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 , 2013, and ending , 20

Name of foundation: Charles Scott Riley, III Foundation

A Employer identification number: 46-1505671

Number and street (or P O box number if mail is not delivered to street address): 600 Vine Street Suite 2650

Room/suite:

B Telephone number (see instructions): 513-381-9200

City or town, state or province, country, and ZIP or foreign postal code: Cincinnati, Oh 45202

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,322,260.00

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	2,232,857.00			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,361.00	7,361.00		
	4	Dividends and interest from securities	25,010.00	25,010.00		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	0.00			
	b	Gross sales price for all assets on line 6a 171.00				
	7	Capital gain net income (from Part IV, line 2)		1,277.00		
	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)				
	12	**Total.** Add lines 1 through 11	2,265,228.00	33,648.00		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	82.00	0.00		0.00
	23	Other expenses (attach schedule)	50.00	0.00		0.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	132.00	0.00		0.00
	25	Contributions, gifts, grants paid	10,000.00			10,000.00
	26	**Total expenses and disbursements.** Add lines 24 and 25	10,132.00	0.00		10,000.00
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,255,096.00			
	b	**Net investment income** (if negative, enter -0-)		33,648.00		
	c	**Adjusted net income** (if negative, enter -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	55,855.00	536,601.00	536,602.00
	2	Savings and temporary cash investments			
	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			
	10 a	Investments - U S and state government obligations (attach schedule)		484,797.00	475,358.00
	b	Investments - corporate stock (attach schedule)		860,789.00	951,229.00
	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)		389,756.00	359,071.00
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	55,855.00	2,271,943.00	2,322,260.00
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)	0.00	0.00	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☐ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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)	55,855.00	2,271,943.00	
	31	**Total liabilities and net assets/fund balances** (see instructions)	55,855.00	2,271,943.00	

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	55,855.00
2	Enter amount from Part I, line 27a	2	2,255,096.00
3	Other increases not included in line 2 (itemize) ▶ Non Taxable Distribution	3	62.00
4	Add lines 1, 2, and 3	4	2,311,013.00
5	Decreases not included in line 2 (itemize) ▶ See Statement # 1	5	39,070.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,271,943.00

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	1.0240 sh. Hartford Mut. Fds.	D	3-13-13	6-4-13
b	14.8380 sh. Hartford Mut. Fds.	D	3-13-13	6-4-13
c	3.8480 sh. Transamerica Fds.	D	3-13-13	6-4-13
d	Capital Gain Distributions			
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	9.00		9.00	0.00
b	128.00		128.00	0.00
c	34.00		34.00	0.00
d				1,277.00
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				
b				
c				
d				1,277.00
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 1,277.00

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			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	0
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,007,680.00
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	336.48
7	Add lines 5 and 6	7	336.48
8	Enter qualifying distributions from Part XII, line 4	8	10,000.00

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	673.00
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	673.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.00
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	673.00
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
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	0.00
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	673.00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **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?	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) ▶ Ohio			
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 ▶

14 *The books are in care of* ▶ Paul F. Wenker Telephone no ▶ 513-381-9200

Located at ▶ 600 Vine Street, Suite 2650, Cincinnati, Ohio 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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ , , ,			
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)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
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)*	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)? **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? ☐ 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**

If "Yes" to 6b, file Form 8870

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

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

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
W. Roger Fry 600 Vine St, Ste 2650, Cincinnati,OH 45202	1	0.00		
Paul F. Wenker 600 Vine St, Ste 2650, Cincinnati,OH 45202	2	0.00		
Philip M. Cunningham 600 Vine St, Ste 2650, Cincinnati,OH 45202	1	0.00		

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 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	817,806.00
b	Average of monthly cash balances	1b	205,210.00
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,023,016.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,023,016.00
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15,345.24
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,007,670.76
6	***Minimum investment return.*** Enter 5% of line 5	6	50,383.54

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	50,383.54
2a	Tax on investment income for 2013 from Part VI, line 5	2a	673.00		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	673.00
3	Distributable amount before adjustments Subtract line 2c from line 1			3	49,710.54
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	49,710.54
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	49,710.54

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	10,000.00
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	10,000.00
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	0.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,000.00

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					49,710.54
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				229.00	
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					
e	From 2012					
f	**Total** of lines 3a through e					
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 10,000.00					
a	Applied to 2012, but not more than line 2a				229.00	
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					9,771.00
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					0.00
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5					
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					39,939.54
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					
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010					
c	Excess from 2011					
d	Excess from 2012					
e	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 . . . . ▶

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*

Paul F. Wenker, 600 Vine Street, Suite 2650, Cincinnati, Ohio 45202, 513-381-9200

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

Letter

c Any submission deadlines

May 31 and November 30

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

Greater Cincinnati Area

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*				
Cincinnati Art Museum 953 Eden Park Drive Cincinnati, Ohio 45202		PC	General Purpose	5,000.00
Taft Museum of Art 316 Pike Street Cincinnati, Ohio 45202		PC	General Purpose	5,000.00
Total . . . . ▶ **3a**				10,000.00
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	
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			14	7,361.00	
4 Dividends and interest from securities			14	25,010.00	
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					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a Cap. Gain Dist.			18	1,277.00	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				33,648.00	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 33,648.00

(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)

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

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

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

▶ | 5-13-14 ▶ Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization
Charles Scott Riley, III Foundation

Employer identification number
46-1505671

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization
Charles Scott Riley, III Foundation

Employer identification number
46-1505671

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Charles Scott Riley III Beneficiary IRA 600 Vine Street, Suite 2650 Cincinnati, Ohio 45202-2474	$ 848,936.84	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	Charles Scott Riley III Trust fbo Nancy M. Condon 600 Vine Street, Suite 2650 Cincinnati, Ohio 45202-2474	$ 892,845.59	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	Charles Scott Riley III Trust 600 Vine Street, Suite 2650 Cincinnati, Ohio 45202-2474	$ 38,383.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	Charles Scott Riley III Beneficiary IRA 600 Vine Street, Suite 2650 Cincinnati, Ohio 45202-2474	$ 156,430.23	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	Charles Scott Riley III Trust fbo Nancy M. Condon 600 Vine Street, Suite 2650 Cincinnati, Ohio 45202-2474	$ 295,002.63	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
Charles Scott Riley, III Foundation

Employer identification number
46-1505671

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	See Attached Schedule 1	$ 848,936.84	3-15-13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	See Attached Schedule 2	$ 892,845.59	12-24-13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
Charles Scott Riley, III Foundation	46-1505671

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Charles Scott Riley III Foundation
Form 990 PF (2013)
Part II Balance Sheet
Line 10a
Investments – U.S. & State Government Obligations

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value

Government Bonds

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
US TREASURY NOTES CPN 2 625% DUE 07/31/14 DTD 07/31/09 FC 01/31/10 Moody AAA , S&P NR CUSIP 912828LC2 Acquired 03/13/13 S nc	1 09	25,000	103 32	25,830 00	101 4530	25,363 25	-466 75	274 62	656 25	2 58
US TREASURY NOTES CPN 1 250% DUE 10/31/15 DTD 10/31/10 FC 04/30/11 Moody AAA , S&P NR CUSIP 912828PE4 Acquired 03/13/13 S nc	1 09	25,000	102 31	25,578 25	101 6520	25,413 00	-165 25	53 52	312 50	1 22
US TREASURY NOTES CPN 3 125% DUE 10/31/16 DTD 10/31/09 FC 04/30/10 Moody AAA , S&P NR CUSIP 912828LU2 Acquired 03/13/13 S nc	1 15	25,000	109 19	27,298 75	106 6880	26,672 00	-626.75	133 81	781 25	2 92
US TREASURY NOTES CPN 4 250% DUE 11/15/17 DTD 11/15/07 FC 05/15/08 Moody AAA , S&P NR CUSIP 912828HH6 Acquired 03/13/13 S nc	2 40	50,000	115 81	57,906 50	111 3130	55,656 50	-2,250 00	275 90	2,125 00	3 81
Total Government Bonds	**5.73**	**125,000**		**$136,613.50**		**$133,104.75**	**-$3,508 75**	**$737.85**	**$3,875.00**	**2.91**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Charles Scott Riley III Foundation
Form 990 PF (2013)
Part II Balance Sheet
Line 10a
Investments – U.S. & State Government Obligations
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Fixed Income Securities

Municipal Bonds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
HAMILTON COUNTY OH HOSP FACS REV CINCINNATI CHILDRESN HSP-J B/E FGIC CPN 5 000% DUE 05/15/32 DTD 06/01/04 FC 11/15/04 PRE 05/15/14 @ 100 000 Moody BAA1 , S&P A CUSIP 407272L92 Acquired 06/03/12 L nc	0 44	10,000	100 12 100 65	10,012 93 10,065 25	101 7620	10,176 20	163 27	63 89	500 00	4 91
OHIO ST HIGHER ED-SER A DB B/E CPN 5 000% DUE 05/01/23 DTD 04/27/06 FC 11/01/06 CALL 05/01/16 @ 100 000 Moody AA1 , S&P AA+ CUSIP 677520KT4 Acquired 06/03/12 L nc	0 70	15,000	108 31 113 78	16,246 81 17,067 83	108 9330	16,339 95	93 14	125 00	750 00	4 58
CINCINNATI OH WTR SYS REV SR SUB SER B RMKT 5/24/07 B/E MBIA CPN 5 000% DUE 12/01/23 DTD 05/19/05 FC 12/01/07 CALL 06/01/17 @ 100 000 Moody AA1 , S&P AA+ CUSIP 172311FS6 Acquired 06/03/12 L nc	1 20	25,000	111 29 116 30	27,823 70 ✓ 29,077 25	111 5640	27,891 00	67 30	104 17	1,250 00	4 48
COLUMBUS OH SER A G/O UNLTD B\E OID CPN 4 250% DUE 09/01/24 DTD 11/28/07 FC 03/01/08 CALL 09/01/17 @ 100 000 Moody AAA , S&P AAA CUSIP 199491B26 Acquired 06/03/12 L nc	1 12	25,000	106 98 109 81	26,745 89 27,453 75	103 8590	25,964 75	-781 14	354 17	1,062 50	4 09

[redacted]

Charles Scott Riley III Foundation
Form 990 PF (2013)
Part II Balance Sheet
Line 10a
Investments – U.S. & State Government Obligations
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Fixed Income Securities

Municipal Bonds continued

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
HAMILTON OHIO ELEC REV ADJ-REF-SYS-SER A B/E AGM CPN 4 700% DUE 10/15/25 DTD 11/07/02 FC 10/15/05 CALL 10/15/15 @ 101 000 Moody A2 , S&P NR CUSIP 407793AX6 Acquired 06/03/12 L nc	1 13	25,000	104 17 106 85	26,044 49 26,712 63	104 6340	26,158 50	114 01	248 06	1,175 00	4 49
CINCINNATI OH WTR SYS REV SR SUB SER B RMKT 5/24/07 B/E MBIA CPN 5 000% DUE 12/01/25 DTD 05/19/05 FC 12/01/07 CALL 06/01/17 @ 100 000 Moody AA1 , S&P AA+ CUSIP 172311FU1 Acquired 06/03/12 L nc	1 19	25,000	110 34 114 91	27,587 46 28,728 50	110 7530	27,688 25	100 79	104 17	1,250 00	4 51
OHIO ST SER ADB B/E G/O UNLTD B/E CPN 5 000% DUE 03/01/26 DTD 11/16/06 FC 03/01/07 CALL 03/01/16 @ 100 000 Moody AA1 , S&P AA+ CUSIP 677520RL4 Acquired 06/03/12 L nc	0 70	15,000	107 16 112 23	16,075 35 16,835 10	107 8440	16,176 60	101 25	250 00	750 00	4 63
COLUMBUS OH VAR PURP SER A G/O UNLTD B/E CPN 4 250% DUE 12/15/26 DTD 12/12/06 FC 06/15/07 CALL 12/15/16 @ 100 000 Moody AAA , S&P AAA CUSIP 199491XW6 Acquired 06/03/12 L nc	1 10	25,000	104 85 107 30	26,213 79 26,825 63	102 2390	25,559 75	-654 04	47 22	1,062 50	4 15

Charles Scott Riley III Foundation
Form 990 PF (2013)
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Fixed Income Securities

Municipal Bonds continued

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
HAMILTON OH WTRWKS REV SYS SER A B\E ASSURED GUAR OID CPN 4 500% DUE 10/15/27 DTD 09/09/09 FC 04/15/10 CALL 10/15/19 @ 100 000 Moody AA3 , S&P NR CUSIP 407846CC6 Acquired 06/03/12 L nc	0 66	15,000	107 29 109 06	16,094 35 16,359 90	102 7560	15,413 40	-680 95	142 50	675 00	4 37
HILLIARD OH G/O LTD B/E OID MBIA CPN 4 375% DUE 12/01/27 DTD 05/15/05 FC 12/01/05 CALL 12/01/15 @ 100 000 Moody AA1 , S&P AA CUSIP 431614NX0 Acquired 06/03/12 L nc	1 09	25,000	102 83 105 06	25,709 19 26,265 13	101 2230	25,305 75	-403 44	91 15	1,093 75	4 32
COLUMBUS OH SWR REV SYS UTIL SER A B\E CPN 5 000% DUE 06/01/28 DTD 01/30/08 FC 06/01/08 CALL 12/01/17 @ 100 000 Moody AA1 , S&P AA+ CUSIP 199561FN6 Acquired 06/03/12 L nc	1.17	25,000	110 13 113 97	27,533 52 28,492 50	108 6950	27,173 75	-359 77	104 17	1,250 00	4 60
OHIO ST INFRASTRUCTURE IMPT SER A G/O UNLTD B/E OID CPN 5 375% DUE 09/01/28 DTD 10/16/08 FC 03/01/09 CALL 03/01/18 @ 100 000 Moody AA1 , S&P AA+ CUSIP 677520J66 Acquired 06/03/12 L nc	1 20	25,000	113 81 118 76	28,454 05 29,692 00	111 4040	27,851 00	-603 05	447 92	1,343 75	4 82

Charles Scott Riley III Foundation
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Fixed Income Securities

Municipal Bonds continued

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
WEST CHESTER TWP OH VAR PURP TIF SER A G/O UNLTD B/E OID CPN 4 750% DUE 12/01/28 DTD 04/02/08 FC 12/01/08 CALL 12/01/17 @ 100 000 Moody AAA , S&P NR CUSIP 952063FX8 Acquired 06/03/12 L nc	0 45	10,000	107 43 110 21	10,743 68 11,021 70	104 4640	10,446 40	-297 28	39 58	475 00	4 54
MONTGOMERY CNTY OH REV CATHOLIC HLTH SER A B\E CPN 5 000% DUE 05/01/29 DTD 11/10/09 FC 05/01/10 CALL 05/01/14 @ 100 000 Moody A1 , S&P A+ CUSIP 613549HN7 Acquired 06/03/12 L nc	0 22	5,000	100 55 103 09	5,027 65 5,154 75	100 9180	5,045 90	18 25	41 67	250 00	4 95
MIAMI UNIV OH UNIV REVS GEN RCPTS B\E OID CPN 3 125% DUE 09/01/30 DTD 11/27/12 FC 03/01/13 CALL 09/01/22 @ 100 000 Moody AA3 CUSIP 593813UY2 Acquired 10/31/12 L nc	0 36	10,000	101 30 101 40	10,130 98 10,145 00	83 6430	8,364 30	-1,766 68	104 17	312 50	3 73
CINCINNATI OHIO WTR SYS REV B/E CPN 5 000% DUE 12/01/32 DTD 05/17/07 FC 12/01/07 CALL 12/01/17 @ 100 000 Moody AAA , S&P AAA CUSIP 172311FQ0 Acquired 06/03/12 L nc	0 45	10,000	110 13 113 97	11,013 41 11,397 00	105 5330	10,553 30	-460 11	41 67	500 00	4 73

Charles Scott Riley III Foundation
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Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
OH ST HIGHER EDL FAC COMMN REV CLVLND CLNC HLTH SYS OBLI GRP-A OID CPN 5 250% DUE 01/01/33 DTD 10/15/08 FC 01/01/09 CALL 01/01/18 @ 100 000 Moody AA2 , S&P AA- CUSIP 67756AF80 Acquired 06/03/12 L nc	0 66	15,000	107 11 109.67	16,067 61 16,450 95	102 7910	15,418 65	-648 96	393 75	787.50	5 10
HAMILTON COUNTY OHIO CONVTN FACS AUTH REV 1ST LN B/E FGIC NPFG GUAR CPN 5 000% DUE 12/01/33 DTD 03/02/04 FC 12/01/04 CALL 06/01/14 @ 100 000 Moody A1 , S&P A+ CUSIP 407277AY8 Acquired 06/03/12 L nc	0 44	10,000	101 30 106 17	10,130 80 10,617 65	101 1910	10,119 10	-11 70	41 67	500 00	4 94
SYLVANIA OH CITY SCH DIST SCH IMPT G/O UNLTD B\E ASSURED GUAR CPN 5 250% DUE 12/01/36 DTD 04/29/09 FC 12/01/09 CALL 06/01/17 @ 100 000 Moody AA3 , S&P AA- CUSIP 871463QT5 Acquired 06/03/12 L nc	0.46	10,000	105 27 107 50	10,527 72 10,750 65	106 0650	10,606 50	78 78	43 75	525 00	4 94
Total Municipal Bonds	**14.74**	**325,000**		**$348,183.38 $359,113.17**		**$342,253.05**	**-$5,930.33**	**$2,788.68**	**$15,512.50**	**4.53**
Total Fixed Income Securities	**20.47**			**$484,796.88 $495,726.67**		**$475,357.80**	**-$9,439.08**	**$3,526.53**	**$19,387.50**	**4.08**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Charles Scott Riley III Foundation
Form 990 PF (2013)
Part II Balance Sheet
Line 10b
Investments – Corporate Stock

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
AT & T INC T									
Acquired 09/05/12 L		800	36 88	30,010 51		28,128 00	-1,882 51		
Acquired 03/13/13 S nc		1,000	36 60	36,600 00		35,160 00	-1,440 00		
Total	**2.73**	**1,800**		**$66,610.51**	**35.1600**	**$63,288 00**	**-$3,322.51**	**$3,312.00**	**5.23**
BP PLC SPONS ADR BP									
Acquired 09/21/12 L		1,000	43 27	43,876 62		48,610 00	4,733.38		
Acquired 03/13/13 S nc		1,000	40 23	40,230 00		48,610 00	8,380 00		
Total	**4.19**	**2,000**		**$84,106.62**	**48.6100**	**$97,220.00**	**$13,113.38**	**$4,560.00**	**4.69**
BRISTOL MYERS SQUIBB CO BMY									
Acquired 03/13/13 S nc	2 29	1,000	38 49	38,490 00	53 1500	53,150 00	14,660 00	1,440 00	2 70
DUKE ENERGY CORP COM NEW DUK									
Acquired 09/05/12 L		400	64 46	26,221 56		27,604 00	1,382 44		
Acquired 09/20/12 L		800	63 72	51,618 23		55,208 00	3,589 77		
Acquired 03/13/13 S nc		800	69 91	55,928 00		55,208 00	-720 00		
Total	**5.94**	**2,000**		**$133,767.79**	**69.0100**	**$138,020 00**	**$4,252.21**	**$6,240 00**	**4.52**
EXXON MOBIL CORP XOM									
Acquired 06/03/12 L nc	7.02	1,612	77 87	125,526 44	101 2000	163,134 40	37,607 96	4,062 24	2 49
ISHARES ET U S PREFERRED STOCK PFF									
Acquired 03/13/13 S nc	1 59	1,000	40 32	40,320 00	36 8300	36,830 00	-3,490 00	2,432 00	6 60
KRAFT FOODS GROUP KRFT									
Acquired 03/13/13 S nc	0 77	333	50 74	16,896 42	53 9100	17,952.03	1,055 61	699 30	3.89
MERCK & CO INC NEW MRK									
Acquired 09/05/12 L		600	43 34	26,456 97		30,030 00	3,573 03		
Acquired 01/08/13 S		700	42 22	30,047 78		35,035 00	4,987 22		
Total	**2.80**	**1,300**		**$56,504.75**	**50.0500**	**$65,065.00**	**$8,560.25**	**$2,288.00**	**3.52**
MONDELEZ INTL INC MDLZ									
Acquired 03/13/13 S nc	1 52	1,000	28.47	28,470 00	35 3000	35,300 00	6,830.00	560 00	1.58

Charles Scott Riley III Foundation
Form 990 PF (2013)
Part II Balance Sheet
Line 10b
Investments – Corporate Stock
Page 2

Stocks, options & ETFs

Stocks and ETFs continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
POWERSHRS FINANCIAL PREFERRED PORTFOLIO ETF PGF									
Acquired 03/13/13 S nc	1 46	2,000	18.56	37,120 00	16 9400	33,880 00	-3,240 00	2,248 00	6 63
PROCTER & GAMBLE CO PG									
Acquired 06/03/12 L nc		500	61 48	30,742 49 ✓		40,705 00	9,962 51		
Acquired 03/13/13 S nc		500	76 80	38,400 00		40,705 00	2,305 00		
Total	**3.51**	**1,000**		**$69,142.49**	**81.4100**	**$81,410.00**	**$12,267.51**	**$2,406.00**	**2.96**
SPDR SER TRUST ET WELLS FARGO PFD STOCK PSK									
Acquired 03/13/13 S nc	1 70	1,000	45 86	45,860 00	39 4200	39,420 00	-6,440 00	3,048 00	7 73
US BANCORP NEW USB									
Acquired 03/13/13 S nc	1 22	700	34 22	23,954 00	40 4000	28,280 00	4,326 00	644 00	2 27
VERIZON COMMUNICATIONS COM VZ									
Acquired 09/20/12 L		1,000	45 46	46,080 20 ✓		49,140 00	3,059 80		
Acquired 03/13/13 S nc		1,000	47 94	47,940 00		49,140 00	1,200 00		
Total	**4.23**	**2,000**		**$94,020.20**	**49.1400**	**$98,280.00**	**$4,259.80**	**$4,240 00**	**4.31**
Total Stocks and ETFs	**40.96**			**$860,789.22**		**$951,229.43**	**$90,440.21**	**$38,179.54**	**4.01**
Total Stocks, options & ETFs	**40.96**			**$860,789.22**		**$951,229.43**	**$90,440.21**	**$38,179.54**	**4.01**

Charles Scott Riley III Foundation
Form 990 PF (2013)
Part II Balance Sheet
Line 13
Investments – Other

Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
HARTFORD MUT FDS INC FLOATING RATE FD CL C HFLCX									
Acquired 09/21/12 L		5,600	8 93	50,013 00		50,512 00	499 00		
Acquired 03/13/13 S nc		5,565.13800	9 01	50,141 89		50,197 54	55 65		
Acquired 05/02/13 S		200	9 07	1,820 00		1,804 00	-16 00		
Reinvestments S		34 86200	9 19	320 61		314 46	-6 15		
			9 03	315 15					
Total	**4.43**	**11,400**		**$102,295.50** **$102,290.04**	**9.0200**	**$102,828.00**	**$532.50**	**$3,363 00**	**3.27**
Client Investment (Excluding Reinvestments)						$101,974 89			
Gain/Loss on Client Investment (Including Reinvestments)						$853 11			
TRANSAMERICA FDS SHORT TERM BOND CLASS C ITACX									
Acquired 03/13/13 S nc		5,279 83100	10 47	55,279.63		54,699 05	-580 58		
Reinvestments S		20 16900	10 77	217 42		208 95	-8 47		
			10 48	211 38					
Total	**2.36**	**5,300**		**$55,497.05** **$55,491.01**	**10.3600**	**$54,908 00**	**-$589.05**	**$964 60**	**1.76**
Client Investment (Excluding Reinvestments)						$55,279 63			
Gain/Loss on Client Investment (Including Reinvestments)						-$371 63			
Total Open End Mutual Funds	**6.79**			**$157,792.55** **$157,781 05**		**$157,736.00**	**-$56.55**	**$4,327.60**	**2.74**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Charles Scott Riley III Foundation
Form 990 PF (2013)
Part II Balance Sheet
Line 13
Investments – Other
Page 2

Closed End Mutual Funds

Closed End Fund shares are priced at the market which may be more or less than its net asset value

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
BLACKROCK BUILD AMERICA BOND TRUST BBN Acquired 09/25/12 L	2 64	3,200	23 27	75,413 64	19.1500	61,280 00	-14,133 64	5,062 40	8 26
COHEN & STEERS REIT AND PFD INCOME FD RNP Acquired 03/13/13 S nc	1 49	2,200	18 42	40,524.00	15 7000	34,540 00	-5,984 00	2,640 00	7 64
DNP SELECT INCOME FD DNP Acquired 03/13/13 S nc	2 03	5,000	10 22	51,100 00	9 4200	47,100 00	-4,000 00	3,900 00	8 28
Total Closed End Mutual Funds	**6.15**			**$167,037.64**		**$142,920.00**	**-$24,117.64**	**$11,602 40**	**8.12**
Total Mutual Funds	**12.95**			**$324,830.19** **$324,818 69**		**$300,656.00**	**-$24,174.19**	**$15,930.00**	**5.30**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Preferreds/Fixed Rate Cap Securities

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
AMERICAN FIN GRP 7% PFD MATURITY 09/30/50 CALLABLE 09/30/15 AFQ Acquired 03/13/13 S nc	1 64	1,500	26 52	39,780 00	25 3500	38,025 00	-1,755 00	2,625 00	6 90
ASSURED GTY MUN HLDGSPFD 6 25% DUE 11/01/02 CALLABLE 11/15/10 AT $25 AGO'E Acquired 03/13/13 S nc	0.88	1,000	25 14	25,146.00	20 3900	20,390.00	-4,756.00	1,563 00	7.66
Total Preferreds/Fixed Rate Cap Securities	**2.52**			**$64,926.00**		**$58,415.00**	**-$6,511.00**	**$4,188.00**	**7.17**

Total - Investments - Others	$389,756.19	$359,071.00

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SCHEDULE 1
Charles Scott Riley III Foundation
Schedule B - Form 990 PF (2013)
Part II No 1
Description of noncash property given
by The Charles Scott Riley III Beneficiary IRA

Non cash activity detail

This section displays security transfer activity for the current period. The price and value are as of the date of the transfer.

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
03/15	Cash	TRANSFER	1,000 00000	ASSURED GTY MUN HLDGSPFD 6.25% DUE 11/01/02 CALLABLE 11/15/10 AT $25 AS OF 3/13/13 FROM. 81997316-1 CHARLES SCOTT RILEY III	25 1460	25,146 00
03/15	Cash	TRANSFER	1,000.00000	AT & T INC AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	36 6000	36,600 00
03/15	Cash	TRANSFER	1,000 00000	BP PLC SPONS ADR AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	40 1900	40,190 00

Non cash activity detail continued

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
03/15	Cash	TRANSFER	1,000 00000	MONDELEZ INTL INC AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	28.4700	28,470 00
03/15	Cash	TRANSFER	2,000 00000	POWERSHRS FINANCIAL PREFERRED PORTFOLIO ETF AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	18.5600	37,120.00
03/15	Cash	TRANSFER	500.00000	PROCTER & GAMBLE CO AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	76 8000	38,400 00
03/15	Cash	TRANSFER	1,000.00000	SPDR SER TRUST ETF WELLS FARGO PFD STOCK AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	45 8600	45,860 00
03/15	Cash	TRANSFER	5,283.67900	TRANSAMERICA FDS SHORT TERM BOND CLASS C AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	10 4700	55,320 11
03/15	Cash	TRANSFER	700 00000	US BANCORP NEW AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	34 2200	23,954 00
03/15	Cash	TRANSFER	1,000.00000	VERIZON COMMUNICATIONS COM AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	47.9400	47,940 00
03/15	Cash	TRANSFER	25,000.00000	US TREASURY NOTES CPN 1 250% DUE 10/31/15 DTD 10/31/10 FC 04/30/11 AS OF 3/13/13 CUSIP 912828PE4	102 3130	25,578 25

Non cash activity detail continued

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
03/15	Cash	TRANSFER	1,000.00000	BRISTOL MYERS SQUIBB CO AS OF 3/13/13 FROM. 81997316-1 CHARLES SCOTT RILEY III	38 4900	38,490 00
03/15	Cash	TRANSFER	2,200 00000	COHEN & STEERS REIT AND PFD INCOME FD AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	18 4200	40,524.00
03/15	Cash	TRANSFER	5,000.00000	DNP SELECT INCOME FD AS OF 3/13/13 FROM· 81997316-1 CHARLES SCOTT RILEY III	10 2200	51,100 00
03/15	Cash	TRANSFER	800 00000	DUKE ENERGY CORP COM NEW AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	69 9100	55,928 00
03/15	Cash	TRANSFER	1,500 00000	AMERICAN FIN GRP 7% PFD MATURITY 09/30/50 CALLABLE 09/30/15 AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	26 5200	39,780 00
03/15	Cash	TRANSFER	5,581 00000	HARTFORD MUT FDS INC FLOATING RATE FD CL C AS OF 3/13/13 FROM· 81997316-1 CHARLES SCOTT RILEY III	9 0100	50,284.81
03/15	Cash	TRANSFER	1,000.00000	ISHARES S&P U.S PREFERRED STOCK AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	40 3200	40,320.00
03/15	Cash	TRANSFER	333.00000	KRAFT FOODS GROUP AS OF 3/13/13 FROM 81997316-1 CHARLES SCOTT RILEY III	50 7400	16,896 42

Non cash activity detail continued

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
				FROM. 81997316-1 CHARLES SCOTT RILEY III		
03/15	Cash	TRANSFER	25,000 00000	US TREASURY NOTES CPN 3 125% DUE 10/31/16 DTD 10/31/09 FC 04/30/10 AS OF 3/13/13 CUSIP 912828LU2 FROM. 81997316-1 CHARLES SCOTT RILEY III	109 1950	27,298.75
03/15	Cash	TRANSFER	25,000 00000	US TREASURY NOTES CPN 2 625% DUE 07/31/14 DTD 07/31/09 FC 01/31/10 AS OF 3/13/13 CUSIP 912828LC2 FROM 81997316-1 CHARLES SCOTT RILEY III	103 3200	25,830 00
03/15	Cash	TRANSFER	50,000.00000	US TREASURY NOTES CPN 4 250% DUE 11/15/17 DTD 11/15/07 FC 05/15/08 AS OF 3/13/13 CUSIP 912828HH6 FROM 81997316-1 CHARLES SCOTT RILEY III	115 8130	57,906 50
				Total Transfers in:		**$848,936.84**

SCHEDULE 2
Charles Scott Riley III Foundation
Schedule B - Form 990 PF (2013)
Part II No 2
Description of noncash property given
by The Charles Scott Riley III Trust
fbo Nancy M. Condon

Non cash activity detail

This section displays security transfer activity for the current period The price and value are as of the date of the transfer

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
12/24	Cash	TRANSFER	800 00000	AT & T INC FROM 47915962-1 CHARLES SCOTT RILEY III	34 9500	27,960 00
12/24	Cash	TRANSFER	1,000 00000	BP PLC SPONS ADR	47 5900	47,590 00

SCHEDULE 2

Page 2

Non cash activity detail continued

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
				FROM 47915962-1 CHARLES SCOTT RILEY III		
12/24	Cash	TRANSFER	3,200 00000	BLACKROCK BUILD AMERICA BOND TRUST FROM. 47915962-1 CHARLES SCOTT RILEY III	19.5500	62,560.00
12/24	Cash	TRANSFER	1,200 00000	DUKE ENERGY CORP COM NEW FROM 47915962-1 CHARLES SCOTT RILEY III	69.2800	83,136 00
12/24	Cash	TRANSFER	1,612 00000	EXXON MOBIL CORP FROM 47915962-1 CHARLES SCOTT RILEY III	99.2200	159,942 64
12/24	Cash	TRANSFER	5,600 00000	HARTFORD MUT FDS INC FLOATING RATE FD CL C FROM 47915962-1 CHARLES SCOTT RILEY III	9 0100	50,456 00
12/24	Cash	TRANSFER	600 00000	MERCK & CO INC NEW FROM 47915962-1 CHARLES SCOTT RILEY III	49 4100	29,646 00
12/24	Cash	TRANSFER	500.00000	PROCTER & GAMBLE CO FROM 47915962-1 CHARLES SCOTT RILEY III	81.3100	40,655 00
12/24	Cash	TRANSFER	1,000 00000	VERIZON COMMUNICATIONS COM FROM 47915962-1 CHARLES SCOTT RILEY III	48 9800	48,980 00
12/24	Cash	TRANSFER	25,000.00000	CINCINNATI OH WTR SYS REV SR SUB SER B RMKT 5/24/07 B/E MBIA CPN 5 000% DUE 12/01/23 DTD 05/19/05 FC 12/01/07 CALL 06/01/17 @ 100 000 CUSIP 172311FS6 FROM 47915962-1 CHARLES SCOTT RILEY III	111.7000	27,925 00

Non cash activity detail continued

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
12/24	Cash	TRANSFER	10,000 00000	CINCINNATI OHIO WTR SYS REV B/E CPN 5 000% DUE 12/01/32 DTD 05/17/07 FC 12/01/07 CALL 12/01/17 @ 100 000 CUSIP 172311FQ0 FROM· 47915962-1 CHARLES SCOTT RILEY III	105 5370	10,553 70
12/24	Cash	TRANSFER	25,000 00000	CINCINNATI OH WTR SYS REV SR SUB SER B RMKT 5/24/07 B/E MBIA CPN 5.000% DUE 12/01/25 DTD 05/19/05 FC 12/01/07 CALL 06/01/17 @ 100 000 CUSIP 172311FU1 FROM 47915962-1 CHARLES SCOTT RILEY III	110 7680	27,692 00
12/24	Cash	TRANSFER	25,000 00000	COLUMBUS OH SER A G/O UNLTD B\E OID CPN 4 250% DUE 09/01/24 DTD 11/28/07 FC 03/01/08 CALL 09/01/17 @ 100 000 CUSIP 199491B26 FROM 47915962-1 CHARLES SCOTT RILEY III	103 9130	25,978 25
12/24	Cash	TRANSFER	25,000 00000	COLUMBUS OH SWR REV SYS UTIL SER A B\E CPN 5 000% DUE 06/01/28 DTD 01/30/08 FC 06/01/08 CALL 12/01/17 @ 100 000 CUSIP 199561FN6 FROM 47915962-1 CHARLES SCOTT RILEY III	108 7050	27,176 25
12/24	Cash	TRANSFER	25,000 00000	COLUMBUS OH VAR PURP SER A G/O UNLTD B/E CPN 4 250% DUE 12/15/26 DTD 12/12/06 FC 06/15/07 CALL 12/15/16 @ 100 000 CUSIP 199491XW6 FROM 47915962-1 CHARLES SCOTT RILEY III	102.2540	25,563 50

Non cash activity detail continued

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
12/24	Cash	TRANSFER	25,000 00000	HAMILTON OHIO ELEC REV ADJ-REF-SYS-SER A B/E AGM CPN 4 700% DUE 10/15/25 DTD 11/07/02 FC 10/15/05 CALL 10/15/15 @ 101 000 CUSIP 407793AX6 FROM 47915962-1 CHARLES SCOTT RILEY III	104 3360	26,084 00
12/24	Cash	TRANSFER	25,000 00000	HILLIARD OH G/O LTD B/E OID MBIA CPN 4 375% DUE 12/01/27 DTD 05/15/05 FC 12/01/05 CALL 12/01/15 @ 100 000 CUSIP 431614NX0 FROM 47915962-1 CHARLES SCOTT RILEY III	101 2170	25,304 25
12/24	Cash	TRANSFER	15,000.00000	HAMILTON OH WTRWKS REV SYS SER A B\E ASSURED GUAR OID CPN 4 500% DUE 10/15/27 DTD 09/09/09 FC 04/15/10 CALL 10/15/19 @ 100 000 CUSIP 407846CC6 FROM 47915962-1 CHARLES SCOTT RILEY III	102 7120	15,406 80
12/24	Cash	TRANSFER	10,000.00000	HAMILTON COUNTY OHIO CONVTN FACS AUTH REV 1ST LN B/E FGIC NPFG GUAR CPN 5 000% DUE 12/01/33 DTD 03/02/04 FC 12/01/04 CALL 06/01/14 @ 100 000 CUSIP 407277AY8 FROM. 47915962-1 CHARLES SCOTT RILEY III	101 2420	10,124 20

SCHEDULE 2

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Non cash activity detail continued

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
12/24	Cash	TRANSFER	10,000.00000	HAMILTON COUNTY OH HOSP FACS REV CINCINNATI CHILDRESN HSP-J B/E FGIC CPN 5 000% DUE 05/15/32 DTD 06/01/04 FC 11/15/04 CALL 05/15/14 @ 100 000 CUSIP 407272L92 FROM 47915962-1 CHARLES SCOTT RILEY III	98 4590	9,845 90
12/24	Cash	TRANSFER	5,000 00000	MONTGOMERY CNTY OH REV CATHOLIC HLTH SER A B\E CPN 5 000% DUE 05/01/29 DTD 11/10/09 FC 05/01/10 CALL 05/01/14 @ 100 000 CUSIP 613549HN7 FROM 47915962-1 CHARLES SCOTT RILEY III	100.9560	5,047 80
12/24	Cash	TRANSFER	10,000.00000	MIAMI UNIV OH UNIV REVS GEN RCPTS B\E OID CPN 3 125% DUE 09/01/30 DTD 11/27/12 FC 03/01/13 CALL 09/01/22 @ 100 000 CUSIP 593813UY2 FROM 47915962-1 CHARLES SCOTT RILEY III	83 3690	8,336 90
12/24	Cash	TRANSFER	15,000 00000	OH ST HIGHER EDL FAC COMMN REV CLVLND CLNC HLTH SYS OBLI GRP-A OID CPN 5 250% DUE 01/01/33 DTD 10/15/08 FC 01/01/09 CALL 01/01/18 @ 100 000 CUSIP 67756AF80 FROM 47915962-1 CHARLES SCOTT RILEY III	102 8400	15,426.00
12/24	Cash	TRANSFER	15,000 00000	OHIO ST SER ADB B/E G/O UNLTD B/E CPN 5 000% DUE 03/01/26 DTD 11/16/06 FC 03/01/07 CALL 03/01/16 @ 100 000 CUSIP 677520RL4	107 9130	16,186 95

Non cash activity detail continued

Transfers in

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	VALUE
				FROM 47915962-1 CHARLES SCOTT RILEY III		
12/24	Cash	TRANSFER	25,000 00000	OHIO ST INFRASTRUCTURE IMPT SER A G/O UNLTD B/E OID CPN 5 375% DUE 09/01/28 DTD 10/16/08 FC 03/01/09 CALL 03/01/18 @ 100 000 CUSIP 677520J66 FROM 47915962-1 CHARLES SCOTT RILEY III	111 4550	27,863.75
12/24	Cash	TRANSFER	15,000 00000	OHIO ST HIGHER ED-SER A DB B/E CPN 5 000% DUE 05/01/23 DTD 04/27/06 FC 11/01/06 CALL 05/01/16 @ 100 000 CUSIP 677520KT4 FROM 47915962-1 CHARLES SCOTT RILEY III	109 0060	16,350 90
12/24	Cash	TRANSFER	10,000 00000	SYLVANIA OH CITY SCH DIST SCH IMPT G/O UNLTD B\E ASSURED GUAR CPN 5 250% DUE 12/01/36 DTD 04/29/09 FC 12/01/09 CALL 06/01/17 @ 100 000 CUSIP 871463QT5 FROM 47915962-1 CHARLES SCOTT RILEY III	106 0690	10,606 90
12/24	Cash	TRANSFER	10,000.00000	WEST CHESTER TWP OH VAR PURP TIF SER A G/O UNLTD B/E OID CPN 4 750% DUE 12/01/28 DTD 04/02/08 FC 12/01/08 CALL 12/01/17 @ 100 000 CUSIP 952063FX8 FROM 47915962-1 CHARLES SCOTT RILEY III	104 4690	10,446 90
				Total Transfers in:		**$892,845.59**

Charles Scott Riley III Foundation
Form 990 PF (2013)

Part VII – A Line 10

The following were substantial contributors during 2013:

1. Charles Scott Riley III Beneficiary IRA
   600 Vine Street, Suite 2650
   Cincinnati, Ohio 45202-2474

The Foundation was the sole beneficiary of the IRA. In March 2013 the remaining balance in the IRA account was distributed to the Foundation. The owner of the IRA was Charles Scott Riley III who died on June 3, 2012.

2. The Charles Scott Riley III Trust
   fbo Nancy M. Condon
   600 Vine Street, Suite 2650
   Cincinnati, Ohio 45202-2474

The Foundation was the remainder beneficiary of the above Trust upon the death of the income beneficiary, Nancy M. Condon. She died in September 2013. The remaining trust principal was distributed to the Foundation in December 2013. The Trust was established by Charles Scott Riley III for the benefit of his cousin Nancy M. Condon. He died on June 3, 2012.

3. Charles Scott Riley III Trust
   600 Vine Street, Suite 2650
   Cincinnati, Ohio 45202-2474

Charles Scott Riley prior to his death on June 3, 2012 established the above Trust. The Foundation is an income beneficiary of the Trust.

Charles Scott Riley III Foundation
Form 990 PF (2013)
Statement #1

Part III Line 5 Decreases not included in Line 2

1.	Cash on hand as of 12-31-12 overstated (should have been $55,710)	145.00
2.	Difference between FMV of assets received in December 2013 and basis of assets	38,701.00
3.	Accounting Adjustments	224.00
	Total	$39,070.00