

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052

2016

Open to Public Inspection

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

For calendar year 2016, or tax year beginning 07-01-2016, and ending 06-30-2017

Name of foundation SPELLER FOUNDATION		A Employer identification number 62-1360614	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 405 OAKLEIGH HILL		B Telephone number (see instructions) (615) 370-8165	
City or town, state or province, country, and ZIP or foreign postal code NASHVILLE, TN 372155802		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 310,591		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)	60,000			
	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	8,678	8,678		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-432			
	b Gross sales price for all assets on line 6a 24,786				
	7 Capital gain net income (from Part IV, line 2)				
	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)	-448	84			
12 Total. Add lines 1 through 11	67,798	8,762			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,295	3,295		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,054	1,054		
	24 Total operating and administrative expenses. Add lines 13 through 23	4,349	4,349		0
	25 Contributions, gifts, grants paid	42,613			42,613
26 Total expenses and disbursements. Add lines 24 and 25	46,962	4,349		42,613	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	20,836				
b Net investment income (if negative, enter -0-)		4,413			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,831	34,288	34,288
	2 Savings and temporary cash investments	32,391	20,602	20,602
	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 ▶ _____			
	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)	194,090	192,821	210,711
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	48,167	50,604	44,990
	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)	277,479	298,315	310,591	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	2,587	2,587	
	23 Total liabilities (add lines 17 through 22)	2,587	2,587	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	291,643	291,643	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	-16,751	4,085		
30 Total net assets or fund balances (see instructions)	274,892	295,728		
31 Total liabilities and net assets/fund balances (see instructions) .	277,479	298,315		

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	274,892
2 Enter amount from Part I, line 27a	2	20,836
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	295,728
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	295,728

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 PUBLICALLY TRADED SECURITIES	P		
b WILLIAMS PARTNERS, LP	P		
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 24,686		25,189	-503
b		29	-29
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-503
b			-29
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	-432
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

1 Enter the appropriate amount in each column for each year, see 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	57,924	261,496	0.221510
2014	21,284	240,179	0.088617
2013	37,858	178,819	0.211711
2012	35,975	166,957	0.215475
2011	40,262	151,548	0.265672

2 Total of line 1, column (d)	2	1.002985
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	0.200597
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	275,519
5 Multiply line 4 by line 3	5	55,268
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	44
7 Add lines 5 and 6	7	55,312
8 Enter qualifying distributions from Part XII, line 4	8	42,613

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)

Table with 11 rows for excise tax calculations. Includes sections 1a through 11 with descriptions of tax components and amounts. Total amount owed is 62, with 62 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions 1a through 10 regarding political activities, unrelated business income, and substantial contributors. Includes 'Yes' and 'No' columns for responses.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

Located at 480 JAMES ROBERTSON PKWY NASHVILLE TN ZIP+4 372191212

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here. Yes No

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DR LAWRENCE W SPELLER 405 OAKLEIGH HILL NASHVILLE, TN 372155802	TRUSTEE 1 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. Yes No

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

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	
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 ▶	

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	246,215
b	Average of monthly cash balances.	1b	33,500
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	279,715
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	
3	Subtract line 2 from line 1d.	3	279,715
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,196
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	275,519
6	Minimum investment return. Enter 5% of line 5.	6	13,776

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	13,776
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	88
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	88
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	13,688
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	13,688
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	13,688

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	42,613
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	42,613
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	42,613

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				13,688
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.	32,983			
b From 2012.	27,763			
c From 2013.	29,082			
d From 2014.	9,829			
e From 2015.	44,931			
f Total of lines 3a through e.	144,588			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 42,613				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				13,688
e Remaining amount distributed out of corpus	28,925			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	173,513			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				0
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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	32,983			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	140,530			
10 Analysis of line 9				
a Excess from 2012.	27,763			
b Excess from 2013.	29,082			
c Excess from 2014.	9,829			
d Excess from 2015.	44,931			
e Excess from 2016.	28,925			

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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))

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

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
 DR LAWRENCE W SPELLER
 405 OAKLEIGH HILL
 NASHVILLE, TN 37215
 (615) 370-8165

b The form in which applications should be submitted and information and materials they should include
 WRITTEN APPLICATION REQUESTING FUNDS

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE

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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				42,613
b <i>Approved for future payment</i>				
Total ▶ 3b				


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ADVENTURE SCIENCE CENTER 800 FORT NEGLEY BLVD NASHVILLE, TN 37203	NONE		GENERAL USE	100
CHABAD OF NASHVILLE 95 BELLEVUE ROAD NASHVILLE, TN 37221	NONE		GENERAL USE	100
CONGREGATION SHAARE EMETH 11645 LADUE ROAD ST LOUIS, MO 63141	NONE		GENERAL USE	6,143
THE GLEASON INITIATIVE FOUNDATION PO BOX 24493 NEW ORLEANS, LA 70184	NONE		GENERAL USE	200
GORDON JEWISH COMMUNITY CENTER 801 PERCY WARNER BLVD NASHVILLE, TN 37205	NONE		GENERAL USE	150
Total ▶ 3a				42,613

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
GRASSLAND SCHOOL COMMUNITY ASSOCIATION 6803 MANLEY LANE BRENTWOOD, TN 37027	NONE		GENERAL USE	250
JEWISH FAMILY SERVICES 801 PERCY WARNER BLVD SUITE 103 NASHVILLE, TN 37205	NONE		GENERAL USE	1,075
JEWISH FEDERATION OF NASHVILLE 801 PERCY WARNER BLVD SUITE 101 NASHVILLE, TN 37205	NONE		GENERAL USE	19,500
RONALD MCDONALD HOUSE CHARITIES OF NASHVILLE TENNESSEE INC 2144 FAIRFAX AVENUE NASHVILLE, TN 37212	NONE		GENERAL USE	2,650
THE JEWISH TEMPLE CONGREGATION OHABAI SHOLOM 5015 HARDING ROAD NASHVILLE, TN 37205	NONE		GENERAL USE	4,125
Total ▶ 3a				42,613

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WEST END SYNAGOGUE 3814 WEST END AVENUE NASHVILLE, TN 37205	NONE		GENERAL USE	8,320
Total 				42,613
3a				

TY 2016 Accounting Fees Schedule**Name:** SPELLER FOUNDATION**EIN:** 62-1360614

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JACOBS, COHEN & ASSOCIATES, PLLC	3,295	3,295		

TY 2016 Investments Corporate Bonds Schedule

Name: SPELLER FOUNDATION

EIN: 62-1360614

Name of Bond	End of Year Book Value	End of Year Fair Market Value
10,000 GMAC SMARTNOTES 7% 11/15/24		

TY 2016 Investments Corporate Stock Schedule**Name:** SPELLER FOUNDATION**EIN:** 62-1360614

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC 60 SHS	3,300	4,351
ALTRIA GROUP INC 62 SHS	3,965	4,617
AMGEN INC 27 SHS	3,219	4,650
ANALOG DEVICES INC 40 SHS	3,235	3,112
APOLLO GLOBAL MGMT LLC CL A 190 SHS	4,323	5,026
APPLE INC 50 SHS	5,748	7,201
ARES CAPITAL CORP 307 SHS	5,625	5,029
AUTOMATIC DATA PROCESSING 41 SHS		
BB&T CORP 76 SHS	2,964	3,451
BLACKSTONE GROUP LP 150 SHS	4,412	5,003
CHENIERE ENERGY PARTNERS LP 145 SHS	2,898	4,698
CHEVRON CORPORATION 25 SHS	3,214	2,608
CHEVRON CORPORATION 50 SHS	3,863	5,217
CVS HEALTH CORPORATION 35 SHS		
EMERSON ELECTRIC 49 SHS		
EXXON MOBIL CORP 35 SHS		
FACEBOOK INC 50 SHS	4,663	7,549
GENERAL ELECTRIC 126 SHS	3,298	3,403
GILEAD SCIENCES INC 50 SHS	5,456	3,539
GOLAR LNG LTD 80 SHS	4,700	1,780
HARLEY DAVIDSON INC 50 SHS		
HASBRO INC 51 SHS	2,747	5,687
HAWAIIAN ELEC INDS INC 195 SHS	4,844	6,314
HOME DEPOT 32 SHS	3,229	4,909
ILLINOIS TOOL WORKS INC 38 SHS	3,260	5,444
INTEL CORP 105 SHS	3,280	3,543
ISHARES INTL SELECT ETF 255 SHS	9,965	8,344
JOHNSON AND JOHNSON 31 SHS	3,265	4,101
JPMORGAN CHASE AND CO 59 SHS	3,262	5,393
KROGER COMPANY 50 SHS	1,850	1,166

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LEXINGTON REALTY TRUST REIT 500 SHS	5,127	4,955
LIBERTY PROPERTY TRUST REIT 88 SHS	3,301	3,582
LYONDELLBASELL IND AF SCA 33 SHS	3,255	2,785
MICROSOFT CORP 79 SHS	3,279	5,445
NIKE INC 60 SHS	3,200	3,540
PFIZER INC 98 SHS	3,325	3,292
PHILIP MORRIS INTL INC 38 SHS		
PHILLIPS 66 40 SHS		
PINNACLE FINANCIAL PARTNERS INC 100	4,946	6,280
PJP PARTNERS INC 3 SHS	11	121
PROCTOR & GAMBLE CO 32 SHS	2,405	2,789
QUALCOMM INC 49 SHS	3,285	2,706
RAYTHEON COMPANY 20 SHS	2,956	3,230
SKYWORKS SOLUTIONS INC 50 SHS	4,574	4,798
STARBUCKS CORP 56 SHS	3,167	3,265
STARWOOD PROPERTY TR INC 205 SHS	4,796	4,590
STRYKER CORP 39 SHS	3,263	5,412
TARGET CORP 55 SHS		
TRACTOR SUPPLY COMPANY 100 SHS	8,819	5,421
TJX COS INC 44 SHS	3,286	3,175
TRANSCANADA CORP 69 SHS	3,214	3,289
UNITED PARCEL SERVICE-B 32 SHS	3,281	3,539
UNITED TECHNOLOGIES CORP 28 SHS	3,197	3,419
VERIZON COMMUNICATIONS 100 SHS	4,913	4,466
VERIZON COMMUNICATIONS 54 SHS	2,431	2,412
WELLTOWER INC 85 SHS	5,035	6,362
WILLIAMS COMPANIES INC 85 SHS	4,894	2,574
WILLIAMS PARTNERS LP 78 SHS	2,276	3,129

TY 2016 Investments - Other Schedule**Name:** SPELLER FOUNDATION**EIN:** 62-1360614

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANGEL OAK MULTI STR INC 851.114 SHS	FMV	10,311	9,609
MAINGATE MLP FD CL I 717.778 SHS	FMV	9,877	6,905
MAINSTAY UNCONSTR BND FD 1023.615SHS	FMV	9,630	9,069
NUVEEN STRATEGIC INC FD 866.601 SHS	FMV	9,929	9,229
PRINCIPAL GLOBAL DIVERSI 734.337 SHS	FMV	10,857	10,178

TY 2016 Other Expenses Schedule**Name:** SPELLER FOUNDATION**EIN:** 62-1360614**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT ADVISOR FEES	1,035	1,035		
MISCELLANEOUS	19	19		

TY 2016 Other Income Schedule**Name:** SPELLER FOUNDATION**EIN:** 62-1360614**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
APOLLO GLOBAL MANAGEMENT, LLC	26	26	
THE BLACKSTONE GROUP L P	57	57	
WILLIAMS PARTNERS LP	1	1	
FEDERAL EXCISE TAX REFUND	365		
CHENIERE ENERGY PARTNERS, LP	-447		
WILLIAMS PARTNERS LP	-450		

TY 2016 Other Liabilities Schedule**Name:** SPELLER FOUNDATION**EIN:** 62-1360614

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO TRUSTEE	2,587	2,587

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0047
2016

Name of the organization
SPELLER FOUNDATION

Employer identification number
62-1360614

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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 other 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 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization SPELLER FOUNDATION	Employer identification number 62-1360614
---	---

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SADYE SPELLER TRUST UW 150 4TH AVENUE NORTH 9TH FLOOR NASHVILLE, TN 37219	\$ 60,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Name of organization SPELLER FOUNDATION	Employer identification number 62-1360614
---	---

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.) ▶ \$ _____
 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
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>