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Form 990-PF

## 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. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation TRUST ESTATE OF GEORGE B RILEY TESTAMENTARY		A Employer identification number 31-0654315
Number and street (or P O box number if mail is not delivered to street address) 411 TERRACE PL P O BOX 356		Room/suite
City or town, state or province, country, and ZIP or foreign postal code TERRACE PARK, OH 45174		
<b>G</b> 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		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 29,469,901		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

<b>Part I</b> 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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,455	21,455	21,455	
	4 Dividends and interest from securities. . . . .	413,905	413,905	413,905	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	717,894			
	b Gross sales price for all assets on line 6a 2,406,754				
	7 Capital gain net income (from Part IV, line 2) . . . . .		717,894		
	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) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	1,153,254	1,153,254	435,360	
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	75,000	31,122		43,878
	14 Other employee salaries and wages . . . . .	24,000	9,959		14,041
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	32,619	13,536		19,083
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .	10,175	10,175		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	1,915	794		1,121
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .	3,600	1,494		2,106
	21 Travel, conferences, and meetings . . . . .	592	246		346
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	8,203	3,404		4,799
	<b>24 Total operating and administrative expenses.</b>	156,104	70,730		85,374
	Add lines 13 through 23 . . . . .	1,237,600			1,237,600
	<b>25 Contributions, gifts, grants paid.</b> . . . . .	1,393,704	70,730		1,322,974
	<b>27 Subtract line 26 from line 12</b>	-240,450			
	<b>a Excess of revenue over expenses and disbursements</b>		1,082,524		
	<b>b Net investment income</b> (if negative, enter -0-) . . . . .				
	<b>c Adjusted net income</b> (if negative, enter -0-) . . . . .			435,360	

<b>Part III</b> <b>Balance Sheets</b>	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
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .	77,425	20,974	20,974
2	Savings and temporary cash investments . . . . .	1,536,542	1,597,139	1,597,139
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 . . . . .	13,913	7,263	7,263
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) . . . . .	20,945,212	20,684,852	27,844,525
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►) . . . . .			
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	22,573,092	22,310,228	29,469,901
<b>Liabilities</b>				
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>				
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
27	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
28	Capital stock, trust principal, or current funds . . . . .	22,573,092	22,310,228	
29	Paid-in or capital surplus, or land, bldg , and equipment fund			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	22,573,092	22,310,228	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	22,573,092	22,310,228	

**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	22,573,092
2	Enter amount from Part I, line 27a . . . . .	2	-240,450
3	Other increases not included in line 2 (itemize) ►	3	11,374
4	Add lines 1, 2, and 3 . . . . .	4	22,344,016
5	Decreases not included in line 2 (itemize) ►	5	33,788
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,310,228

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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<b>1 a</b> Capital Gain Dividends			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			581
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

**(i)** Gains (Col (h) gain minus col (k), but not less than -0-) or  
Losses (from col (h))

<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any
<b>a</b>		
<b>b</b>		
<b>c</b>		
<b>d</b>		
<b>e</b>		

<b>2</b> Capital gain net income or (net capital loss)	<b>2</b>	717,894
<b>3</b> 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

**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 page 18 of the instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2012	1,258,313	26,289,317	0 04786
2011	1,236,424	25,888,129	0 04776
2010	1,112,682	24,591,667	0 04525
2009	1,419,315	22,821,772	0 06219
2008	1,632,058	26,607,614	0 06134

<b>2</b> <b>Total</b> of line 1, column (d).	<b>2</b>	0 26440
<b>3</b> 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	<b>3</b>	0 05288
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	28,027,752
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	1,482,108
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	10,825
<b>7</b> Add lines 5 and 6.	<b>7</b>	1,492,933
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	1,322,974

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>	1	21,650
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2. . . . .	3	21,650
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	21,650
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	28,913
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	28,913
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	7,263
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 7,263 <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input type="checkbox"/> \$ _____ <b>(2) On foundation managers</b> <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? . . . . .	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	Yes	

Website address ► N/A

14	The books are in care of ► SUSAN SATTERGREN	Telephone no ► (513) 621-5017
	Located at ► 411 TERRACE PL P O BOX 356 TERRACE PARK OH	ZIP +4 ► 45174

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ►	15	✓
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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	Yes	No
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See 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**

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? . . . . .	<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 page 20 of the instructions)? . . . . .			
	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? . . . . .			
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .			
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .			
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? . . . . .			

**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))? . . . . . (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . (3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . (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). . . . . (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>		5b	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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		7b	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)**

2. List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
HUBERT C AUBURN 25415 LAKE ROAD BAY VILLAGE, OH 44140	Trustee 1 00	25,000		
JAMES R HALL 1048 ORCHARD RUN DRIVE LEBANON, OH 45036	Trustee 1 00	25,000		
STEPHEN M WINHUSEN 1889 BEECH GROVE DRIVE CINCINNATI, OH 45233	Trustee 1 00	25,000		

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

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

<b>(a) Name and address of each person paid more than \$50,000</b>	<b>(b) Type of service</b>	<b>(c) Compensation</b>
NONE		

## **Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the 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	26,811,371
b	Average of monthly cash balances. . . . .	1b	1,643,200
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	28,454,571
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	
3	Subtract line 2 from line 1d. . . . .	3	28,454,571
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	426,819
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,027,752
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	1,401,388

**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	1,401,388
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	21,650
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	21,650
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,379,738
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	1,379,738
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,379,738

**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	1,322,974
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	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	1,322,974
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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). . . . .	6	1,322,974
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,379,738
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			1,004,181	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f Total of lines 3a through e. . . . .</b>				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 1,322,974				
<b>a</b> Applied to 2012, but not more than line 2a			1,004,181	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				318,793
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				1,060,945
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

**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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information (Complete this part only if the 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

GEORGE B RILEY TRUST  
411 TERRACE PL P O BOX 356  
TERRACE PARK, OH 45174  
(513) 621-5017

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	1,237,600
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>f</b>					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	21,455	
<b>5</b> Net rental income or (loss) from real estate			14	413,905	
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property. . . . .					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .					
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .				435,941	717,313
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations.)				<b>13</b>	<b>1,153,254</b>

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



## 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)				
<b>a Paid during the year</b>				
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	27,000
CROSSROAD HEALTH CENTER 5 E LIBERTY ST CINCINNATI, OH 45210	NONE	501c3	HEALTH CENTER	20,000
CINCINNATI WORKS 37 WEST 7TH STREET SUITE 200 CINCINNATI, OH 45202	NONE	501c3	JOBS ASSISTANCE	18,500
CITY GOSPEL MISSION 1419 VINE STREET CINCINNATI, OH 45210	NONE	501c3	CITY GOSPEL MISSION	90,000
COMMUNITY LAND COOPERATIVE CIN 727 EZZARD CHARLES DRIVE CINCINNATI, OH 45203	NONE	501c3	NEIGHBORHOOD CENTER	10,000
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	25,500
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	35,000
GLAD HOUSE 4721 READING ROAD CINCINNATI, OH 45237	NONE	501c3	CHILDREN'S SERVICES	27,750
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	25,000
INTER PARISH MINISTRY 3905 DEBOLT AVENUE CINCINNATI, OH 45244	NONE	501c3	NEIGHBORHOOD CENTER	27,750
INTERFAITH HOSPITALITY NETWORK 2110 ST MICHAEL STREET CINCINNATI, OH 45204	NONE	501c3	HOMELESSNESS SERVICES	40,000
<b>Total . . . . .</b>				<b>► 3a</b> <b>1,237,600</b>

**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)				
<b>a Paid during the year</b>				
JOBS PLUS 1625 VINE STREET CINCINNATI, OH 45210	NONE	501c3	JOBS TRAINING	27,750
JOSEPH HOUSE PO BOX 14608 CINCINNATI, OH 45250	NONE	501c3	HOMELESS VETERANS SERVICES	27,750
LITTLE BROTHERS FRIENDS OF ELDERLY 5530 COLERAIN AVENUE CINCINNATI, OH 45239	NONE	501c3	ELDERLY SERVICES	27,750
LORD'S GYM 1447 WALNUT STREET CINCINNATI, OH 45202	NONE	501c3	NEIGHBORHOOD CENTER	27,750
LOWER PRICE HILL COMMUNITY SCH 2104 ST MICHAEL STREET CINCINNATI, OH 45204	NONE	501c3	GED & COLLEGE	10,000
MERCY MEDICAL ASSOC formerly Prof S 2330 VICTORY PARKWAY 500 CINCINNATI, OH 45206	NONE	501c3	HEALTH SERVICES	15,000
NORTH FAIRMOUNT COMMUNITY CENT 2569 ST LEO PLACE CINCINNATI, OH 45225	NONE	501c3	HOUSING/NEIGHBORHOOD	27,750
OPEN DOOR MINISTRY 2366 KEMPER LANE CINCINNATI, OH 45206	NONE	501c3	POVERTY & MENTAL HEALTH SERVICES	28,100
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	27,750
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	10,000
ST MONICA'S RECREATION CENTER 10022 CHESTER ROAD CINCINNATI, OH 45215	NONE	501c3	CHILDREN'S SERVICES	30,000
LIFE SPAN SMARTMONEY 19 W ELDER ST CINCINNATI, OH 45202	NONE	501c3	FINANCIAL COUNSELING	20,000
TALBERT HOUSE TOM GEIGER HOUSE 2634 MELROSE AVE CINCINNATI, OH 45206	NONE	501c3	BATTERED WOMEN'S SHELTER	10,000
<b>Total . . . . .</b>				<b>► 3a</b> <b>1,237,600</b>

## 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)				
<b>a Paid during the year</b>				
CHILDREN'S INC VISIONS 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	35,000
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
EPIC 910-912 YORK STREET CINCINNATI, OH 45214	NONE	501c3	ELDERLY SERVICES	25,000
MERCY NEIGHBORHOOD MINISTRIES 1601 MADISON RD CINCINNATI, OH 45206	NONE	501c3	NEIGHBORHOOD CENTER	90,000
LIVING HOPE TRANSITIONAL HOMES 3765 EBENEZER RD CINCINNATI, OH 45248	NONE	501c3	ASSIST HOMELESS WOMEN	25,000
SERENITY HOUSE 508 ELBERON CINCINNATI, OH 45205	NONE	501c3	ADULT RECOVERY	20,000
PROJECT NEHEMIAH 430 FOREST AVE CINCINNATI, OH 45229	NONE	501c3	EDUCATION	37,500
BLOC MINISTRIES INC 3952 NORTH BEND ROAD CINCINNATI, OH 45211	NONE	501c3	NEEDY CHILDREN & FAMILIES	30,000
MADISONVILLE EDUCATION ASSISTANCE C 4600 ERIE AVE CINCINNATI, OH 45227	NONE	501c3	NEEDY CHILDREN & FAMILIES	19,000
CITY LINK 800 BANK ST CINCINNATI, OH 45214	NONE	501c3	POVERTY ASSISTANCE	20,000
HEARING SPEECH DEAF CENTER 2825 BURNET AVE CINCINNATI, OH 45219	NONE	501c3	HEARING & SPEECH SERVICES	10,000
NEW LIFE FURNITURE 11431 WILLIAMSON RD UNIT D CINCINNATI, OH 45241	NONE	501c3	NEEDY FAMILIES	20,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>1,237,600</b>

## TY 2013 Legal Fees Schedule

**Name:** TRUST ESTATE OF GEORGE B RILEY  
TESTAMENTARY

**EIN:** 31-0654315

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FROST BROWN TODD LLC	32,619	13,536	0	19,083

## TY 2013 Other Decreases Schedule

**Name:** TRUST ESTATE OF GEORGE B RILEY  
TESTAMENTARY

**EIN:** 31-0654315

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Amount
2013 U S INCOME TAX	21,650
DIV REC'D 2014 RPT 2013	10,785
DIV REC'D 2014 RPT 2013	1,349
INT REC'D 2014 RPT 2013	4

## TY 2013 Other Expenses Schedule

**Name:** TRUST ESTATE OF GEORGE B RILEY  
TESTAMENTARY

**EIN:** 31-0654315

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	5,378	2,232		3,146
OH FOUNDATION FEE	200	83		117
SUPPLIES/MISCELLANEOUS	1,184	491		693
TELEPHONE	1,441	598		843

## TY 2013 Other Increases Schedule

**Name:** TRUST ESTATE OF GEORGE B RILEY  
TESTAMENTARY

**EIN:** 31-0654315

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Amount
DIV REC'D 2013 RPT 2012	10,153
DIV REC'D 2013 RPT 2012	1,215
INT REC'D 2013 RPT 2012	3
ROUNDING	3

## TY 2013 Other Professional Fees Schedule

**Name:** TRUST ESTATE OF GEORGE B RILEY  
TESTAMENTARY

**EIN:** 31-0654315

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
5/3RD	5,175	5,175	0	0
UBS ADVISORY FEE	5,000	5,000	0	0

## TY 2013 Taxes Schedule

**Name:** TRUST ESTATE OF GEORGE B RILEY  
TESTAMENTARY

**EIN:** 31-0654315

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BWC	100	41		59
BWC refund	48	-20		-28
FICA	1,836	762		1,074
FUTA	42	17		25
FUTA refund	42	-17		-25
O DJFS/SUTA	27	11		16