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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: GEORGE & MARGARET MCLANE FOUNDATION

A Employer identification number: 20-7373591

Number and street (or P.O. box number if mail is not delivered to street address): 30 EAST CENTRAL PARKWAY — Room/suite: 1202

B Telephone number (see instructions): 513-312-1960

City or town, state or province, country, and ZIP or foreign postal code: CINCINNATI OH 45202

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 11,024,675

J Accounting method: ☒ Cash ☐ Accrual ☐ 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 ▶ ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	251,568	251,568		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	349,354			
b	Gross sales price for all assets on line 6a 2,278,090				
7	Capital gain net income (from Part IV, line 2)		349,354		
8	Net short-term capital gain			0	
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) STMT 1	-25,763	-25,763		
12	**Total.** Add lines 1 through 11	575,159	575,159	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	108,000	17,100		90,900
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	7,631			
c	Other professional fees (attach schedule) STMT 3	50,944	50,944		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	11,672	17		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch.) STMT 5	3,296	72		
24	**Total operating and administrative expenses.** Add lines 13 through 23	181,543	68,133	0	90,900
25	Contributions, gifts, grants paid SEE STATEMENT 6	477,332			477,332
26	**Total expenses and disbursements.** Add lines 24 and 25	658,875	68,133	0	568,232
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-83,716			
b	**Net investment income** (if negative, enter -0-)		507,026		
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	23,025	19,725	19,732
	2	Savings and temporary cash investments	472,405	615,732	615,732
	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 (att. schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	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) SEE STMT 7	7,427,432	7,203,689	10,389,211
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach sch.) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach sch.) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	7,922,862	7,839,146	11,024,675
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	7,922,862	7,839,146	
	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			
	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)	7,922,862	7,839,146	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,922,862	7,839,146	

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	7,922,862
2	Enter amount from Part I, line 27a	2	-83,716
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,839,146
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	7,839,146

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.)
1a	PUBLICLY-TRADED SECURITIES	P		
b	PUBLICLY-TRADED SECURITIES	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	633,924		636,248	-2,324
b	1,644,166		1,292,488	351,678
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				-2,324
b				351,678
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 — 349,354

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 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))
2012	489,037	8,745,699	0.055917
2011	37,097	180,433	0.205600
2010	2		
2009			
2008			

		Line	Amount
2	Total of line 1, column (d)	2	0.261517
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	0.052303
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,004,255
5	Multiply line 4 by line 3	5	523,253
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,070
7	Add lines 5 and 6	7	528,323
8	Enter qualifying distributions from Part XII, line 4	8	568,232

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: .... (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	5,070
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	5,070
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	5,070
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,840		
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	5,840
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	770
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 770 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JAMES WELLINGHOFF Telephone no. ▶ 513-312-1960

30 EAST CENTRAL PARKWAY #1202

Located at ▶ CINCINNATI OH ZIP+4 ▶ 45202

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

			Yes	No
16	At any time during calendar year 2013, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? N/A	1c		
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.) N/A	2b		
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			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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)? N/A **5b**

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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** No: 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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES WELLINGHOFF CINCINNATI 30 EAST CENTRAL PARKWAY #1202 OH 45202	TRUSTEE 15.00	57,000	0	0
CHRISTOPHER WHEELER CINCINNATI 2482 ROYALVIEW COURT OH 45244	FOUND. MGR. 20.00	51,000	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 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 CONTRIBUTIONS TO 501(C)(3) ORGANIZATIONS - SEE STATEMENT 8	477,332
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	9,600,689
b	Average of monthly cash balances	1b	555,915
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	10,156,604
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	10,156,604
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	152,349
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,004,255
6	**Minimum investment return.** Enter 5% of line 5	6	500,213

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	500,213
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 5,070		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,070
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	495,143
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	495,143
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	495,143

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	568,232
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	568,232
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	5,070
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	563,162

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					495,143
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only					
b Total for prior years: 20 ___ , 20 ___ , 20 ___					
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010					
d From 2011	28,281				
e From 2012	63,376				
f Total of lines 3a through e		91,657			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 568,232					
a Applied to 2012, 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 2013 distributable amount					495,143
e Remaining amount distributed out of corpus		73,089			
5 Excess distributions carryover applied to 2013 (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		164,746			
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 2012. Subtract line 4a from line 2a. Taxable amount – see instructions					
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		164,746			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	28,281				
d Excess from 2012	63,376				
e Excess from 2013	73,089				

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 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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:

JAMES WELLINGHOFF
30 EAST CENTRAL PARKWAY #1202 CINCINNATI OH 45202

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 8				477,332
Total			▶ 3a	477,332
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	251,568	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-25,763	
8 Gain or (loss) from sales of assets other than inventory			18	349,354	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		575,159	0

13 Total. Add line 12, columns (b), (d), and (e) 13 575,159

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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		

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 5-9-14 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
J. CARLYLE ACKLEY	[signature]	05/08/14	PTIN P01232338

Firm's name ▶ BRAMEL & ACKLEY, P.S.C. Firm's EIN ▶ 61-1166184

Firm's address ▶ 1885 DIXIE HIGHWAY SUITE 310 FT. WRIGHT, KY 41011-2663 Phone no 859-341-6700

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PUBLICLY TRADED PARTNERSHIPS	$ -25,763	$ -25,763	$
TOTAL	$ -25,763	$ -25,763	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 7,631	$	$	$
TOTAL	$ 7,631	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEE	$ 50,944	$ 50,944	$	$
TOTAL	$ 50,944	$ 50,944	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES	$ 11,655	$	$	$
FOREIGN TAX PAID	17	17		
TOTAL	$ 11,672	$ 17	$ 0	$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
OFFICE EXPENSES	3,173			
INVESTMENT EXPENSES	72	72		
MISCELLANEOUS	51			
TOTAL	$ 3,296	$ 72	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
15,000					2/02/13
10,000					12/02/13
20,000					9/11/13
10,000					12/02/13
5,000					3/15/13
2,000					12/09/13
20,000					10/16/13
5,000					5/03/13
10,000					1/02/13
3,000					7/19/13
4,100					9/25/13
9,582					10/16/13
2,900					10/18/13
20,000					9/19/13
20,000					9/17/13
3,200					4/03/13
45,000					6/01/13
2,500					11/01/13
50,000					4/09/13
10,000					9/11/13
10,000					11/22/13
10,000					12/12/13
15,000					9/11/13

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants (continued)

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
30,000					4/03/13
1,000					1/07/13
15,000					4/23/13
15,000					12/02/13
15,000					9/13/13
30,000					8/09/13
30,000					1/14/13
2,500					3/04/13
8,631					6/19/13
2,919					7/29/13
10,000					9/10/13
5,000					9/13/13
10,000					12/02/13

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3,000 SH. SEAGATE TECHNOLOGY PLC	$ 78,740	$	COST	$
1,200 SH. AFLAC INC		63,772	COST	80,160
4,000 SH. AK STEEL HOLDING CORP	30,619		COST	
8,000 SH. AK STEEL HOLDING CORP		43,564	COST	65,600
4,262 SH. AT&T INC	117,782		COST	
5,000 SH. AT&T INC		142,727	COST	175,800
300 SH. AMAZON.COM INC	59,454	59,454	COST	119,637
200 SH. APPLE INC	108,434		COST	
300 SH. APPLE INC		154,005	COST	168,306
2,500 SH. ASHLAND INC NEW	123,918	123,918	COST	242,600
4,000 SH. BP PLC	147,550	147,550	COST	194,440
3,000 SH. BANK OF AMERICA CORP	24,325	24,325	COST	46,710
4,760 SH. BRISTOL MYERS SQUIBB	139,063	139,063	COST	252,994
6,000 SH. CSX CORP	116,805	116,805	COST	172,620
2,500 SH. CATERPILLAR INC	211,839		COST	
2,000 SH. CATERPILLAR INC		169,992	COST	181,620

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1,486 SH. CHEVRON CORP	$ 141,638	$	COST	$
1,700 SH. CHEVRON CORP		166,843	COST	212,347
2,353 SH. CINCINNATI FINANCIAL CORP	63,284		COST	
2,000 SH. CISCO SYSTEMS INC	33,057	33,057	COST	44,860
3,500 SH. CLIFFS NATURAL RES INC	203,480		COST	
4,000 SH. CLIFFS NATURAL RES INC		214,035	COST	104,840
2,400 SH. CLOROX COMPANY	162,169		COST	
5,000 SH. COLGATE-PALMOLIVE COMPANY	442,150		COST	
10,000 SH. COLGATE-PALMOLIVE COMPANY		442,150	COST	652,100
15,000 SH. CORNING INC	191,099		COST	
20,000 SH. CORNING INC		250,849	COST	356,400
1,100 SH. CUMMINS INC	100,644		COST	
1,200 SH. CUMMINS INC		126,473	COST	169,164
4,000 SH. DANA HOLDING CORP	63,420		COST	
1,000 SH. DEERE & COMPANY	80,407		COST	
1,500 SH. DEERE & COMPANY		122,690	COST	136,995
1,000 SH. DISNEY WALT COMPANY	31,070		COST	
2,000 SH. DISNEY WALT COMPANY		93,315	COST	152,800
5,000 SH. DOW CHEMICAL COMPANY	130,844	130,844	COST	222,000
1,000 SH. DU PONT E.I.DE NEMOURS		47,660	COST	64,970
3,000 SH. E M C CORP MASS	80,115		COST	
6,000 SH. E M C CORP MASS		151,064	COST	150,900
2,000 SH. ENERGIZER HLDGS INC	138,298		COST	
6,000 SH. EXXON MOBIL CORP	427,384	427,384	COST	607,200
31,904 SH. FIFTH THIRD BANCORP	316,767	316,767	COST	670,941
2,000 SH. FIRST TRUST EUROPE ALPHADE		62,640	COST	66,880
10,000 SH. FIRST TRUST EXCHANGE		198,427	COST	179,300
5,000 SH. FORD MOTOR COMPANY NEW		66,895	COST	77,150
1,000 SH. FREEPORT MCMORAN COPPER	32,400		COST	
3,000 SH. FREEPORT MCMORAN COPPER		98,555	COST	113,220
12,000 SH. GENERAL ELECTRIC COMPANY	182,205	182,205	COST	336,360
10,000 SH. GOODYEAR TIRE & RUBBER	107,450	107,450	COST	238,500
500 SH. HELMERICH & PAYNE INC		31,600	COST	42,040
6,000 SH. INTEL CORP	135,244		COST	
7,000 SH. INTEL CORP		159,414	COST	181,685
1,565 SH. INTEGRYS ENERGY GROUP	74,091		COST	
4,000 SH. JPMORGAN CHASE & COMPANY	129,660		COST	

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3,400 SH. JPMORGAN CHASE & COMPANY	$	$ 110,346	COST	$ 198,832
2,500 SH. JOHNSON & JOHNSON	159,480	159,480	COST	228,975
600 SH. KIMBERLY CLARK CORP	41,361		COST	
3,000 SH. KROGER COMPANY	65,295		COST	
1,000 SH. KROGER COMPANY		21,765	COST	39,530
1,000 SH. LEGGETT & PLATT INC	21,739		COST	
1,600 SH. MARATHON OIL CORP	39,448	39,448	COST	56,480
3,000 SH. MAXWELL TECH INC	27,553	27,553	COST	23,310
1,500 SH. MCDONALDS CORP	128,792	128,792	COST	145,545
2,000 SH. MERIDIAN BIOSCIENCE INC		42,461	COST	53,060
5,000 SH. MICROSOFT CORP	132,531		COST	
6,000 SH. MICROSOFT CORP		159,402	COST	224,460
2,900 SH. NAVISTAR INTERNATIONAL	107,032		COST	
5,000 SH. PNC FINANCIAL SERVICES	234,524	234,524	COST	387,900
1,000 SH. PEABODY ENERGY CORP	21,490		COST	
4,000 SH. PEPCO HLDGS INC	74,675		COST	
2,200 SH. PEPSICO INC	133,379	133,379	COST	182,468
22,600 SH. PFIZER INC	411,829		COST	
12,600 SH. PFIZER INC		229,604	COST	385,938
5,700 SH. PROCTER & GAMBLE COMPANY	351,975		COST	
5,000 SH. PROCTER & GAMBLE COMPANY		308,750	COST	407,050
1,500 SH. STARBUCKS CORP	78,340		COST	
2,300 SH. STARBUCKS CORP		142,473	COST	180,297
3,000 SH. SUPERVALU INC	16,050		COST	
1,300 SH. TARGET CORP	64,825	64,825	COST	82,251
2,000 SH. TENNECO INC	61,490		COST	
1,000 SH. TEREX CORP NEW	26,539		COST	
1,236 SH. TRAVELERS COMPANIES INC	59,677	59,677	COST	111,907
20,000 SH. U S BANCORP DE NEW	442,850		COST	
15,000 SH. U S BANCORP DE NEW		332,138	COST	606,000
800 SH. UNITED PARCEL SERVICE	53,309	53,309	COST	84,064
2,100 SH. VERIZON COMMUNICATIONS	73,642		COST	
3,000 SH. VERIZON COMMUNICATIONS		112,036	COST	147,420
1,500 SH. WGL HOLDINGS INC	60,056		COST	
1,000 SH. WAL-MART STORES INC	51,508		COST	
3,000 SH. BREITBURN ENERGY	42,077		COST	
4,000 SH. BREITBURN ENERGY		47,661	COST	81,360

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1,250 SH. KINDER MORGAN ENERGY	$ 55,077	$	COST	$
2,000 SH. KINDER MORGAN ENERGY		92,598	COST	161,320
2,000 SH. VANGUARD NATURAL RES LLC	46,691	39,171	COST	59,040
5,000 SH. FIRST TRUST AUTO QUANT ANA		48,580	COST	60,815
PLUS(LESS): OPTIONS	-81,207	225	COST	50
TOTAL	$ 7,427,432	$ 7,203,689		$ 10,389,211

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
4 C FOR CHILDREN CINCINNATI OH 45207	1924 DANA AVENUE	501(C)(3)	CHILD CARE ADVOCACY	15,000
4 C FOR CHILDREN CINCINNATI OH 45207	1924 DANA AVENUE	501(C)(3)	CHILD CARE ADVOCACY	10,000
ABILITIES FIRST MIDDLETOWN OH 45044	4710 TIMBERTRAIL DRIVE	501(C)(3)	TRAIN DEVELOPMENTALLY DISABLED	20,000
ARTHRITIS FOUNDATION CINCINNATI OH 45243	7124 MIAMI AVENUE	501(C)(3)	VOLUNTARY HEALTH AGENCY	10,000
ARTWORKS CINCINNATI OH 45202	20 E. CENTRAL PARKWAY	501(C)(3)	EMPLOYS & TRAINS LOCAL YOUTH	5,000
BIG BROTHERS BIG SISTERS CINCINNATI OH 45202	2400 READING ROAD STE 148	501(C)(3)	YOUTH MENTORING	2,000
CET CINCINNATI OH 45214	1223 CENTRAL PARKWAY	501(C)(3)	PUBLIC TELEVISION STATION	20,000
CINCINNATI GOLFERS FOR CHARITY CINCINNATI OH 45208	1212 HIDDEN WOOD PL	501(C)(3)	RAISE AWARENESS FOR LOCAL CHARITIES	5,000
CINCINNATI MEMORIAL HALL SOCIETY CINCINNATI OH 45202	1225 ELM ST	501(C)(3)	OPERATE MEMORIAL HALL AS VENUE	10,000
CINCINNATI MEMORIAL HALL SOCIETY CINCINNATI OH 45202	1225 ELM ST	501(C)(3)	OPERATE MEMORIAL HALL AS VENUE	3,000
CINCINNATI MEMORIAL HALL SOCIETY CINCINNATI OH 45202	1225 ELM ST	501(C)(3)	OPERATE MEMORIAL HALL AS VENUE	4,100

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
CINCINNATI MEMORIAL HALL SOCIETY CINCINNATI OH 45202	1225 ELM ST	501(C)(3)	OPERATE MEMORIAL HALL AS VENUE	9,582
CINCINNATI MEMORIAL HALL SOCIETY CINCINNATI OH 45202	1225 ELM ST	501(C)(3)	OPERATE MEMORIAL HALL AS VENUE	2,900
CINCINNATI SYMPHONY & POPS CINCINNATI OH 45202	1241 ELM ST	501(C)(3)	YOUTH ORCHESTRAS	20,000
CINCINNATI UNION BETHEL CINCINNATI OH 45202	300 LYTLE ST	501(C)(3)	SOCIAL SERVICE - AT RISK POPULATION	20,000
FRANKLIN CITY SCHOOLS FRANKLIN OH 45005	150 EAST 6TH ST	501(C)(3)	CITY SCHOOLS	3,200
FRANKLIN CITY SCHOOLS FRANKLIN OH 45005	150 EAST 6TH ST	501(C)(3)	CITY SCHOOLS	45,000
FRANKLIN CITY SCHOOLS FRANKLIN OH 45005	150 EAST 6TH ST	501(C)(3)	CITY SCHOOLS	2,500
FRED HUTCHINSON CANCER RESEARCH CTR SEATTLE WA 98109	PO BOX 19025	501(C)(3)	CANCER RESEARCH	50,000
HOPE HOUSE RESCUE MISSION MIDDLETOWN OH 45044	34 SOUTH MAIN STREET	501(C)(3)	FAMILY EMERGENCY CENTER	10,000
JUVENILE DIABETES RESEARCH FOUNDATI CINCINNATI OH 45236	8050 HOSBROOK ROAD	501(C)(3)	DIABETES RESEARCH	10,000
KENNEDY HEIGHTS ARTS CENTER CINCINNATI OH 45213	6546 MONTGOMERY ROAD	501(C)(3)	COMMUNITY ART CENTER	10,000
LEAGUE FOR ANIMAL WELFARE BATAVIA OH 45103	4193 TAYLOR RD	501(C)(3)	ANIMAL WELFARE	15,000
LOWER PRICE HILL COMMUNITY SCHOOL CINCINNATI OH 45204	2104 ST MICHAEL ST	501(C)(3)	GED SCHOOL	30,000
MADCAP PUPPETS CINCINNATI OH 45211	3316 GLENMORE AVENUE	501(C)(3)	CHILDREN'S THEATRE	1,000
SPCA CINCINNATI CINCINNATI OH 45249	11900 CONREY RD	501(C)(3)	ANIMAL WELFARE	15,000
SPCA CINCINNATI CINCINNATI OH 45249	11900 CONREY RD	501(C)(3)	ANIMAL WELFARE	15,000
STARFIRE CINCINNATI OH 45227	5030 OAKLAWN DRIVE	501(C)(3)	TRAINING FOR MENTALLY CHALLENGED	15,000

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
STARSHINE HOSPICE CINCINNATI OH 45229	3333 BURNET AVENUE	501(C)(3)	HOSPICE FOR CHILDREN & YOUNG ADULTS	30,000
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	30,000
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	2,500
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	8,631
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	2,919
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	10,000
WINCHESTER-CLARK CO PARKS & RECREAT WINCHESTER KY 40391	15 WHEELER AVENUE	501(C)(3)	PARKS & RECREATION	5,000
YWCA OF GREATER CINCINNATI CINCINNATI OH 45202	898 WALNUT STREET	501(C)(3)	ELIMINATING RACISM/EMPOWERING WOMEN	10,000
TOTAL				477,332