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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending

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

Use the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.

**TRUST ESTATE OF GEORGE B. RILEY
(TESTAMENTARY)
8595 BEECHMONT AVENUE #304
CINCINNATI, OH 45255**

A Employer identification number

31-0654315

B Telephone number (see the instructions)

513-621-5017

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****H Check type of organization:** ☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I Fair market value of all assets at end of year (from Part II, column (c), line 16)**

\$ 24,429,485.

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 the 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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	64,085.	64,085.	64,085.	
	4 Dividends and interest from securities	458,654.	458,654.	458,654.	
	5a Gross rents				
	b Net rental income or (loss)		Statement 1		
	6a Net gain/(loss) from sale of assets not on line 10	-307,628.			
	b Gross sales price for all assets on line 6a	4,932,457.			
	7 Capital gain net income (from Part IV, line 2)		26,748.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	215,111.	549,487.	522,739.		
ADMINISTRATIVE OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	75,000.	31,122.		43,878.
	14 Other employee salaries and wages	21,000.	8,714.		12,286.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 2	38,500.	15,976.		22,524.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 3	13,873.	5,757.		8,116.
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stmt 4	1,871.	777.		1,094.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	2,160.	896.		1,264.
	21 Travel, conferences, and meetings	820.	340.		480.
	22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	7,692.	3,192.		4,500.	
24 Total operating and administrative expenses. Add lines 13 through 23	160,916.	66,774.		94,142.	
25 Contributions, gifts, grants paid Part XV	1,330,000.			1,330,000.	
26 Total expenses and disbursements. Add lines 24 and 25	1,490,916.	66,774.	0.	1,424,142.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,275,805.				
b Net investment income (if negative, enter -0-)		482,713.			
c Adjusted net income (if negative, enter -0-)			522,739.		

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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
A S S E T S	1 Cash — non-interest-bearing	32,852.	13,261.	13,261.
	2 Savings and temporary cash investments	995,308.	1,634,873.	1,634,873.
	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 the 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	12,540.	17,598.	17,598.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	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) Statement 6	24,740,385.	22,857,743.	22,763,753.	
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 instructions. Also, see page 1, item I)	25,781,085.	24,523,475.	24,429,485.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	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)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	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	25,781,085.	24,523,475.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see the instructions)	25,781,085.	24,523,475.		
31 Total liabilities and net assets/fund balances (see the instructions)	25,781,085.	24,523,475.		

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	25,781,085.
2 Enter amount from Part I, line 27a	2	-1,275,805.
3 Other increases not included in line 2 (itemize) See Statement 7	3	41,042.
4 Add lines 1, 2, and 3	4	24,546,322.
5 Decreases not included in line 2 (itemize) See Statement 8	5	22,847.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	24,523,475.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Capital gain dividends				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			26,748.
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	26,748.
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 the instructions). If (loss), enter -0- in Part I, line 8 []		3	0.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	1,632,058.	26,607,614.	0.061338
2007	1,511,996.	30,347,859.	0.049822
2006	1,202,558.	28,886,361.	0.041631
2005	1,097,980.	28,371,805.	0.038700
2004	691,517.	26,340,469.	0.026253

2 Total of line 1, column (d)	2	0.217744
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	0.043549
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	22,821,772.
5 Multiply line 4 by line 3	5	993,865.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,827.
7 Add lines 5 and 6	7	998,692.
8 Enter qualifying distributions from Part XII, line 4	8	1,424,142.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,827.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,827.
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	4,827.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	22,425.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	22,425.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	17,598.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 17,598. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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		
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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) OH		
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 2009 or the taxable year beginning in 2009 (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

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SUSAN SATTERGREN</u> Telephone no. <u>(513) 621-5017</u> Located at <u>8595 BEECHMONT AVE SUITE 304 CINCINNATI OH</u> ZIP + 4 <u>45255</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input checked="" type="checkbox"/> <u>X</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> 0.			

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? <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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
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 the instructions.)	2b	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. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 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 2009)	3b	N/A
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 2009?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b 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)

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 X

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 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
HUBERT C. AUBURN 25415 LAKE ROAD BAY VILLAGE, OH 44140	Trustee 1.00	25,000.	0.	0.
DAVID N. HALL 8200 BRILL ROAD CINCINNATI, OH 45243	Trustee 1.00	25,000.	0.	0.
STEPHEN M. WINHUSEN 1889 BEECH GROVE DRIVE CINCINNATI, OH 45233	Trustee 1.00	25,000.	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				

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

0

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	21,274,867.
b Average of monthly cash balances	1b	1,894,445.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	23,169,312.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	23,169,312.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	347,540.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,821,772.
6 Minimum investment return. Enter 5% of line 5	6	1,141,089.

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	1,141,089.
2a Tax on investment income for 2009 from Part VI, line 5	2a	4,827.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,827.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,136,262.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,136,262.
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	1,136,262.

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	1,424,142.
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	1,424,142.
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	4,827.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,419,315.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,136,262.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			1,094,710.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,424,142.				
a Applied to 2008, but not more than line 2a			1,094,710.	
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 2009 distributable amount				329,432.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				806,830.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 10				
Total			3a	1,330,000.
b Approved for future payment				
Total			3b	

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

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?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash		X
(2)	Other assets		X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization		X
(2)	Purchases of assets from a noncharitable exempt organization		X
(3)	Rental of facilities, equipment, or other assets		X
(4)	Reimbursement arrangements		X
(5)	Loans or loan guarantees		X
(6)	Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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]


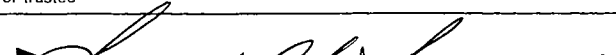
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

SIGN HERE	 Signature of officer or trustee		3/10/10 Date	Trustee Title	
	Paid Pre- parer's Use Only	 Preparer's signature		3/8/10 Date	Check if self employed <input type="checkbox"/>
Firm's name (or yours if self employed), address, and ZIP code Frost Brown Todd LLC 2200 PNC Center, 201 East 5th Street Cincinnati, OH 45202		EIN		Phone no (513) 651-6800	

BAA

Form 990-PF (2009)

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	12,600 ISHARES TR 1-3 YR TREAS		
Date Acquired:	12/06/2004		
How Acquired:	Purchase		
Date Sold:	1/13/2009		
To Whom Sold:			
Gross Sales Price:	1,063,588.		
Cost or Other Basis:	1,027,486.		
Basis Method:	Cost		
		Gain (Loss)	36,102.
Description:	9700 ISHARES LEHMAN AGG BD FD		
Date Acquired:	12/06/2004		
How Acquired:	Purchase		
Date Sold:	1/13/2009		
To Whom Sold:			
Gross Sales Price:	998,104.		
Cost or Other Basis:	993,112.		
Basis Method:	Cost		
		Gain (Loss)	4,992.
Description:	2550 ISHARES LEHMAN AGG BD FD		
Date Acquired:	12/06/2004		
How Acquired:	Purchase		
Date Sold:	3/19/2009		
To Whom Sold:			
Gross Sales Price:	258,518.		
Cost or Other Basis:	261,076.		
Basis Method:	Cost		
		Gain (Loss)	-2,558.
Description:	3570 ISHARES TR 1-3 YR TREAS		
Date Acquired:	12/06/2004		
How Acquired:	Purchase		
Date Sold:	3/19/2009		
To Whom Sold:			
Gross Sales Price:	300,235.		
Cost or Other Basis:	291,121.		
Basis Method:	Cost		
		Gain (Loss)	9,114.
Description:	19700 ISHARES S&P 1500 IND FD		
Date Acquired:	12/07/2004		
How Acquired:	Purchase		
Date Sold:	6/18/2009		
To Whom Sold:			
Gross Sales Price:	811,755.		
Cost or Other Basis:	1,048,961.		
Basis Method:	Cost		
		Gain (Loss)	-237,206.

Federal Statements
TRUST ESTATE OF GEORGE B. RILEY
(TESTAMENTARY)

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	12,030 ISHARES S&P 1500 IND FD		
Date Acquired:	12/07/2004		
How Acquired:	Purchase		
Date Sold:	9/15/2009		
To Whom Sold:			
Gross Sales Price:	560,638.		
Cost or Other Basis:	640,559.		
Basis Method:	Cost		
		Gain (Loss)	-79,921.
Description:	18,363 ISHARES S&P 1500 IND FD		
Date Acquired:	12/07/2004		
How Acquired:	Purchase		
Date Sold:	12/22/2009		
To Whom Sold:			
Gross Sales Price:	912,871.		
Cost or Other Basis:	977,770.		
Basis Method:	Cost		
		Gain (Loss)	-64,899.
		Total	<u>\$ -334,376.</u>

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FBT	\$ 38,500.	\$ 15,976.		\$ 22,524.
Total	<u>\$ 38,500.</u>	<u>\$ 15,976.</u>	<u>\$ 0.</u>	<u>\$ 22,524.</u>

Statement 3
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
5/3RD BANK FEES	\$ 145.	\$ 60.		\$ 85.
	13,728.	5,697.		8,031.
Total	<u>\$ 13,873.</u>	<u>\$ 5,757.</u>	<u>\$ 0.</u>	<u>\$ 8,116.</u>

Federal Statements
TRUST ESTATE OF GEORGE B. RILEY
(TESTAMENTARY)

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BWC	\$ 194.	\$ 81.		\$ 113.
FICA	1,607.	667.		940.
SUTA	70.	29.		41.
Total	\$ 1,871.	\$ 777.	\$ 0.	\$ 1,094.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE	\$ 5,239.	\$ 2,174.		\$ 3,065.
OH FOUNDATION FEE	200.	83.		117.
SUPPLIES/MISCELLANEOUS	1,201.	498.		703.
TELEPHONE	1,052.	437.		615.
Total	\$ 7,692.	\$ 3,192.	\$ 0.	\$ 4,500.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
MUTUAL FUNDS/ISHARES HELD 5/3RD	Cost	\$ 22,857,743.	\$ 22,763,753.
Total		\$ 22,857,743.	\$ 22,763,753.

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

DIV REC'D 2009 RPT 2008	\$ 39,159.
INT REC'D 2009 RPT 2008	1,883.
Total	\$ 41,042.

Statement 8
Form 990-PF, Part III, Line 5
Other Decreases

CAP GAIN REC'D 2010 RPT 2009	\$ 17,823.
FED 990 TAX 2009	4,827.
INT REC'D 2001 RPT 2009	146.
MISCELLANEOUS	51.
Total	\$ 22,847.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: GEORGE B. RILEY TRUST
Care Of: SUSAN SATTERGREN
Street Address: 8595 BEECHMONT AVENUE
City, State, Zip Code: CINCINNATI, OH 45255
Telephone: (513) 621-5017
Form and Content:
Submission Deadlines:
Restrictions on Awards:

Statement 10
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>
DOHN HIGH SCHOOL 608 EAST MCMILLAN STREET CINCINNATI, OH 45206	NONE	501c3	EDUCATION	\$ 20,000.
CINCINNATI HABITAT FOR HUMANITY 201 WEST EIGHT STREET CINCINNATI, OH 45202	NONE	501c3	HOUSING	60,000.
CHRIST'S COMMUNITY (COLLEGE HILL) 5819 SALVIA CINCINNATI, OH 45224	NONE	501c3	NEIGHBORHOOD CENTER	25,000.
CROSSROAD HEALTH CENTER 5 E LIBERTY ST CINCINNATI, OH 45210	NONE	501c3	HEALTH CENTER	20,000.
ANNA LOUISE INN 300 LYTTLE STREET CINCINNATI, OH 45202	NONE	501c3	WOMEN'S SERVICES	30,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ARC HAMILTON COUNTY 801 W 8TH ST CINCINNATI, OH 45203	NONE	501c3	MENTAL HEALTH SERVICES	\$ 20,000.
CHILDREN'S DENTAL CARE FOUNDAT 3333 BURNET AVE CINCINNATI, OH 45229	NONE	501c3	CHILDREN'S DENTAL CARE	30,000.
CINCINNATI WORKS 37 WEST 7TH STREET, SUITE 200 CINCINNATI, OH 45202	NONE	501c3	JOBS ASSISTANCE	20,000.
CITY CURE 1947 AUBURN CINCINNATI, OH 45219	NONE	501c3	NEIGHBORHOOD CENTER	30,000.
CITY GOSPEL MISSION 1419 VINE STREET CINCINNATI, OH 45210	NONE	501c3	CITY GOSPEL MISSION	30,000.
COMMUNITY LAND COOPERATIVE CIN 727 EZZARD CHARLES DRIVE CINCINNATI, OH 45203	NONE	501c3	NEIGHBORHOOD CENTER	25,000.
CORNERSTONE 1115 PENDLETON STREET, #2NW CINCINNATI, OH 45210	NONE	501c3	HOUSING PROGRAMS	25,000.
DRESS FOR SUCCESS CINCINNATI 135 4TH STREET CINCINNATI, OH 45202	NONE	501c3	CLOTHING ASSISTANCE	30,000.
EAST END ADULT EDUCATION CENTE 4015 EASTERN AVENUE CINCINNATI, OH 45226	NONE	501c3	ADULT EDUCATION	25,000.
FIRST STEP HOME 2118 ST. MICHAEL STREET CINCINNATI, OH 45204	NONE	501c3	CHEMICAL DEPENDENCY	30,000.
GLAD HOUSE 4721 READING ROAD CINCINNATI, OH 45237	NONE	501c3	CHILDREN'S SERVICES	30,000.
HEALING CONNECTIONS 1601 MADISON ROAD CINCINNATI, OH 45206	NONE	501c3	ELDERLY HEALTH CARE	30,000.

Federal Statements
TRUST ESTATE OF GEORGE B. RILEY
(TESTAMENTARY)

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
HEALTHY BEGINNINGS 210 WILLIAM HOWARD TAFT ROAD CINCINNATI, OH 45219	NONE	501c3	PRENATAL CARE	\$ 30,000.
HOUSE OF REFUGE 115 WOOLPER AVENUE CINCINNATI, OH 45220	NONE	501c3	NEIGHBORHOOD CENTER	35,000.
INTER PARISH MINISTRY 3905 DEBOLT AVENUE CINCINNATI, OH 45244	NONE	501c3	NEIGHBORHOOD CENTER	30,000.
INTERFAITH HOSPITALITY NETWORK 2110 ST. MICHAEL STREET CINCINNATI, OH 45204	NONE	501c3	HOMELESSNESS SERVICES	25,000.
JOBS PLUS 1625 VINE STREET CINCINNATI, OH 45210	NONE	501c3	JOBS TRAINING	30,000.
JOSEPH HOUSE PO BOX 14608 CINCINNATI, OH 45250	NONE	501c3	HOMELESS VETERANS SERVICES	30,000.
LITTLE BROTHERS FRIENDS OF ELDERLY 5530 COLERAIN AVENUE CINCINNATI, OH 45239	NONE	501c3	ELDERLY SERVICES	30,000.
LORD'S GYM 1447 WALNUT STREET CINCINNATI, OH 45202	NONE	501c3	NEIGHBORHOOD CENTER	30,000.
LOWER PRICE HILL COMMUNITY SCH 2104 ST. MICHAEL STREET CINCINNATI, OH 45204	NONE	501c3	GED & COLLEGE	30,000.
MERCY CONNECTIONS 1602 MADISON RD CINCINNATI, OH 45206	NONE	501c3	NEIGHBORHOOD CENTER	30,000.
MERCY PROFESSIONAL SERVICES 2330 VICTORY PARKWAY #500 CINCINNATI, OH 45206	NONE	501c3	HEALTH SERVICES	30,000.
MONTESSORI CENTER ROOMS 2505 RIVERSIDE DR CINCINNATI, OH 45202	NONE	501c3	PRESCHOOL	20,000.

Federal Statements
TRUST ESTATE OF GEORGE B. RILEY
(TESTAMENTARY)

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
NORTH FAIRMOUNT COMMUNITY CENT 2569 ST. LEO PLACE CINCINNATI, OH 45225	NONE	501c3	HOUSING/NEIGHBOR HOOD	\$ 30,000.
OPEN DOOR MINISTRY 2366 KEMPER LANE CINCINNATI, OH 45206	NONE	501c3	POVERTY & MENTAL HEALTH SERVICES	25,000.
OUR DAILY BREAD PO BOX 14862 CINCINNATI, OH 45250	NONE	501c3	FOOD PANTRY	30,000.
POWER INSPIRES PROGRESS 727 EZZARD CHARLES DRIVE CINCINNATI, OH 45203	NONE	501c3	JOB TRAINING	30,000.
PRO KIDS 2320 KEMPER RD CINCINNATI, OH 45206	NONE	501c3	CHILDREN'S SERVICES	20,000.
RADIO READING SERVICES 2045 GILBERT AVENUE CINCINNATI, OH 45202	NONE	501c3	BLIND/DISABLED SERVICES	25,000.
ST MONICA'S RECREATION CENTER 10022 CHESTER ROAD CINCINNATI, OH 45215	NONE	501c3	CHILDREN'S SERVICES	30,000.
SISTERS OF MERCY HOME PROGRAM 1602 MADISON RD CINCINNATI, OH 45206	NONE	501c3	ELDERLY SERVICES	30,000.
SMARTMONEY COMMUNITY SERVICES 19 W ELDER ST CINCINNATI, OH 45202	NONE	501c3	FINANCIAL COUNSELING	30,000.
TOM GEIGER HOUSE 2634 MELROSE AVE CINCINNATI, OH 45206	NONE	501c3	BATTERED WOMEN'S SHELTER	30,000.
VISIONS COMMUNITY SERVICES 425 EZZARD CHARLES DRIVE CINCINNATI, OH 45203	NONE	501c3	CHILDREN'S SERVICES	20,000.
WALNUT HILLS KITCHEN 2631 GILBERT AVENUE CINCINNATI, OH 45206	NONE	501c3	FOOD PANTRY	30,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
WOMEN'S CONNECTION 4042 GLENWAY AVENUE CINCINNATI, OH 45205	NONE	501c3	WOMEN'S SERVICES	\$ 30,000.
WORKING IN NEIGHBORHOODS 1814 DREMAN CINCINNATI, OH 45223	NONE	501c3	NEIGHBORHOOD CENTER	30,000.
YOUTH, INC. 2843 MELROSE AVENUE CINCINNATI, OH 45206	NONE	501c3	TROUBLED YOUTH SERVICES	30,000.
EPIC 910-912 YORK STREET CINCINNATI, OH 45214	NONE	501c3	ELDERLY SERVICES	25,000.
LIVING HOPE TRANSITIONAL HOMES 3765 EBENEZER RD CINCINNATI, OH 45248	NONE	501c3	ASSIST HOMELESS WOMEN	15,000.
CWFF CHILD DEVELOPMENT CENTER 430 FOREST AVE CINCINNATI, OH 45229	NONE	501c3	CHILD DEVELOPMENT	10,000.
PRIVATE HOME CARE FOUNDATION 3803 APPLGATE AVE CINCINNATI, OH 45211	NONE	501c3	HOME CARE	10,000.
WESLEY CHAPEL MISSION CENTER 76 E MC MICKEN AVE CINCINNATI, OH 45202	NONE	501c3	MINISTRY	20,000.

Total \$ 1,330,000.