-MOBILE USA INC UNSECD SR NT	8,000.000	8,327.88	8,240.00
87264AAH8	T-MOBILE USA INC SR UNSECD	8,000.000	8,288.62	8,440.00
87265H109	TRI POINTE HOMES INC	193.000	2,163.22	2,215.64
88023UAG6	TEMPUR SEALY INTL INC	8,000.000	8,264.46	8,040.00
88033GBU3	TENET HEALTHCARE CORP	8,000.000	8,198.12	8,080.00
880779103	TEREX CORP NEW	124.000	2,159.52	3,909.72
881609101	TESORO CORP	27.000	2,622.99	2,361.15
88160QAD5	TESORO LOGISTICS LP / TESORO	8,000.000	8,286.42	8,400.00
88162F105	TETRA TECHNOLOGIES INC DEL	707.000	3,590.04	3,549.14

VICTOR E. SPEAS FOUNDATION

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Balance Sheet

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Cusip	Asset	Units	Basis	Market Value
88166T101	TESSERA HLDG CORP	114.000	3,424.87	5,038.80
882508104	TEXAS INSTRS INC	1,397.000	69,567.02	101,939.09
883556102	THERMO FISHER SCIENTIFIC CORP	371.000	32,924.96	52,348.10
88579Y101	3M CO	316.000	40,632.83	56,428.12
887317303	TIME WARNER INC	380.000	26,169.03	36,681.40
89233P6S0	TOYOTA MTR CR CORP	31,000.000	30,881.14	30,995.97
893641100	TRANSDIGM GROUP INC	172.000	40,450.91	42,821.12
893647AR8	TRANSDIGM INC	8,000.000	7,960.00	8,200.00
89417E109	TRAVELERS COS INC	600.000	47,285.77	73,452.00
89531P105	TREX INC	102.000	4,691.61	6,568.80
896047AH0	TRIBUNE MEDIA CO UNSECD SR NT	9,000.000	9,094.64	9,146.25
896288107	TRINET GROUP INC	202.000	5,144.77	5,175.24
899896104	TUPPERWARE BRANDS CORP	69.000	3,922.37	3,630.78
902973304	US BANCORP DEL	2,060.000	87,923.98	105,822.20
90347A100	UBIQUITI NETWORKS INC	69.000	3,726.76	3,988.20
907818108	UNION PAC CORP	570.000	48,658.65	59,097.60
911312106	UNITED PARCEL SVC INC	856.000	86,623.72	98,131.84
911365BB9	UNITED RENTALS NORTH AMER INC	9,000.000	8,865.00	9,450.00
912810FS2	UNITED STATES TREAS NT	82,815.160	95,893.39	93,296.25
912810FT0	UNITED STATES TREAS BD	47,000.000	60,943.94	59,469.57
912810PZ5	UNITED STATES TREAS BD	51,789.100	63,188.33	62,465.42
912810QW1	UNITED STATES TREAS BD	77,000.000	84,707.17	76,356.28
912810RE0	UNITED STATES TREAS BDS	60,000.000	64,110.99	66,504.00
912810RH3	UNITED STATES TREAS BD	44,000.000	44,897.79	44,532.84
9128282A7	UNITED STATES TREAS NT	44,000.000	40,301.25	40,468.12
912828B90	UNITED STATES TREAS NT	31,000.000	31,852.05	31,247.07
912828D56	UNITED STATES TREAS NTS	77,000.000	79,050.26	77,358.05
912828F62	UNITED STATES TREAS NT	50,000.000	49,809.03	50,121.00
912828K74	UNITED STATES TREAS NT	67,000.000	65,702.14	64,900.89
912828KQ2	UNITED STATES TREAS NT	102,000.000	108,763.58	106,347.24
912828L24	UNITED STATES TREAS NT	28,000.000	28,613.32	27,674.08
912828M98	UNITED STATES TREAS NT	16,000.000	15,975.92	15,935.68
912828P46	UNITED STATES TREAS NT	81,000.000	79,187.59	75,684.78
912828R36	UNITED STATES TREAS NT	138,000.000	137,381.53	128,685.00
912828RR3	UNITED STATES TREAS NT	145,000.000	147,236.82	145,401.65
912828S43	UNITED STATES TREAS NT	33,000.000	32,905.90	32,520.51
912828SF8	UNITED STATES TREAS NTS	1,000.000	1,014.66	1,001.56
912828TM2	UNITED STATES TREAS NT	13,000.000	12,887.26	12,989.86
912828TY6	UNITED STATES TREAS NT	140,000.000	127,083.36	136,248.00
912828UZ1	UNITED STATES TREAS NT	22,000.000	21,141.49	21,892.64
912828VA5	UNITED STATES TREAS NT	30,000.000	29,353.12	29,586.30

VICTOR E. SPEAS FOUNDATION

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Balance Sheet

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Cusip	Asset	Units	Basis	Market Value
912828VS6	UNITED STATES TREAS NT	118,000.000	119,336.27	120,092.14
912828WD8	UNITED STATES TREAS NT	52,000.000	51,986.66	52,083.20
912828XE5	UNITED STATES TREAS NT	40,000.000	39,785.60	39,878.00
912828XL9	UNITED STATES TREAS NT	80,523.910	78,370.75	80,086.66
913017109	UNITED TECHNOLOGIES CORP	574.000	52,124.11	62,921.88
921943858	VANGUARD FTSE DEVELOPED	53,108.000	2,049,150.58	1,940,566.32
92220P105	VARIAN MED SYS INC	904.000	81,538.25	81,161.12
92340LAA7	VEREIT OPER PARTNERSHIP L P	16,000.000	16,544.57	16,205.60
92342Y109	VERIFONE SYS INC	378.000	7,807.07	6,701.94
92343E102	VERISIGN INC	267.000	23,231.46	20,310.69
92343EAF9	VERISIGN INC UNSECD SR NT	8,000.000	7,938.76	8,080.00
92343VBR4	VERIZON COMMUNICATIONS INC	42,000.000	47,928.44	46,441.08
92343X100	VERINT SYS INC	152.000	6,794.31	5,358.00
92345Y106	VERISK ANALYTICS INC	287.000	21,722.90	23,295.79
92826C839	VISA INC	2,167.000	101,990.09	169,069.34
92826CAF9	VISA INC	31,000.000	31,193.21	32,720.81
92849E101	VITAMIN SHOPPE INC	184.000	5,948.68	4,370.00
929903DT6	WACHOVIA CORP	25,000.000	26,353.82	25,476.25
930059100	WADDELL & REED FINL INC	306.000	6,137.83	5,970.06
930427109	WAGEWORKS INC	100.000	5,806.62	7,250.00
949746101	WELLS FARGO & CO	2,114.000	78,146.33	116,502.54
94974BGA2	WELLS FARGO & CO NEW	36,000.000	35,445.84	35,631.00
957638109	WESTERN ALLIANCE BANCORP	176.000	6,419.13	8,572.96
968223206	WILEY JOHN & SONS INC	154.000	7,495.05	8,393.00
98212B103	WPX ENERGY INC	620.000	4,063.80	9,033.40
98310W108	WYNDHAM WORLDWIDE CORP	36.000	2,890.26	2,749.32
98389B100	XCEL ENERGY INC	1,470.000	58,092.80	59,829.00
988498101	YUM BRANDS INC	913.000	55,249.54	57,820.29
98850P109	YUM CHINA HLDGS INC	1,396.000	36,764.11	36,463.52
989194AM7	ZAYO GROUP LLC / ZAYO CAP INC	8,000.000	8,257.01	8,320.00
989207105	ZEBRA TECHNOLOGIES CORP	158.000	8,455.27	13,550.08
98978V103	ZOETIS INC	762.000	30,502.40	40,789.86
99Z466197	INTERNATIONAL FOCUSED EQUITY	153,145.824	1,544,319.69	1,675,323.43
G0408V102	AON PLC	928.000	97,091.49	103,499.84
G0450A105	ARCH CAP GROUP LTD	156.000	11,316.07	13,461.24
G0551A103	ARRIS INTERNATIONAL PLC	204.000	6,211.78	6,146.52
G0585R106	ASSURED GUARANTY LTD	113.000	2,908.21	4,268.01
G0750C108	AXALTA COATING SYSTEMS LTD	206.000	5,934.11	5,603.20
G1151C101	ACCENTURE PLC	1,026.000	75,321.69	120,175.38
G1991C105	CARDTONICS PLC	82.000	3,264.42	4,474.74
G27823106	DELPHI AUTOMOTIVE PLC	710.000	35,003.92	47,818.50

VICTOR E. SPEAS FOUNDATION
44-6008340
Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
G29183103	EATON CORP PLC	631.000	38,975.57	42,333.79
G4617B105	HORIZON PHARMA PLC	280.000	7,306.46	4,530.40
G4705A100	ICON PLC	109.000	8,529.24	8,196.80
G47567105	IHS MARKIT LTD	289.000	10,528.54	10,233.49
G51502105	JOHNSON CONTROLS INTL PLC	1,753.000	79,656.25	72,206.07
G5480U104	LIBERTY GLOBAL PLC	302.000	9,261.31	9,238.18
G5480U120	LIBERTY GLOBAL PLC	501.000	15,015.32	14,879.70
G5960L103	MEDTRONIC PLC	1,139.000	85,694.28	81,130.97
G9019D104	TRAVELPORT WORLDWIDE LTD	272.000	3,557.93	3,835.20
G9618E107	WHITE MTNS INS GROUP LTD	33.000	24,940.49	27,589.65
G96629103	WILLIS TOWERS	108.000	12,779.27	13,206.24
H1467J104	CHUBB LTD	568.000	55,464.21	75,044.16
M51363113	MELLANOX TECHNOLOGIES LTD	76.000	3,840.13	3,108.40
N7902X106	SENSATA TECH HLDG NV	237.000	8,113.66	9,231.15
990479529	SPEAS FOREST CITY 220 AC	50.000	210,299.50	547,250.00
990480584	SPEAS FARM 520 AC	50.000	247,500.00	1,900,000.00
990600751	SPEAS MOUND CITY 1040 AC	50.000	585,933.94	3,050,000.00
			1,043,733.44	
	Less: Accumulated Depreciation		22,520.00	
			1,021,213.44	
	Cash/Cash Equivalent	832,002.200	832,002.20	832,002.20
	Totals:		32,077,056.95	37,043,056.92