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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 7/01, 2016, and ending 6/30, 2017

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

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

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

G Check all that apply:

<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

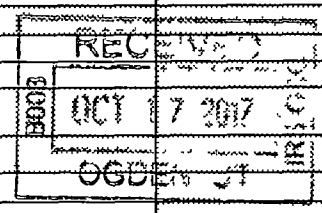
H Check type of organization:

<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust
<input type="checkbox"/> Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 157,556,323.

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)	1,051,785.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,633,705.	2,484,028.		
	5a Gross rents	965,283.	965,283.		
	b Net rental income or (loss) <u>-42,341.</u>				
	6a Net gain or (loss) from sale of assets not on line 10	39,720.			
	b Gross sales price for all assets on line 6a <u>49,694,060.</u>				
	7 Capital gain net income (from Part IV, line 2)		39,720.		
	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	305,615.	313,106.		
12 Total. Add lines 1 through 11		4,996,108.	3,802,137.	0.	
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc		0.		
	14 Other employee salaries and wages		112,484.	94,484.	18,000.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 2		30,182.	30,182.	
	b Accounting fees (attach sch) See St 3		23,577.	4,715.	18,862.
	c Other professional fees (attach sch) See St 4		559,233.	471,224.	67,500.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stmt 5		82,873.	37,641.	2,183.
	19 Depreciation (attach schedule) and depletion See Stmt 6		361,576.	361,576.	
	20 Occupancy				
21 Travel, conferences, and meetings		2,836.	2,836.		
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	See Statement 7	666,394.	647,036.		19,358.
25 Contributions, gifts, grants paid Part XV		1,839,155.	1,649,694.		125,903.
26 Total expenses and disbursements. Add lines 24 and 25		6,681,520.			6,681,520.
27 Subtract line 26 from line 12:		8,520,675.	1,649,694.	0.	6,807,423.
a Excess of revenue over expenses and disbursements		-3,524,567.			
b Net investment income (if negative, enter -0-)			2,152,443.		
c Adjusted net income (if negative, enter -0-)				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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	6,734,220.	6,764,556.	6,764,556.
	3	Accounts receivable ▶ 29,780.			
		Less: allowance for doubtful accounts ▶	7,426.	29,780.	29,780.
	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	46,983.	429,453.	429,453.
	10a	Investments – U.S. and state government obligations (attach schedule) Statement 8	506,645.	1,442,365.	1,442,365.
	b	Investments – corporate stock (attach schedule) Statement 9	68,000,725.	44,262,199.	44,262,199.
	c	Investments – corporate bonds (attach schedule) Statement 10	795,000.	595,000.	595,000.
	11	Investments – land, buildings, and equipment, basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) Statement 11	55,736,178.	88,860,734.	88,860,734.	
14	Land, buildings, and equipment: basis ▶ 15,126,790.				
	Less accumulated depreciation (attach schedule) See Stmt 12 ▶ 1,437,890.	14,028,276.	13,688,900.	13,688,900.	
15	Other assets (describe ▶ See Statement 13)	1,596,837.	1,483,336.	1,483,336.	
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	147,452,290.	157,556,323.	157,556,323.	
LIABILITIES	17	Accounts payable and accrued expenses	30,340.	7,961.	
	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)	254,627.	562,969.	
	23	Total liabilities (add lines 17 through 22)	284,967.	570,930.	
FUNDS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	147,167,323.	156,985,393.	
	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)	147,167,323.	156,985,393.		
31	Total liabilities and net assets/fund balances (see instructions)	147,452,290.	157,556,323.		

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	147,167,323.
2	Enter amount from Part I, line 27a	2	-3,524,567.
3	Other increases not included in line 2 (itemize) ▶ See Statement 15	3	13,602,837.
4	Add lines 1, 2, and 3	4	157,245,593.
5	Decreases not included in line 2 (itemize) ▶ See Statement 16	5	260,200.
6	Total net assets or fund balances at end of year (line 4 minus line 5) –Part II, column (b), line 30	6	156,985,393.

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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a 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			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
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	39,720.
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 (col. (b) divided by col. (c))
2015	6,997,659.	137,185,873.	0.051009
2014	3,707,847.	139,929,780.	0.026498
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

2 Total of line 1, column (d)	2	0.240648
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	0.048130
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	151,599,039.
5 Multiply line 4 by line 3	5	7,296,462.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,524.
7 Add lines 5 and 6	7	7,317,986.
8 Enter qualifying distributions from Part XII, line 4	8	6,807,423.

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 instructions)			
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	43,049.
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	0.
3 Add lines 1 and 2		3	43,049.
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	43,049.
6 Credits/Payments:			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	140,000.	
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	140,000.	
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	96,951.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax 10,000. Refunded	11	86,951.	

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)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file 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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col. (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>FL</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)		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>Richard W. Baker, Ex. Director</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 and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		N/A
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 ▶ Bahamas	X	

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

	Yes	No
File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.</i>)	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 2016?	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 propoganda, 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)? **5 b** N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **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? **6 b** X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7 b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lynnda L. Speer 2535 Success Drive Odessa, FL 33556	Trustee 0	0.	0.	0.
Richard M. Speer 104 Woodmont Blvd., Suite 415 Nashville, TN 37205	Trustee 0	0.	0.	0.
Richard W. Baker 2535 Success Drive Odessa, FL 33556	Executive Di 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
William Kahn 3621 East Kaley Ave. Orlando, FL 32812	Bldg Maintena 40	51,733.	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	Ex Dir/ Mngmt Serv	150,000.

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	1 a	127,968,553.
b	Average of monthly cash balances	1 b	6,543,473.
c	Fair market value of all other assets (see instructions)	1 c	19,395,628.
d	Total (add lines 1a, b, and c)	1 d	153,907,654.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	153,907,654.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,308,615.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	151,599,039.
6	Minimum investment return. Enter 5% of line 5	6	7,579,952.

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	7,579,952.
2 a	Tax on investment income for 2016 from Part VI, line 5	2 a	43,049.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	43,049.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,536,903.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,536,903.
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	7,536,903.

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	1 a	6,807,423.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,807,423.
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	6,807,423.

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				7,536,903.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			3,401,420.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ <u>6,807,423.</u>				
a Applied to 2015, but not more than line 2a			3,401,420.	
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 2016 distributable amount				3,406,003.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				4,130,900.
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 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 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)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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	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)				
<p>a Paid during the year</p> <p>See Statement 18</p>				
<p>Total</p>			▶ 3 a	6,681,520.
<p>b Approved for future payment</p>				
<p>Total</p>			▶ 3 b	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

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

OMB No 1545-0047

2016

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

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	\$ 1,052,849.	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 Roy M. Speer Foundation	Employer identification number 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	\$ 178,948.	8/12/16
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Roy M. Speer Foundation

Employer identification number

59-2785945

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____ N/A
Use duplicate copies of Part III if additional space is needed.

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

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

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

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

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

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

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

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

Roy M. Speer Foundation

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income			
Total	\$ 305,615.	\$ 313,106.	\$ 0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees				
Total	\$ 30,182.	\$ 30,182.	\$ 0.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees				
Total	\$ 23,577.	\$ 4,715.	\$ 0.	\$ 18,862.

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	\$ 409,233.	\$ 388,724.		
Management Services	150,000.	82,500.		\$ 67,500.
Total	\$ 559,233.	\$ 471,224.	\$ 0.	\$ 67,500.

Roy M. Speer Foundation

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

<u>Date</u> <u>Acquired</u>	<u>Cost</u> <u>Basis</u>	<u>Prior Yr</u> <u>Depr</u>	<u>Method</u>	<u>Rate</u>	<u>Life</u>	<u>Current</u> <u>Yr Depr</u>	<u>Net Invest</u> <u>Income</u>	<u>Adjusted</u> <u>Net Income</u>
11/06/14	4,943	211	S/L		39	127	127	0
A/C Unit - US 19								
1/02/15	47,000	1,808	S/L		39	1,205	1,205	0
Landscaping								
2/04/15	30,700	2,899	S/L		15	2,047	2,047	0
Tenant Buildouts								
2/12/15	9,004	327	S/L		39	231	231	0
Carpeting								
4/14/15	2,208	394	S/L		7	315	315	0
Parking Lot Light Upgrade								
5/18/15	20,594	1,487	S/L		15	1,373	1,373	0
Key Card Server - 3700								
10/31/15	2,319	309	S/L		5	464	464	0
Osceola Buildout - 3600								
10/15/15	5,622	108	S/L		39	144	144	0
A/C Units (2) - 3700								
11/15/15	25,200	431	S/L		39	646	646	0
A/C Units (2) - 3600								
11/15/15	26,300	449	S/L		39	674	674	0
Generator Upgrade - 3600								
1/10/16	9,291	119	S/L		39	238	238	0
Parking Lot Curbing-3600								
2/01/16	15,875	441	S/L		15	1,058	1,058	0
A/C Unit - Main Street								
4/25/16	4,400	19	S/L		39	113	113	0
ROI Buildout - 3700								
6/01/16	4,039	9	S/L		39	104	104	0
Walmart Buildout - 3600								
6/01/16	3,800	8	S/L		39	97	97	0
ROI HVAC Unit								
7/12/16	7,800		S/L		39	200	200	0
HVAC								
3/23/17	14,400		S/L		39	92	92	0

Roy M. Speer Foundation

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative Expenses	\$ 20,346.	\$ 988.		\$ 19,358.
Rental Expenses	646,048.	646,048.		
Total	<u>\$ 666,394.</u>	<u>\$ 647,036.</u>	<u>\$ 0.</u>	<u>\$ 19,358.</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>
Wells Fargo	Mkt Val	\$ 1,442,365.	\$ 1,442,365.
	Total	<u>\$ 1,442,365.</u>	<u>\$ 1,442,365.</u>

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>
Merrill Lynch	Mkt Val	\$ 3,610,284.	\$ 3,610,284.
Interphase Ltd. Stock	Mkt Val	3,764,159.	3,764,159.
Wells Fargo	Mkt Val	36,887,756.	36,887,756.
	Total	<u>\$ 44,262,199.</u>	<u>\$ 44,262,199.</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>
Wells Fargo	Mkt Val	\$ 595,000.	\$ 595,000.
	Total	<u>\$ 595,000.</u>	<u>\$ 595,000.</u>

Roy M. Speer Foundation

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Statement 11
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Securities</u>			
Merrill Lynch	Mkt Val	\$ 514,505.	\$ 514,505.
Merrill Lynch	Mkt Val	1,064,976.	1,064,976.
Wells Fargo	Mkt Val	87,104,737.	87,104,737.
Morgan Stanley	Mkt Val	176,516.	176,516.
	Total	<u>\$ 88,860,734.</u>	<u>\$ 88,860,734.</u>

Statement 12
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 2,576.	\$ 1,564.	\$ 1,012.	\$ 1,012.
Machinery and Equipment	5,319.	3,323.	1,996.	1,996.
Buildings	12,866,628.	1,336,607.	11,530,021.	11,530,023.
Improvements	881,399.	96,396.	785,003.	785,001.
Land	1,370,868.		1,370,868.	1,370,868.
Total	<u>\$ 15,126,790.</u>	<u>\$ 1,437,890.</u>	<u>\$ 13,688,900.</u>	<u>\$ 13,688,900.</u>

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

	Book Value	Fair Market Value
Federal Excise Tax Deposits	\$ 106,991.	\$ 106,991.
FINRA Arbitration Receivable	1,317,839.	1,317,839.
Net Intangible Assets	26,986.	26,986.
Utility Deposits	31,520.	31,520.
Total	<u>\$ 1,483,336.</u>	<u>\$ 1,483,336.</u>

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

Security Deposits	\$ 135,515.
Payroll Liabilities	7,344.
Deferred Tax Liability	338,000.
Accrued Real Estate Taxes	82,110.
Total	<u>\$ 562,969.</u>

Roy M. Speer Foundation

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

Accrual to Cash Adjustments	\$ 39,591.
Change in Unrealized Gains/Losses	13,362,877.
Partnership Flow-Through	200,369.
Total	\$ <u>13,602,837.</u>

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

Deferred Tax Adjustment	\$ 260,200.
Total	\$ <u>260,200.</u>

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	Capital Gain Roy M Speer Revocable Trust	Purchased	Various	Various
2	Raymond James	Purchased	Various	Various
3	Raymond James	Purchased	Various	Various
4	Merrill Lynch	Purchased	Various	Various
5	Merrill Lynch	Purchased	Various	Various
6	Merrill Lynch	Purchased	Various	Various
7	Wells Fargo	Purchased	Various	Various
8	Wells Fargo	Purchased	Various	Various
9	Basis Adjustments for Partnership Sales	Purchased	Various	Various
10	Capital Loss Partnership K-1s	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	0.		913,732.	-913,732.				\$-913,732.
2	23299772.		23287901.	11,871.				11,871.
3	29,917.		0.	29,917.				29,917.
4	8134258.		7971821.	162,437.				162,437.
5	2381553.		2356637.	24,916.				24,916.
6	76,034.		0.	76,034.				76,034.
7	15493665.		15124249.	369,416.				369,416.
8	4,078.		0.	4,078.				4,078.
9	258,358.		0.	258,358.				258,358.
10	16,425.		0.	16,425.				16,425.
							Total	\$ <u>39,720.</u>

Roy M. Speer Foundation

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Statement 18
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>
Memorial Sloan Kettering Cancer Center 1275 York Avenue New York NY 10065	N/A	N/A	Charitable	\$ 100,000.
Keswick Christian School, Inc. 10101 54th Avenue North St. Petersburg FL 33708	N/A	N/A	Charitable	25,000.
Nashville Rescue Mission 639 Lafayette Street Nashville TN 37203	N/A	N/A	Charitable	455,000.
Hope International Ministries Inc. 11415 Hope International Dr Tampa FL 33625	N/A	N/A	Charitable	630,000.
Ensworth School 7401 Highway 100 Nashville TN 37221	N/A	N/A	Charitable	250,000.
Campus Crusade for Christ Inc. P.O. Box 628222 Orlando FL 32862	N/A	N/A	Charitable	27,600.
Good Samaritan Health Clinic of Pasco 5334 Aspen St New Port Richey FL 34652	N/A	N/A	Charitable	76,000.
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	220,000.
Tennessee Wildlife Federation Inc. 300 Orlando Avenue Nashville TN 37209	N/A	N/A	Charitable	350,000.

Roy M. Speer Foundation

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

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
The Presidential Prayer Team PO Box 4140 Scottsdale AZ 85261	N/A	N/A	Charitable	\$ 476,520.
Girl Scouts of West Central Florida PO Box 7432 Wesley Chapel FL 33545	N/A	N/A	Charitable	3,000.
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	150,000.
Florida Orchestra, Inc 244 2nd Avenue N. Ste 421 St. Petersburg FL 33701	N/A	N/A	Charitable	100,000.
Howard County Children's Center, Inc. 1577 Hwy 371 West Nashville AR 71852	N/A	N/A	Charitable	30,000.
International Justice Mission PO Box 96961 Washington DC 20037	N/A	N/A	Charitable	40,000.
Nashville Youth for Christ, Inc. PO Box 330027 Nashville TN 37203	N/A	N/A	Charitable	100,000.
Overland Missions Inc. 11 Riverside Drive suite 201 Cocoa FL 32922	N/A	N/A	Charitable	59,000.
Steve's Club National Program #5869 PO Box 1620 St. Petersburg FL 33701	N/A	N/A	Charitable	55,100.

Roy M. Speer Foundation

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

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Trinity College of Florida Inc. 2430 Welbilt Blvd. Trinity FL 34655	N/A	N/A	Charitable	\$ 110,000.
Creation Foundation, Inc. 9723 Little Road New Port Richey FL 34654	N/A	N/A	Charitable	50,000.
High Hopes, Inc. 301 High Hopes Court Franklin TN 37064	N/A	N/A	Charitable	60,000.
Lighthouse Media NA Inc. 9427 Lemon Avenue Temple City CA 91780	N/A	N/A	Charitable	400,000.
Nashville Zoo Inc. 3777 Nolensville Pike Nashville TN 37211	N/A	N/A	Charitable	100,000.
Precious Life Shelter, Inc. PO Box 414 Los Alamitos CA 90720	N/A	N/A	Charitable	30,000.
Tennessee Wildlife Resources Foundation 5000 Linbar Dr. Suite 275 Nashville TN 37211	N/A	N/A	Charitable	5,000.
Bridgepoint Church, Inc. 6690 Crosswinds St. Petersburg FL 33710	N/A	N/A	Charitable	842,600.
Enactus 1959 E. Kerr Street Springfield MO 65804	N/A	N/A	Charitable	40,000.
Fellowship of Christian Athletes 449 Metroplex Dr. Nashville TN 37211	N/A	N/A	Charitable	15,000.
Future Leaders of America Corporation 10526 118th Street Largo FL 33778	N/A	N/A	Charitable	67,600.
Hope House International Inc. PO Box 1097 Franklin TN 37065	N/A	N/A	Charitable	10,000.

Roy M. Speer Foundation

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

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Keystone Prep High School 18105 Gunn Highway Odessa FL 33556	N/A	N/A	Charitable	\$ 192,600.
Ouachita Baptist University 410 Ouachita St., Box 3754 Arkadelphia AR 71998	N/A	N/A	Charitable	10,000.
Public Broadcasting Service WEDU PO Box 31556 Tampa FL 33631	N/A	N/A	Charitable	1,000.
Sugar Tree Baptist Chapel, Inc. 16364 Birdsong Rd. Holladay TN 38341	N/A	N/A	Charitable	30,000.
Tennessee Baptist Children's Home, Inc. 1310 Franklin Rd. Brentwood TN 37027	N/A	N/A	Charitable	20,000.
Tennessee Golf Foundation 400 Franklin Road Franklin TN 37069	N/A	N/A	Charitable	15,000.
Tug McGraw Foundation PO Box 45 Yountville CA 94599	N/A	N/A	Charitable	7,500.
YMCA of Greater St. Petersburg, Inc. 600 1st Avenue N. #201 St. Petersburg FL 33701	N/A	N/A	Charitable	400,000.
Youth and Family Alternative PO Box 1073 New Port Richey FL 33552	N/A	N/A	Charitable	425,000.
Cairn University 200 Manor Avenue Langhorne PA 19047	N/A	N/A	Charitable	8,000.
Cameron Famly Ministries 5737 Kanan Road #180 Agoura Hills CA 91301	N/A	N/A	Charitable	50,000.

Roy M. Speer Foundation

59-2785945

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

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Centerstone Military Servcies, Inc. 44 Vantage Way Suite 400 Nashville TN 37228	N/A	N/A	Charitable	\$ 5,000.
Children's Dream Fund P.O. Box 1881 Saint Petersburg FL 33731	N/A	N/A	Charitable	10,000.
Heroes on the Water 101-C North Greenville Ave #55 Allen TX 75002	N/A	N/A	Charitable	10,000.
Joshua Chamberlain Society 519 Turtle Creek Drive Brentwood TN 37027	N/A	N/A	Charitable	10,000.
Presbyterian Church in America A Corp. 2323 Old Hickory Blvd Nashville TN 37215	N/A	N/A	Charitable	20,000.
Restoration Center of Florida, Inc. 13171 Tara Street Spring Hill FL 34609	N/A	N/A	Charitable	400,000.
Scott Hamilton Cares Foundation, Inc. 2095 Lakeside Centre Way #101 Knoxville TN 37922	N/A	N/A	Charitable	10,000.
U.S. Institute Against Human Trafficking P.O. Box 272463 Tampa FL 33688	N/A	N/A	Charitable	130,000.
Total				\$ 6,681,520.

Statement 19
Form 5471, Page 2, Schedule C, Line 16
Other Deductions

Administrative Expenses	\$	2,150.
Annual Fee		650.
Bank Charges		845.
Insurance		12,707.
Legal Fees		2,648.
Repairs and Maintenance		28,289.