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Form 990-PF

Return of Private Foundation

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

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2014

Open to Public
Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

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		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input 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		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 30,546,231	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	37,971	37,971	37,971	
	4 Dividends and interest from securities.	429,946	429,946	429,946	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	620,395			
	b Gross sales price for all assets on line 6a 1,650,625				
	7 Capital gain net income (from Part IV, line 2)		620,395		
	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	1,088,312	1,088,312	467,917	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	75,000	31,122		43,878
	14 Other employee salaries and wages	26,500	10,997		15,503
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	31,214	12,953		18,261
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	10,175	10,175		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,145	889		1,256
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	3,600	1,494		2,106
	21 Travel, conferences, and meetings	471	195		276
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,740	3,627		5,113
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	157,845	71,452		86,393
	25 Contributions, gifts, grants paid	1,243,500			1,243,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,401,345	71,452		1,329,893
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-313,033			
	b Net investment income (if negative, enter -0-)		1,016,860		
	c Adjusted net income (if negative, enter -0-)			467,917	

Assets	Part III 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
1	Cash—non-interest-bearing		20,974	34,805	34,805
2	Savings and temporary cash investments		1,597,139	1,657,167	1,657,167
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		7,263	21,926	21,926
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)		20,684,852	20,275,094	28,832,333
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)		22,310,228	21,988,992	30,546,231
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
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
28	Capital stock, trust principal, or current funds		22,310,228	21,988,992	
29	Paid-in or capital surplus, or land, bldg , and equipment fund				
30	Retained earnings, accumulated income, endowment, or other funds				
31	Total net assets or fund balances (see instructions)		22,310,228	21,988,992	
	Total liabilities and net assets/fund balances (see instructions)		22,310,228	21,988,992	

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	22,310,228
2	Enter amount from Part I, line 27a	2	-313,033
3	Other increases not included in line 2 (itemize) ►	3	12,138
4	Add lines 1, 2, and 3	4	22,009,333
5	Decreases not included in line 2 (itemize) ►	5	20,341
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	21,988,992

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)
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1a

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

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

(i) FMV 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			
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	620,395
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,322,974	28,027,752	0 04720
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
2 Total of line 1, column (d).			2 0 25026
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 05005
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 29,940,133
5 Multiply line 4 by line 3.			5 1,498,593
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 10,169
7 Add lines 5 and 6.			7 1,508,762
8 Enter qualifying distributions from Part XII, line 4.			8 1,329,893

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		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	20,337
b	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	20,337
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	20,337
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	42,263
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	42,263
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,926
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ►	11	21,926 Refunded ►

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		Yes	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 Form 1120-POL for this year?		Yes	No
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?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?		Yes	
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.		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	► OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		Yes	No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		Yes	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? Website address ► N/A	13	Yes	
14	The books are in care of ► SUSAN SATTERGREN Located at ► 411 TERRACE PL P O BOX 356 TERRACE PARK OH	Telephone no ► (513) 621-5017 ZIP +4 ► 45174		
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			✓
16	At any time during calendar year 2014, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►	16	Yes	No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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
1b	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)? Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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 2014?		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 2014 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 2014).		
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 2014?		

Part VII-B **Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i></p>	<p>5b</p> <p>No</p>
<p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p>	<p>6b</p> <p>No</p>
<p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p>7b</p> <p>No</p>

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).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
HUBERT C AUBURN 25415 LAKE ROAD BAY VILLAGE, OH 44140	Trustee 1 00	25,000		
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".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 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	28,713,066
b	Average of monthly cash balances.	1b	1,683,008
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	30,396,074
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	30,396,074
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	455,941
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,940,133
6	Minimum investment return. Enter 5% of line 5.	6	1,497,007

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	1,497,007
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	20,337
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,337
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,476,670
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,476,670
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,476,670

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	1,329,893
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,329,893
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,329,893
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,476,670
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			1,060,945	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 1,329,893				
a Applied to 2013, but not more than line 2a			1,060,945	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.			268,948	
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				1,207,722
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

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 2014, 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)				
a Paid during the year See Additional Data Table				
Total			► 3a	1,243,500
b Approved for future payment				
Total			► 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	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments.					
4 Dividends and interest from securities.				14	37,971
5 Net rental income or (loss) from real estate				14	429,946
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.					620,395
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				467,917	620,395
13 Total. Add line 12, columns (b), (d), and (e).				13	1,088,312
(See worksheet in line 13 instructions to verify calculations.)					

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

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

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.

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

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.

* * * * *

2015-04-13

* * * * *

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name Sally Spielvogel	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00482722
	Firm's name ► Frost Brown Todd LLC			Firm's EIN ►	61-0722001
	Firm's address ► 3300 Great American Tower 301 E 4th Cincinnati, OH 45202			Phone no (513) 651-6800	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CINCINNATI HABITAT FOR HUMANITY 201 WEST EIGHT STREET CINCINNATI, OH 45202	NONE	501c3	HOUSING	60,000
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	25,000
CITY GOSPEL MISSION 1419 VINE STREET CINCINNATI, OH 45210	NONE	501c3	CITY GOSPEL MISSION	90,000
CORNERSTONE 1115 PENDLETON STREET 2NW CINCINNATI, OH 45210	NONE	501c3	HOUSING PROGRAMS	30,000
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	30,000
FIRST STEP HOME 2118 ST MICHAEL STREET CINCINNATI, OH 45204	NONE	501c3	CHEMICAL DEPENDENCY	40,000
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	38,500
HOUSE OF REFUGE 115 WOOLPER AVENUE CINCINNATI, OH 45220	NONE	501c3	NEIGHBORHOOD CENTER	30,000
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	35,000
JOSEPH HOUSE PO BOX 14608 CINCINNATI, OH 45250	NONE	501c3	HOMELESS VETERANS SERVICES	30,000
LITTLE BROTHERS FRIENDS OF ELDERLY 5530 COLERAIN AVENUE CINCINNATI, OH 45239	NONE	501c3	ELDERLY SERVICES	27,750
Total				1,243,500
			► 3a	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LORD'S GYM 1447 WALNUT STREET CINCINNATI, OH 45202	NONE	501c3	NEIGHBORHOOD CENTER	27,750
MERCY HLTH PHYS- MERCY HEALTH COUNS 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	25,000
OUR DAILY BREAD PO BOX 14862 CINCINNATI, OH 45250	NONE	501c3	FOOD PANTRY	35,000
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	25,000
RADIO READING SERVICES 2045 GILBERT AVENUE CINCINNATI, OH 45202	NONE	501c3	BLIND/DISABLED SERVICES	15,000
ST MONICA'S RECREATION CENTER 10022 CHESTER ROAD CINCINNATI, OH 45215	NONE	501c3	CHILDREN'S SERVICES	35,000
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	40,000
WORKING IN NEIGHBORHOODS 1814 DREMAN CINCINNATI, OH 45223	NONE	501c3	NEIGHBORHOOD CENTER	35,000
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	100,000
LIVING HOPE TRANSITIONAL HOMES 3765 EBENEZER RD CINCINNATI, OH 45248	NONE	501c3	ASSIST HOMELESS WOMEN	10,000
Total			► 3a	1,243,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SERENITY CONSULTANTS INC 508 ELBERON CINCINNATI, OH 45205	NONE	501c3	ADULT RECOVERY	30,000
CWFF CHILD DEVELOPMENT CENTER 430 FOREST AVE CINCINNATI, OH 45229	NONE	501c3	CHILD DEVELOPMENT	10,000
PROJECT NEHEMIAH 430 FOREST AVE CINCINNATI, OH 45229	NONE	501c3	EDUCATION	25,000
BLOC MINISTRIES INC 3952 NORTH BEND ROAD CINCINNATI, OH 45211	NONE	501c3	NEEDY CHILDREN & FAMILIES	40,000
CHURCHES ACTIVE IN NORTHSIDE CAIN 4230 HAMILTON AVE CINCINNATI, OH 45223	NONE	501c3	NEEDY CHILDREN & FAMILIES	20,000
MADISONVILLE EDUCATION ASSISTANCE C 4600 ERIE AVE CINCINNATI, OH 45227	NONE	501c3	NEEDY CHILDREN & FAMILIES	40,000
HEARING SPEECH DEAF CENTER 2825 BURNET AVE CINCINNATI, OH 45219	NONE	501c3	HEARING & SPEECH SERVICES	15,000
NEW LIFE FURNITURE 11431 WILLIAMSON RD UNIT D CINCINNATI, OH 45241	NONE	501c3	NEEDY FAMILIES	20,000
ELEMENTZ 1100 RACE STREET CINCINNATI, OH 45202	NONE	501c3	YOUTH SERVICES	30,000
KENZIE'S CLOSET 2010 MADISON ROAD CINCINNATI, OH 45208	NONE	501c3	YOUTH SERVICES	3,000
EDUCATION MATTERS 2104 SAINT MICHAEL STREET CINCINNATI, OH 45204	NONE	501c3	EDUCATION	10,000
Total			► 3a	1,243,500

TY 2014 Legal Fees Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Frost Brown Todd LLC	31,214	12,953	0	18,261

TY 2014 Other Decreases Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 14000265

Software Version: 2014v5.0

Description	Amount
2014 U S INCOME TAX	20,337
INT REC'D 2015 RPT 2014	4

TY 2014 Other Expenses Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	5,625	2,334		3,291
OH FOUNDATION FEE	200	83		117
SUPPLIES/MISCELLANEOUS	1,465	608		857
TELEPHONE	1,450	602		848

TY 2014 Other Increases Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 14000265

Software Version: 2014v5.0

Description	Amount
DIV REC'D 2014 RPT 2013	10,785
DIV REC'D 2014 RPT 2013	1,349
INT REC'D 2014 RPT 2013	4

TY 2014 Other Professional Fees Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 14000265

Software Version: 2014v5.0

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 2014 Taxes Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BWC	100	41		59
BWC refund	51	-21		-30
FICA	2,027	841		1,186
FUTA	42	17		25
ODJFS/SUTA	27	11		16