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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	19,872,539	5,511,440	5,511,440
	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)			
	b	Investments—corporate stock (attach schedule)	38,676,700	40,287,076	50,754,311
	c	Investments—corporate bonds (attach schedule)	0	642,865	668,533
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	10,380,106	10,796,389
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	0	1,144	1,144	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	58,549,239	56,822,631	67,731,817	
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 ▶ _____)	0	172	
	23	Total liabilities (add lines 17 through 22)	0	172	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	10,403,661	10,403,661	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	48,145,578	46,418,798	
	30	Total net assets or fund balances (see instructions)	58,549,239	56,822,459	
31	Total liabilities and net assets/fund balances (see instructions) .	58,549,239	56,822,631		

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	58,549,239
2	Enter amount from Part I, line 27a	2	-1,726,780
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	56,822,459
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	56,822,459

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)
1 a TD AMERITRADE - 0650	P		
b TD AMERITRADE - 0650	P		
c TD AMERITRADE - 0650	P		
d BLACKSTONE GROUP NET ST	P		
e BLACKSTONE GROUP NET LT	P		

(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 30,413,747		32,670,381	-2,256,634
b 15,202,454		13,170,722	2,031,732
c 9		9	0
d		98	-98
e 7,058			7,058

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			-2,256,634
b			2,031,732
c			0
d			-98
e			7,058

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	-217,942
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))
2015	2,096,689	59,153,856	0 035445
2014	1,197,979	45,263,909	0 026467
2013	649,101	23,230,277	0 027942
2012	631,982	13,163,383	0 048011
2011	547,802	13,105,672	0 041799

2 Total of line 1, column (d)	2	0 179664
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 035933
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	66,365,044
5 Multiply line 4 by line 3	5	2,384,695
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,076
7 Add lines 5 and 6	7	2,395,771
8 Enter qualifying distributions from Part XII, line 4	8	2,944,234

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	11,076
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	11,076
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	11,076
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	55,529
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	55,529
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	44,453
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 44,453 Refunded ▶	11	0

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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <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>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	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? <i>If "No," attach explanation</i> .	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		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 <u>www.Incharitable.org</u>	13	Yes	
14	The books are in care of <u>Carter F Randolph</u> Telephone no <u>(513) 891-7144</u>			

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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2016, 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 <u>▶</u>	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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 2016? <input type="checkbox"/>	1c		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>▶ 20____, 20____, 20____, 20____</u>			
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). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>▶ 20____, 20____, 20____, 20____</u>			
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 2016 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 2016). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (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 (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (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 (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 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> 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 type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Dr Carter F Randolph 4200 Malsbary Road Cincinnati, OH 45242	President/Treasurer 2 00	30,000	0	0
Lawrence H Kyte Jr 4200 Malsbary Road Cincinnati, OH 45242	VP/Secretary 0 10	0	0	0
Guy Randolph Jr 4200 Malsbary Road Cincinnati, OH 45242	Trustee 0 10	0	0	0
Nancy Walker 4200 Malsbary Road Cincinnati, OH 45242	Trustee 0 10	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ▶				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
RANDOLPH COMPANY INC 4200 MALSARY ROAD CINCINNATI, OH 45242	INVESTMENT ADVISORS	270,782
Total number of others receiving over \$50,000 for professional services. ►		0

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 ►	0

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	49,221,541
b	Average of monthly cash balances.	1b	18,154,138
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	67,375,679
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	67,375,679
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,010,635
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	66,365,044
6	Minimum investment return. Enter 5% of line 5.	6	3,318,252

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	3,318,252
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	11,076
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,076
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,307,176
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,307,176
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,307,176

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	2,944,234
b	Program-related investments—total from Part IX-B.	1b	0
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	2,944,234
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	11,076
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,933,158

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				3,307,176
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			2,910,284	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 2,944,234				
a Applied to 2015, but not more than line 2a			2,910,284	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				33,950
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				3,273,226
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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, enter the date of the ruling. ▶					
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	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 <input type="checkbox"/> 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 Carter F Randolph PHD 4200 Malsbary Road Cincinnati, OH 45242 (513) 891-7144	
b The form in which applications should be submitted and information and materials they should include Full directions for applications are available on www.InCharitable.org	
c Any submission deadlines Applications must be received by 9/15	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors Grants are only granted to local 501(c)(3) organizations	

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	2,910,284
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 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


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


Print/Type preparer's name John P Mellott	Preparer's Signature	Date 2017-07-21	Check if self-employed <input type="checkbox"/>	PTIN P00083918
Firm's name ▶ MELLOTT & MELLOTT PLL				Firm's EIN ▶ 31-6063298
Firm's address ▶ 312 WALNUT STREET - SUITE 2500 CINCINNATI, OH 452024025				Phone no (513) 241-2940


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 <i>Paid during the year</i>				
BEECHACRES PARENTING CENTER 6881 BEECHMONT AVENUE Cincinnati, OH 45230	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	40,000
Beechwood Home 2140 Pogue Avenue Cincinnati, OH 45208	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Big Brothers Big Sisters OF GREATER CINCINNATI 2400 Reading Rd Ste 148 Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	20,000
Camp Joy Foundation 10117 Old 3-C Highway Clarksville, OH 45113	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	45,000
Catholic Inner-City Schools EDUCATION FUND (CISE) 100 E Eighth Street Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
Total 3a				2,910,284

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 <i>Paid during the year</i>				
Center for Respite Care INC 3550 Washington Avenue Cincinnati, OH 45229	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	55,000
CET GREATER CINCINNATI TELEVISION EDUCATION FOUNDATION 1223 CENTRAL PARKWAY Cincinnati, OH 45214	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	100,000
Cincinnati Art Museum 953 Eden Park Drive Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Cincinnati ASSOCIATION FOR THE BLIND AND VISUALLY IMPAIRED 2045 GILBERT AVE Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000
Cincinnati EARLY LEARNING CENTERS INC 1301 EAST MCMILLAN ST Cincinnati, OH 45206	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	100,000
Total 3a				2,910,284

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 <i>Paid during the year</i>				
Cincinnati MUSEUM CENTER 1301 WESTERN AVE Cincinnati, OH 45203	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	15,000
Cincinnati SHAKESPEARE COMPANY 719 RACE STREET Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
Cincinnati Squash Academy 1308 Race Street Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	60,000
Cincinnati Union Bethel 2401 Reading Road Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
Cincinnati Works Inc 708 Walnut Street Floor 2 Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	60,000
Total ▶ 3a				2,910,284

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 <i>Paid during the year</i>				
Cincinnati Youth Collaborative 301 Oak Street Cincinnati, OH 45219	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Cincinnati Zoo & Botanical Garden 3400 Vine Street Cincinnati, OH 45220	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	100,000
City Gospel Mission 1805 Dalton Avenue Cincinnati, OH 45214	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Clifton Cultural Arts Center 3711 Clifton Avenue Cincinnati, OH 45220	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Clovernook Center FOR THE BLIND & VISUALLY IMPAIRED 7000 Hamilton Avenue Cincinnati, OH 45231	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000
Total 				2,910,284
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 <i>Paid during the year</i>				
Covington Ladies Home 702 Garrard Street Covington, KY 41011	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	300,000
East End Adult Education Center 5721 DRAGON WAY Cincinnati, OH 42527	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	35,000
EASTER SEALS TRISTATE 2901 GILBERT AVE Cincinnati, OH 45206	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Episcopal Retirement Services 3870 Virginia Avenue Cincinnati, OH 45227	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
FERNSIDE A CENTER FOR GRIEVING CHILDREN 10500 MONTGOMERY RD Cincinnati, OH 45242	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Total 				2,910,284
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 <i>Paid during the year</i>				
Freestore Foodbank 1141 Central Parkway Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Girl Scouts of Western Ohio 4930 Cornell Road Cincinnati, OH 45242	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Hearing Speech & Deaf Center of Greater Cincinnati 2825 Burnet Avenue Suite 330 Cincinnati, OH 45219	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000
LA SOUPE INC 4150 ROUND BOTTOM RD Cincinnati, OH 45244	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	55,149
Legal Aid Society of Greater Cincinnati 215 E NINTH STREET SUITE 200 Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
Total 				2,910,284
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 <i>Paid during the year</i>				
LIFE FORWARD PREGNANCY CARE OF CINCINNATI 2415 AUBURN AVE Cincinnati, OH 45219	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
LIGHTHOUSE YOUTH SERVICES INC 401 EAST MCMILLAN STREET Cincinnati, OH 45206	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
LIVING ARRANGEMENTS FOR THE DEVELOPMENTALLY DISABLED 3603 VICTORY PARKWAY Cincinnati, OH 45229	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	100,000
May We Help 7501 Wooster Pike Cincinnati, OH 45227	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000
Nature Conservancy OF OHIO 6375 Riverside Drive Ste 100 Dublin, OH 43017	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Total ► 3a				2,910,284

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 <i>Paid during the year</i>				
Ohio Foundation of Independent Colleges INC 250 East Broad Street Suite 1700 Columbus, OH 43215	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	5,000
OUTDOOR ADVENTURE CLUB OF GREATER CINCINNATI 8401 SKIFF LANE Cincinnati, OH 45039	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
PREVENT BLINDNESS OHIO AFFILIATE - SW OHIO CHAPTER 1500 WEST THIRD AVENUE SUITE 200 Columbus, OH 43212	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000
PREVENTION FIRST 2330 VICTORY PARKWAY SUITE 703 Cincinnati, OH 45206	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
Price Hill Will 3724 St Lawrence Avenue Cincinnati, OH 45205	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Total ► 3a				2,910,284

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 <i>Paid during the year</i>				
ProKids 2605 Burnet Avenue Cincinnati, OH 45219	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	75,000
PUBLIC LIBRARY OF CINCINNATI AND HAMILTON COUNTY FOUNDATION 800 VINE STREET Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	15,000
Salk Institute for Biological Studies 10010 N Torrey Pines Road La Jolla, CA 92037	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
Salvation Army 114 E Central Parkway Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000
Santa Maria Community Services 2918 PRICE AVE Cincinnati, OH 45204	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	15,000
Total ▶ 3a				2,910,284

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 <i>Paid during the year</i>				
SHELTERHOUSE VOLUNTEER GROUP 411 GEST STREET SUITE 1 Cincinnati, OH 45203	None	NOT FOR PROFIT	unrestricted charitable contribution	50,000
SORG OPERA REVITALIZATION GROUP LLC 555 DEER RUN ROAD COLD SPRINGS, KY 41076	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000
SQUARE 1 INC 794 LAUREN DRIVE VILLA HILLS, KY 41017	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	16,000
Taft Museum of Art 316 Pike Street Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	35,000
Teach For America 1110 Main Street Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
Total 3a				2,910,284

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 <i>Paid during the year</i>				
UNIVERSITY OF THE CUMBERLANDS 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	7,500
University of Cincinnati Foundation 9555 PLAINFIELD ROAD BLUE ASH, OH 45236	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,375
Visiting Nurse Association 2400 Reading Road Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
WAVE Foundation INC One Aquarium Way Newport, KY 41071	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	202,779
WESLEY COMMUNITY SERVICES 2091 RADCLIFF DRIVE Cincinnati, OH 45204	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	20,000
Total ▶ 3a				2,910,284

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 <i>Paid during the year</i>				
YMCA of Greater Cincinnati 1105 Elm Street Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	100,000
BIG BROTHERS BIG SISTERS OF BUTLER COUNTY 5539 EUREKA DRIVE HAMILTON, OH 45011	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	12,981
BOLD AND BRAVE KID'S FOUNDATION 7753 COX LANE BOX 27 WEST CHESTER, OH 45069	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	5,000
BOYS HOPE GIRLS HOPE CINCINNATI 1725 RIVERSIDE DRIVE Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000
BRIGHTON CENTER INC PO BOX 325 NEWport, KY 410720325	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000
Total ► 3a				2,910,284

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 <i>Paid during the year</i>				
CHILDHOOD FOOD SOLUTIONS 2573 ST LEO PLACE Cincinnati, OH 45225	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	46,000
ETHEL STREIT SCHOOL INC 1106 RACE STREET Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	20,000
HILLSIDE TRUST 710 TUSCULUM AVE ALMS PARK Cincinnati, OH 45226	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000
INTERFAITH HOSPITALITY NETWORK OF GREATER CINCINNATI INC 990 NASSAU STREET Cincinnati, OH 45206	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000
JOSH CARES INC 7870 E KEMPER RD SUITE 400 Cincinnati, OH 45249	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000
Total ► 3a				2,910,284

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 <i>Paid during the year</i>				
NOTRE DAME URBAN EDUCATION CENTER 14 EAST EIGHTH STREET Covington, KY 41011	NOne	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	4,500
REDWOOD SCHOOL AND REHABILITATION CENTER INC 71 ORPHANAGE ROAD FT MITCHELL, KY 41017	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	15,000
XAVIER UNIVERSITY 3800 VICTORY PARKWAY Cincinnati, OH 45207	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	75,000
Total 3a				2,910,284

TY 2016 Accounting Fees Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	3,500	1,750		1,750

TY 2016 General Explanation Attachment

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

General Explanation Attachment

Identifier	Return Reference	Explanation	
1	Professional fees paid to disqualified person	Form 990-PF, Part VII-B, Line 1a question 3	Professional fees of \$270,782 were paid to the Randolph Company, a company which through attribution is wholly owned by Carter F Randolph PH D, the President/Treasurer of the Foundation

General Explanation Attachment

Identifier	Return Reference	Explanation	
2	Compensation paid to Carter Randolph	Form 990-PF, Part VIII, line 1 and Part VII-B, Line 1a question 4	The \$30,000 compensation reported by Carter Randolph is for administration services. It was paid to CFRPHD, LLC - a one-member LLC owned by Carter Randolph.

TY 2016 Investments Corporate Bonds Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERITRADE INSTITUTIONAL- FIXED INCOME	642,865	668,533

TY 2016 Investments Corporate Stock Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERITRADE INSTITUTIONAL- CORPORATE STOCKS	40,287,076	50,754,311

TY 2016 Investments - Other Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERITRADE INSTITUTIONAL- EXCHANGE TRADED FUNDS	AT COST	6,231,196	6,515,278
KKR & COMPANY LP	AT COST	1,049,912	1,029,591
SHELL MIDSTREAM PARTNERS LP	AT COST	2,066,202	2,173,023
THE BLACKSTONE GROUP LP	AT COST	1,032,796	1,078,497

TY 2016 Other Assets Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME		1,144	1,144

TY 2016 Other Expenses Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
bank fees	99	0		0
postage	163	81		0
SUPPLIES	184	92		0
MARKETING	750	0		0
MISCELLANEOUS	19	0		0
LAZARD K-1 FEES	24	24		0
BLACKSTONE K-1 FEES	592	592		0
Filing Fees	2,200	0		2,200

TY 2016 Other Income Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SHELL MIDSTREAM PARTNERS - ORDINARY BUSINESS INCOME	-13,000	-2,204	-13,000
THE BLACKSTONE GROUP - ORDINARY BUSINESS INCOME	4,080	2,204	4,080

TY 2016 Other Liabilities Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED EXPENSE	0	172

TY 2016 Other Professional Fees Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	273,444	273,444		0

TY 2016 Taxes Schedule

Name: L & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD

EIN: 31-1351011

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
foreign tax	23,338	23,338		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 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 2016

Name of the organization L & L NIPPERT CHARITABLE FOUNDATION INC ATTN CARTER F RANDOLPH PHD	Employer identification number 31-1351011
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 other 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 33¹/₃% 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 for 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 990PF, 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 organizationL & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD**Employer identification number**

31-1351011

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	louise Dieterle Nippert Trust 8255 SPOOKY HOLLOW ROAD cincinnati, OH 45242	\$ 337,774	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

31-1351011

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organizationL & L NIPPERT CHARITABLE FOUNDATION INC
ATTN CARTER F RANDOLPH PHD**Employer identification number**

31-1351011

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	