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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, 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): 513-381-9222

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,809,306.00

J Accounting method. [x] Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis.)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	406,189.00			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,096.00	8,096.00		
	4 Dividends and interest from securities	68,983.00	68,983.00		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a 299,365.00				
	7 Capital gain net income (from Part IV, line 2)				
	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)	10,238.00	0.00		
	12 **Total.** Add lines 1 through 11	493,506.00	77,079.00		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,000.00	9,000.00		9,000.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	9,355.00	6,237.00		3,118.00
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	718.00	45.00		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	283.00			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	28,356.00	15,282.00		12,118.00
	25 Contributions, gifts, grants paid	94,500.00			94,500.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	122,856.00	15,282.00		106,618.00
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	370,650.00			
	b **Net investment income** (if negative, enter -0-)		61,797.00		
	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	536,601.00	227,022.00	237,022.00
	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			
	10a Investments - U S and state government obligations (attach schedule)	484,797.00	275,751.00	275,373.00
	b Investments - corporate stock (attach schedule)	860,789.00	1,501,401.00	1,718,819.00
	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	599,600.00	588,092.00
	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)	2,271,943.00	2,603,774.00	2,819,306.00
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)			
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)	2,271,943.00	2,603,774.00	
	31 **Total liabilities and net assets/fund balances** (see instructions)			

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	2,271,943.00
2	Enter amount from Part I, line 27a	2	370,650.00
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,642,593.00
5	Decreases not included in line 2 (itemize) ▶ See Statement	5	38,819.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,603,774.00

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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	Capital Gain Distribution(Form 1099)			
b	1000 shs Verizon Communications	P	09/20/2012	04/09/2014
c	See Schedule A	PP		
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				1,470.00
b	47,132.00		46,080.00	1,052.00
c	246,271.00		252,623.00	-6,352.00
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,470.00
b				1,052.00
c				-6,352.00
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	-3,830.00
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))
2013	10,000.00	1,007,671.00	0.0099
2012			
2011			
2010			
2009			

2	**Total** of line 1, column (d)	2	0.0099
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	0.0099
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,580,964.00
5	Multiply line 4 by line 3	5	25,552.00
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	618.00
7	Add lines 5 and 6	7	26,170.00
8	Enter qualifying distributions from Part XII, line 4	8	106,618.00

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 ▶ [X] and enter 1% of Part I, line 27b		1	618.00
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	618.00
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	618.00
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 1,500.00		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,500.00
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	882.00
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 882.00 **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		X
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) ▶ ______________			
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 2014 or the taxable year beginning in 2014 (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 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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		X
	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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 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)*		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 2014?		4b		X

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

		Yes	No
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 4945(d)(4)(A)? (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**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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 Cinti. Oh 45202	1.5	6,000.00		
Philip Cunningham 600 Vine St. Ste 2650 Cinti. Oh. 45202	2.5	6,000.00		
Paul F. Wenker 600 Vine St. Ste 2650 Cinti. Oh. 45202	2.5	6,000.00		

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 ▶

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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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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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	2,300,071.00
b	Average of monthly cash balances	1b	320,197.00
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,620,268.00
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	0.00
3	Subtract line 2 from line 1d	3	2,620,268.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	39,304.00
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,580,964.00
6	**Minimum investment return.** Enter 5% of line 5	6	129,048.00

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	129,048.00
2a	Tax on investment income for 2014 from Part VI, line 5	2a	618.00		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	0.00		
c	Add lines 2a and 2b			2c	618.00
3	Distributable amount before adjustments Subtract line 2c from line 1			3	128,430.00
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	128,430.00
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	128,430.00

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	106,618.00
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	106,618.00
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	618.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	106,000.00

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				128,430.00
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			39,940.00	
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: ▶ $ 106,618.00				
a Applied to 2013, but not more than line 2a			39,940.00	
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 2014 distributable amount				65,962.00
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				62,468.00
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				

JSA
4E1480 1 000

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 . . . . ▶

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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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))

NONE

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.

NONE

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

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*				
See Schedule				94,500.00
Total ▶ 3a				94,500.00
b *Approved for future payment*				
NONE				
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	8,096.00	
4 Dividends and interest from securities			14	68,983.00	
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 Tax Exempt Income			14	9,586.00	
b Non-taxable Distribution			14	652.00	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				87,317.00	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 87,317.00

(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)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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

Paul F Wenker | 6-11-15 | 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
Paul F. Wenker	Paul F Wenker	6-11-15		P01480602
Firm's name ▶ Rendigs Fry Kiely & Dennis			Firm's EIN ▶ 31-0531903	
Firm's address ▶ 600 Vine Street Suite2650 Cincinnati, Ohio 45202			Phone no 513-381-9200	

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

2014

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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling $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)

Name of organization	Employer identification number
Charles Scott Riley, III Foundation	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 Trust 600 Vine Street Suite 2650 Cincinnati, Ohio 45202-2474	$ 300,359.00	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	Charles Scott Riley III Trust 600 Vine Street Suite 2650 Cincinnati, Ohio 45202-2474	$ 105830	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
Charles Scott Riley, III Foundation	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
2	1000 Shares of J.M. Smucker Co.	$ 105,830.00	6-16-2014

(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
		$	

(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., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** 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

EIN 46-1505671

FORM 990PF (2014)

PART 1

Line	Description	Revenue & Expenses Per Books	Net Investment Income	Adjusted Net Income	Charitable Purposes
11	Other Income				
	Tax Exempt Income	9,586	0		
	Non Taxable Distribution	652			
13	Compensation of Trustees	18,000	9,000		9,000
16a	**Legal Fees**	9,355	6,237		3,118
	Rendigs, Fry, Kiely & Dennis (including preparation of Form 990-PF)				
18.	**Taxes**				
	US Treasury	673			
	Foreign Taxes Paid	45	45		
23	**Other Expenses**				
	State of Ohio Registration Fee	200			
	Check Fee	83			

CHARLES SCOTT RILEY III FOUNDATION

EIN 46-1505671

FORM 990 PF (2014)

Part VII-A Line 10

The following was a substantial contribution during 2014:

Charles Scott Riley III Trust
600 Vine Street, Suite 2650
Cincinnati, Ohio 45202

Charles Scott Riley III established the above Trust prior to his death on June 3, 2012. The Trust is a discretionary beneficiary of this Trust.

1371553.1

CHARLES SCOTT RILEY III FOUNDATION

EIN 46-1505671

FORM 990PF (2014)

PART XV, LINE 3a

CONTRIBUTIONS FOR 2014

Recipient	Status	Purpose	Amount
Cincinnati Zoo 3400 Vine Street Cincinnati, Ohio 45220	PC	General Purpose	$16,000.00
Cincinnati Art Museum 953 Eden Park Drive Cincinnati, Ohio 45202	PC	General Purpose	$10,000.00
Taft Museum of Art 316 Pike Street Cincinnati, Ohio 45202	PC	General Purpose	$20,000.00
Colonial Williamsburg P.O. Box 1776 Williamsburg, Virginia 23187-9910	PC	General Purpose	$5,000.00
Cincinnati Association for the Blind 2045 Gilbert Avenue Cincinnati, Ohio 45202	PC	General Purpose	$1,000.00
Springer School & Center 2121 Madison Road Cincinnati, Ohio 45208	PC	General Purpose	$5,000.00
Cincinnati Ballet 1555 Central Parkway Cincinnati, Ohio 45214	PC	General Purpose	$2,500.00
Cincinnati Symphony 1241 Elm Street Cincinnati, Ohio 45202	PC	General Purpose	$5,000.00

Drayton Hall 3380 Ashley River Road Charleston, SC 29414	PC	General Purpose	$2,500.00
Ensemble Theatre 1127 Vine Street Cincinnati, Ohio 45202	PC	General Purpose	$5,000.00
Beech Acres 6881 Beechmont Avenue Cincinnati, Ohio 45230	PC	General Purpose	$5,000.00
The Cure Starts Now 10280 Chester Road Cincinnati, Ohio 45215	PC	General Purpose	$10,000.00
Cincinnati Museum Center 1301 Western Avenue Cincinnati, Ohio 45203	PC	General Purpose	$7,500.00

Charles Scott Riley III Foundation
EIN 46-1505671
Form 990 PF (2014)
Part II Balance Sheet
Line 10a Investments
U.S. & State Government Obligations

Fixed Income Securities

Government 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 (%)
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 L nc	0 90	25,000	102 31	25,578 25	100 8200	25,205 00	-373.25	53 52	312 50	1 23
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 L nc	0 93	25,000	109 19	27,298 75	104 5230	26,130 75	-1,168 00	133.81	781.25	2 98
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 L nc	1 94	50,000	115 81	57,906 50	108 9920	54,496.00	-3,410.50	275 90	2,125.00	3 89
Total Government Bonds	**3.77**	**100,000**		**$110,783.50**		**$105,831.75**	**-$4,951.75**	**$463.23**	**$3,218.75**	**3.04**

Charles Scott Riley III Foundation
EIN 46-1505671
Form 990 PF (2014)
Part II Balance Sheet
Line 10a Investments
U.S. & State Government Obligations

Page Two

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 (%)
OHIO ST HIGHER ED-SER A DB B/E CPN 5 000% DUE 05/01/23 DTD 04/27/06 FC 11/01/06 PRE 05/01/16 @ 100 000 Moody AA1 , S&P AA+ CUSIP 677520KT4 Acquired 06/03/12 L nc	0.57	15,000	104.78 113 78	15,717.22 17,067 83	106 2310	15,934 65	217 43	125 00	750 00	4 70
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 PRE 12/15/16 @ 100 000 Moody AAA , S&P AAA CUSIP 199491XW6 Acquired 06/03/12 L nc	0 96	25,000	103 25 107 30	25,813 13 26,825 63	107 3650	26,841 25	1,028 12	47 22	1,062.50	3 95
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 PRE 09/01/17 @ 100 000 Moody AAA , S&P AAA CUSIP 199491B26 Acquired 06/03/12 L nc	0 97	25,000	105 13 109 81	26,283 80 27,453 75	109 3970	27,349 25	1,065 45	354 17	1,062.50	3 88
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 PRE 12/01/17 @ 100 000 Moody AA1 , S&P AA+ CUSIP 199561FN6 Acquired 06/03/12 L nc	1 00	25,000	107.63 113.97	26,907 83 28,492.50	112 0470	28,011.75	1,103.92	104 17	1,250.00	4 46

Charles Scott Riley III Foundation
EIN 46-1505671
Form 990 PF (2014)
Part II Balance Sheet
Line 10a Investments
U.S. & State Government Obligations

Page Three

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 (%)
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	0 98	25,000	108 05 116 30	27,012 94 29,077 25	109 8810	27,470 25	457 31	104.17	1,250 00	4.55
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	0.56	15,000	103 89 112 23	15,583.59 16,835 10	105.2170	15,782 55	198 96	250.00	750.00	4 75
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 00	25,000	110 59 118 76	27,649 73 29,692 00	112 6070	28,151.75	502 02	447.92	1,343.75	4.77
Total Municipal Bonds	**6.03**	**155,000**		**$164,968.24** **$175,444.06**		**$169,541.45**	**$4,573.21**	**$1,432.65**	**$7,468.75**	**4.41**
Total Fixed Income Securities	**9.80**			**$275,751.74** **$286,227.56**		**$275,373.20**	**-$378.54**	**$1,895.88**	**$10,687.50**	**3.88**

Charles Scott Riley III Foundation

EIN 46-1505671

Form 990 PF (2014)

Part II Balance Sheet

Line 10b Investments - Corporate Stock

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	ESTIMATED ANNUAL YIELD (%)
ALCOA INC AA									
Acquired 01/17/14 S		2,200	11 28	25,417.51		34,738.00	9,320.49		
Acquired 01/17/14 S		300	11 29	3,472.06		4,737.00	1,264.94		
Total	**1.41**	**2,500**	**$11.56**	**$28,889.57**	**15.7900**	**$39,475.00**	**$10,585.43**	**$300.00**	**0.76**
AT & T INC T									
Acquired 09/05/12 L		800	36 88	30,010 51		26,872 00	-3,138.51		
Acquired 03/13/13 L nc		1,000	36 60	36,600 00		33,590 00	-3,010 00		
Acquired 01/17/14 S		200	33.80	6,942 31		6,718 00	-224.31		
Acquired 04/09/14 S		1,300	34 99	46,208 50		43,667 00	-2,541.50		
Total	**3.95**	**3,300**	**$36.29**	**$119,761.32**	**33.5900**	**$110,847.00**	**-$8,914.32**	**$6,204.00**	**5.60**
AUTOMATIC DATA PROCESSING ADP									
Acquired 01/17/14 S	1 19	400	69 83	28,416 26	83 3700	33,348 00	4,931 74	784.00	2.35
BP PLC SPONS ADR BP									
Acquired 09/21/12 L		1,000	43 27	43,876.62		38,120.00	-5,756 62		
Acquired 03/13/13 L nc		1,000	40 23	40,230 00		38,120.00	-2,110.00		
Total	**2.71**	**2,000**	**$42.05**	**$84,106.62**	**38.1200**	**$76,240.00**	**-$7,866.62**	**$4,800.00**	**6.30**
BRISTOL MYERS SQUIBB CO BMY									
Acquired 03/13/13 L nc	2.10	1,000	38 49	38,490 00	59.0300	59,030.00	20,540.00	1,480 00	2 50
CDK GLOBAL HOLDINGS LLC CDK									
Acquired 01/17/14 S	0.19	133	30 31	4,101 21	40 7600	5,421 08	1,319.87	63 84	1 17
CINCINNATI FINCL CORP CINF									
Acquired 05/13/14 S		300	49 44	15,145 39		15,549.00	403.61		
Acquired 05/13/14 S		100	49 43	5,054.26		5,183 00	128 74		
Total	**0.74**	**400**	**$50.50**	**$20,199.65**	**51.8300**	**$20,732.00**	**$532.35**	**$704.00**	**3.40**
DU PONT E.I. DE NEMOURS AND COMPANY DD									
Acquired 01/17/14 S	1.32	500	64 03	32,576.81	73.9400	36,970.00	4,393 19	940 00	2.54

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Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
DUKE ENERGY CORP COM NEW DUK									
Acquired 09/05/12 L		400	64.46	26,221 56		33,416 00	7,194.44		
Acquired 09/20/12 L		800	63.72	51,618 23		66,832.00	15,213.77		
Acquired 03/13/13 L nc		800	69 91	55,928 00		66,832 00	10,904.00		
Acquired 04/09/14 S		600	71 82	43,735 43		50,124 00	6,388 57		
Total	**7.73**	**2,600**	**$68.27**	**$177,503.22**	**83.5400**	**$217,204.00**	**$39,700.78**	**$8,268.00**	**3.81**
ECOLAB INC ECL									
Acquired 01/17/14 S	1 12	300	104.40	31,855 96	104.5200	31,356.00	-499 96	396.00	1.26
EXXON MOBIL CORP XOM									
Acquired 06/03/12 L nc		1,612	77 87	125,526 44		149,029.40	23,502.96		
Acquired 01/17/14 S		88	99.38	8,944.67		8,135.60	-809.07		
Total	**5.59**	**1,700**	**$79.10**	**$134,471.11**	**92.4500**	**$157,165.00**	**$22,693.89**	**$4,692.00**	**2.99**
FIRST TR MID CAP GRW ET ALPHADEX FUND FNY									
Acquired 09/10/14 S		900	28 67	26,316 71		26,451 09	134.38		
Acquired 09/10/14 S		100	28 71	2,933 75		2,939 01	5 26		
Total	**1.05**	**1,000**	**$29.25**	**$29,250.46**	**29.3901**	**$29,390.10**	**$139.64**	**$63.30**	**0.22**
FIRST TRUST SMALL ET CAP CORE ALPHADEX FUND FYX									
Acquired 09/10/14 S	0.87	500	47.17	24,067 33	49 0000	24,500 00	432 67	141 50	0 57
ISHARES ET RUSSELL 2000 IWM									
Acquired 09/10/14 S	0.85	200	114 92	23,418 06	119 6200	23,924.00	505 94	302.20	1.26
ISHARES ET U S PREFERRED STOCK PFF									
Acquired 03/13/13 L nc	1 40	1,000	40 32	40,320 00	39 4400	39,440 00	-880 00	2,491.00	6 31

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Line 10b Investments - Corporate Stock

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Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
ISHARES CORE S&P MIDCAP ETF IJH									
Acquired 09/10/14 S	1 03	200	142 20	28,933 55	144 8000	28,960 00	26 45	388 40	1.34
J M SMUCKER CO SJM									
Acquired 06/03/12 L nc		332	75 30	24,999 60		33,525 36	8,525 76		
Acquired 06/27/12 L		668	73 88	49,973 68		67,454.64	17,480 96		
Total	**3.59**	**1,000**	**$74.97**	**$74,973.28**	**100.9800**	**$100,980.00**	**$26,006.72**	**$2,560.00**	**2.54**
JOHNSON & JOHNSON JNJ									
Acquired 01/17/14 S	1 49	400	95 03	38,605 29	104 5700	41,828.00	3,222.71	1,120 00	2 67
KRAFT FOODS GROUP KRFT									
Acquired 03/13/13 L nc		333	50 74	16,896 42		20,865 78	3,969.36		
Acquired 01/17/14 S		167	54.61	9,338 26		10,464.22	1,125 96		
Total	**1.12**	**500**	**$52.47**	**$26,234.68**	**62.6600**	**$31,330.00**	**$5,095.32**	**$1,100.00**	**3.51**
LOWES COMPANIES INC LOW									
Acquired 01/17/14 S	1 47	600	47.86	29,254 13	68.8000	41,280.00	12,025 87	552.00	1.33
MCDONALDS CORP MCD									
Acquired 01/17/14 S	1 00	300	95 23	29,080 51	93 7000	28,110.00	-970 51	1,020 00	3 62
MERCK & CO INC NEW MRK									
Acquired 09/05/12 L		600	43 34	26,456 97		34,074.00	7,617 03		
Acquired 01/08/13 L		700	42 22	30,047.78		39,753 00	9,705.22		
Total	**2.63**	**1,300**	**$43.47**	**$56,504.75**	**56.7900**	**$73,827.00**	**$17,322.25**	**$2,340.00**	**3.17**
MICROSOFT CORP MSFT									
Acquired 01/17/14 S	1 16	700	36 40	25,991 81	46 4500	32,515.00	6,523 19	868 00	2.66
MONDELEZ INTL INC MDLZ									
Acquired 03/13/13 L nc	1.29	1,000	28 47	28,470 00	36.3250	36,325.00	7,855 00	600.00	1.65

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Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
POWERSHRS FINANCIAL PREFERRED PORTFOLIO ETF PGF									
Acquired 03/13/13 L nc	1 30	2,000	18 56	37,120 00	18.2600	36,520 00	-600 00	2,160 00	5.91
PROCTER & GAMBLE CO PG									
Acquired 06/03/12 L nc		500	61 48	30,742 49		45,545.00	14,802 51		
Acquired 03/13/13 L nc		500	76 80	38,400 00		45,545 00	7,145 00		
Total	**3.24**	**1,000**	**$69.14**	**$69,142.49**	**91.0900**	**$91,090.00**	**$21,947.51**	**$2,574.00**	**2.83**
SPDR SER TRUST ET WELLS FARGO PFD STOCK PSK									
Acquired 03/13/13 L nc	1 56	1,000	45 86	45,860 00	43 7800	43,780 00	-2,080 00	2,475.00	5 65
TARGET CORP TGT									
Acquired 01/17/14 S		500	60.19	30,645 88		37,955 00	7,309 12		
Acquired 05/13/14 S		300	59.28	18,164 89		22,773 00	4,608 11		
Total	**2.16**	**800**	**$61.01**	**$48,810.77**	**75.9100**	**$60,728.00**	**$11,917.23**	**$1,664.00**	**2.74**
UNITED PARCEL SERVICE-B UPS									
Acquired 01/17/14 S	1 19	300	98.89	30,190 76	111.1700	33,351.00	3,160.24	804 00	2 41
US BANCORP NEW USB									
Acquired 03/13/13 L nc		700	34.22	23,954 00		31,465 00	7,511 00		
Acquired 01/17/14 S		800	41 46	33,764 34		35,960 00	2,195 66		
Total	**2.40**	**1,500**	**$38.48**	**$57,718.34**	**44.9500**	**$67,425.00**	**$9,706.66**	**$1,470.00**	**2.18**
3M CO MMM									
Acquired 01/17/14 S		200	138 08	28,101 38		32,864 00	4,762 62		
Acquired 05/13/14 S		200	142.44	28,981.36		32,864 00	3,882 64		
Total	**2.34**	**400**	**$142.71**	**$57,082.74**	**164.3200**	**$65,728.00**	**$8,645.26**	**$1,640.00**	**2.50**
Total Stocks and ETFs	**61.18**			**$1,501,400.68**		**$1,718,819.18**	**$217,418.50**	**$54,965.24**	**3.20**
Total Stocks, options & ETFs	**61.18**			**$1,501,400.68**		**$1,718,819.18**	**$217,418.50**	**$54,965.24**	**3.20**

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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	ESTIMATED ANNUAL YIELD (%)
ALGER FDS INTL GROWTH FD CL A ALGAX									
Acquired 01/22/14 S	0.82	1,517 91100	16.47	25,006 00	15 1100	22,935 63	-2,070 37	N/A	N/A
HARTFORD MUT FDS INC FLOATING RATE FD CL C HFLCX									
Acquired 09/21/12 L		5,600	8 93	50,013 00		48,440.00	-1,573.00		
Acquired 03/13/13 L nc		5,565 13800	9 01	50,141 89		48,138 44	-2,003.45		
Acquired 05/02/13 L		200	9 07	1,820.00		1,730.00	-90 00		
Reinvestments L		34.86200	9.19	320 61		301.56	-19 05		
			9 03	315.15					
Total	**3.51**	**11,400**	**$8.97**	**$102,295.50**	**8.6500**	**$98,610.00**	**-$3,685.50**	**$3,146.40**	**3.19**
			$8.97	**$102,290.04**					
Client Investment (Excluding Reinvestments)						$101,974 89			
Gain/Loss on Client Investment (Including Reinvestments)						-$3,364 89			
TRANSAMERICA FDS SHORT TERM BOND CLASS C ITACX									
Acquired 03/13/13 L nc		5,279 83100	10 47	55,279 63		54,171.01	-1,108.62		
Acquired 01/23/14 S		2,890 17300	10 38	30,006 00		29,653.23	-352 77		
Reinvestments L		20 16900	10.77	217 42		206.93	-10 49		
			10 48	211 38					
Total	**2.99**	**8,190.17300**	**$10.44**	**$85,503.05**	**10.2600**	**$84,031.17**	**-$1,471.88**	**$1,179.38**	**1.40**
			$10.44	**$85,497.01**					
Client Investment (Excluding Reinvestments)						$85,285 63			
Gain/Loss on Client Investment (Including Reinvestments)						-$1,254 46			
Total Open End Mutual Funds	**7.32**			**$212,804.55**		**$205,576.80**	**-$7,227.75**	**$4,325.78**	**2.10**
				$212,793.05					

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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	ESTIMATED ANNUAL YIELD (%)
BLACKROCK CORE BOND TRUST BHK									
Acquired 09/10/14 S		1,000	13 48	13,823 92		13,200 00	-623 92		
Acquired 09/10/14 S		500	13 48	6,918 52		6,600.00	-318.52		
Total	**0.70**	**1,500**	**$13.83**	**$20,742.44**	**13.2000**	**$19,800.00**	**-$942.44**	**$1,359.00**	**6.86**
BLACKROCK BUILD AMERICA BOND TRUST BBN									
Acquired 09/25/12 L	2 52	3,200	23 27	75,413 64	22.1600	70,912 00	-4,501.64	5,062.40	7 13
COHEN & STEERS REIT AND PFD INCOME FD RNP									
Acquired 03/13/13 L nc	1.49	2,200	18 42	40,524 00	18 9900	41,778 00	1,254 00	2,904.00	6 95
DNP SELECT INCOME FD DNP									
Acquired 03/13/13 L nc	1.88	5,000	10 20 10.22	51,038.12 51,100 00	10 5600	52,800 00	1,761 88	3,900.00	7.38
DUFF & PHELPS GLOBAL UTILITY INCOME FUND INC DPG									
Acquired 09/10/14 S		1,300	22 23	29,450 15		28,132 00	-1,318 15		
Acquired 09/10/14 S		200	22 22	4,536 77		4,328 00	-208 77		
Total	**1.16**	**1,500**	**$22.66**	**$33,986.92**	**21.6400**	**$32,460.00**	**-$1,526.92**	**$2,100.00**	**6.47**
Total Closed End Mutual Funds	**7.75**			**$221,705.12** **$221,767.00**		**$217,750.00**	**-$3,955.12**	**$15,325.40**	**7.04**

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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	ESTIMATED ANNUAL YIELD (%)
ALLSTATE 6 625% PFD PERP PREFERRED SER E CALLABLE 04/15/19 @ 25 ALL'E Acquired 09/10/14 S	0 94	1,000	25 72	26,260.23	26 3300	26,330 00	69.77	1,656.00	6.28
AMERICAN FIN GRP 7% PFD MATURITY 09/30/50 CALLABLE 09/30/15 AFQ Acquired 03/13/13 L nc	1 39	1,500	26 52	39,780 00	25 9500	38,925.00	-855.00	2,625.00	6.74
ASSURED GTY MUN HLDGSPFD 6 25% DUE 11/01/02 CALLABLE 11/15/10 AT $25 AGO'E Acquired 03/13/13 L nc	0 90	1,000	25 14	25,146 00	25 3399	25,339 90	193 90	1,563 00	6 16
CAPITAL ONE FIN CORP PFD 6 25% PERPETUAL SER C CALLABLE 09/01/19 @ 25 COF'C Acquired 09/10/14 S	0.87	1,000	23 94	24,470 28	24 5400	24,540 00	69.72	1,563.00	6 36
PUBLIC STORAGE 6 375%PFD CUMULATIVE PFD SER Y PERP CALL 03/17/19 @$25 PSA'Y Acquired 09/10/14 S	0.93	1,000	25 84	26,381.36	26 2000	26,200.00	-181.36	1,594.00	6 08
US BANCORP DEL 5 15% PFD SERIES H NON-CUM PERP CALL 07/15/18 USB'O									
Acquired 09/10/14 S		488	22.54	11,245 86		11,433 84	187.98		
Acquired 09/10/14 S		312	22 54	7,191 21		7,310 16	118 95		
Acquired 09/10/14 S		200	22 55	4,615 77		4,686 00	70.23		
Total	**0.83**	**1,000**	**$23.05**	**$23,052.84**	**23.4300**	**$23,430.00**	**$377.16**	**$1,288.00**	**5.50**
Total Preferreds/Fixed Rate Cap Securities	**5.86**			**$165,090.71**		~~-$164,764.90~~	**-$325.81**	**$10,289.00**	**6.24**
TOTAL				$599,600.00		$588,092.00			

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Capital Gains & Losses on Investment Income

Part IV Line 1c

Schedule A

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information	
CINCINNATI OHIO WTR SYS REV B/E CPN 5 00% DUE. 12/01/2032 CUSIP. 172311FQ0	10000 00000	06/03/2012	01/24/2014	10,686 00	10,994 09		0 00	-308 09	Original Basis	11,397 00
CINCINNATI OH WTR SYS REV SR SUB SER B CPN 5 00% DUE 12/01/2025 CUSIP 172311FU1	25000 00000	06/03/2012	01/23/2014	26,673 50	27,532.25		0 00	-858 75	Original Basis	28,728 50
HAMILTON COUNTY OH HOSP FACS REV CINCINNATI CPN· 5 00% DUE 05/15/2032 CUSIP 407272L92	10000 00000	06/03/2012	05/15/2014	10,000 00	10,000 00		0 00	0 00	Original Basis	10,065 25
HAMILTON COUNTY OHIO CONVTN FACS AUTH REV 1ST CPN 5 00% DUE 12/01/2033 CUSIP 407277AY8	10000 00000	06/03/2012	01/24/2014	9,894 00	10,106 39		0 00	-212 39	Original Basis	10,617 65
HAMILTON OHIO ELEC REV ADJ-REF-SYS-SER A CPN 4 70% DUE 10/15/2025 CUSIP 407793AX6	25000 00000	06/03/2012	01/23/2014	25,739 00	26,011 96		0 00	-272 96	Original Basis·	26,712 63
HAMILTON OH WTRWKS REV SYS SER A B\E ASSURED CPN 4 50% DUE 10/15/2027 CUSIP 407846CC6	15000 00000	06/03/2012	01/23/2014	15,574 80	16,081 38		0 00	-506 58	Original Basis	16,359 90

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Part IV Line 1c
Schedule A
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Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information	
HILLIARD OH G/O LTD B/E CPN 4 38% DUE. 12/01/2027 CUSIP 431614NX0	25000 00000	06/03/2012	01/23/2014	25,081 50	25,682 04		0 00	-600.54	Original Basis	26,265 13
MIAMI UNIV OH UNIV REVS GEN RCPTS B\E OID CPN 3 13% DUE 09/01/2030 CUSIP 593813UY2	10000 00000	10/31/2012	01/24/2014	8,674 70	10,129.95		0 00	-1,455.25	Original Basis	10,145 00
MONTGOMERY CNTY OH REV CATHOLIC HLTH SER A B\E CPN 5 00% DUE 05/01/2029 CUSIP 613549HN7	5000 00000	06/03/2012	01/24/2014	4,931 60	5,021 20		0 00	-89 60	Original Basis	5,154 75
OH ST HIGHER EDL FAC COMMN REV CLVLND CLNC CPN 5 25% DUE 01/01/2033 CUSIP. 67756AF80	15000 00000	06/03/2012	01/24/2014	15,744 00	16,048 03		0 00	-304 03	Original Basis	16,450 95
SYLVANIA OH CITY SCH DIST SCH IMPT G/O UNLTD CPN 5 25% DUE 12/01/2036 CUSIP 871463QT5	10000 00000	06/03/2012	01/24/2014	10,502 80	10,516 34		0 00	-13 54	Original Basis	10,750 65
US TREASURY NOTES CPN 2 63% DUE 07/31/2014 CUSIP 912828LC2	25000 00000	03/13/2013	07/31/2014	25,000 00	25,830 00		0 00	-830 00		
VERIZON COMMUNICATIONS COM CUSIP 92343V104	1000 00000	03/13/2013	04/09/2014	47,132.15	47,940 00		0 00	-807 85		
WEST CHESTER TWP OH VAR PURP TIF SER A G/O UNLTD CPN 4 75% DUE. 12/01/2028 CUSIP 952063FX8	10000 00000	06/03/2012	01/24/2014	10,636 50	10,729 61		0 00	-93 11	Original Basis	11,021 70
Totals (8949, Part II with Box E checked)				**$246,270.55**	**$252,623.24**		**$0.00**	**($6,352.69)**		