

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 instructions is at www.irs.gov/form990pf.

2017

Open to Public
Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation TRUST ESTATE OF GEORGE B RILEY TESTAMENTARY		A Employer identification number 31-0654315	
Number and street (or P O box number if mail is not delivered to street address) 411 TERRACE PL P O BOX 356		B Telephone number (see instructions) (513) 621-5017	
City or town, state or province, country, and ZIP or foreign postal code TERRACE PARK, OH 45174		C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 32,133,551	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	107,664	107,664	107,664	
4	Dividends and interest from securities	435,593	435,593	435,593	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	751,618			
b	Gross sales price for all assets on line 6a	1,891,487			
7	Capital gain net income (from Part IV, line 2)		751,618		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,294,875	1,294,875	543,257	
13	Compensation of officers, directors, trustees, etc	75,000	31,122		43,878
14	Other employee salaries and wages	25,000	10,374		14,626
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	35,981	14,931		21,050
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	10,000	10,000		5,850
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,952	810		1,142
19	Depreciation (attach schedule) and depletion				
20	Occupancy	3,600	1,494		2,106
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	8,856	3,675		5,181
24	Total operating and administrative expenses.				
	Add lines 13 through 23	160,389	72,406		93,833
25	Contributions, gifts, grants paid	1,468,750			1,468,750
26	Total expenses and disbursements. Add lines 24 and 25	1,629,139	72,406		1,562,583
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-334,264			
b	Net investment income (if negative, enter -0-)		1,222,469		
c	Adjusted net income (if negative, enter -0-)			543,257	

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				
2	Savings and temporary cash investments	541,094	355,926	355,926	
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	26,079	18,854	18,854	
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)				
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	20,357,638	20,203,542	31,758,771	
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)	20,924,811	20,578,322	32,133,551	
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable.				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ► _____)				
23	Total liabilities (add lines 17 through 22)	0			
Net Assets or Fund Balances					
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted				
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds	20,924,811	20,578,322		
30	Paid-in or capital surplus, or land, bldg , and equipment fund				
31	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	20,924,811	20,578,322		
31	Total liabilities and net assets/fund balances (see instructions)	20,924,811	20,578,322		

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	20,924,811
2	Enter amount from Part I, line 27a	2	-334,264
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	20,590,547
5	Decreases not included in line 2 (itemize) ►	5	12,225
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,578,322

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 See Additional Data Table					
b					
c					
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 See Additional Data Table					
b					
c					
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 See Additional Data Table					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	751,618	
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))
2016	1,550,746	29,481,567	0 05260
2015	1,419,246	30,072,262	0 04720
2014	1,329,893	29,940,133	0 04442
2013	1,322,974	28,027,752	0 04720
2012	1,258,313	26,289,317	0 04786
2 Total of line 1, column (d)			2 0 239280
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 047856
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 31,106,918
5 Multiply line 4 by line 3			5 1,488,653
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,225
7 Add lines 5 and 6			7 1,500,878
8 Enter qualifying distributions from Part XIII, line 4			8 1,562,583

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)	1	12,225
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		
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	12,225
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	12,225
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	31,079
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	31,079
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,854
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ►	11	18,854
			Refunded ►

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> 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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	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	Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►N/A	13	Yes
14	The books are in care of ►DAVID LAUB	Telephone no ►(513) 621-5017	
Located at ►411 TERRACE PL P O BOX 356 TERRACE PARK OH			ZIP+4 ►45174
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	► 15	
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	Yes No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
		Yes No
1a	During the year did the foundation (either directly or indirectly)	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b <input type="checkbox"/> 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 2017?	1c <input type="checkbox"/> 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ►	2b <input type="checkbox"/> No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2017 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 2017).	3b <input type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a <input type="checkbox"/> 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 2017?	4b <input type="checkbox"/> 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)?			5b	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 checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53 4945-5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	No
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average (b) 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, (e) other allowances
HUBERT C AUBURN 25415 LAKE ROAD BAY VILLAGE, OH 44140	Trustee 1 00	25,000		
JAMES R HALL 1048 ORCHARD RUN DRIVE LEBANON, OH 45036	Trustee 1 00	25,000		
STEPHEN M WINHUSEN 1889 BEECH GROVE DRIVE CINCINNATI, OH 45233	Trustee 1 00	25,000		

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

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.

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
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.

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	<hr/> <hr/>	
2	<hr/> <hr/>	
All other program-related investments See instructions		
3	<hr/> <hr/>	

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	30,625,189
b	Average of monthly cash balances.	1b	955,438
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	31,580,627
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	31,580,627
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	473,709
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,106,918
6	Minimum investment return. Enter 5% of line 5.	6	1,555,346

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	1,555,346
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	12,225
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,225
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,543,121
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,543,121
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,543,121

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,562,583
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,562,583
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	12,225
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,550,358
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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,543,121
2 Undistributed income, if any, as of the end of 2017			1,176,527	
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 1,562,583			1,176,527	
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				386,056
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				1,157,065
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	107,664	
4 Dividends and interest from securities.			14	435,593	
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					751,618
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				543,257	751,618
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)					1,294,875

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
433 IShares Barclays Aggregate	P	2004-12-07	2017-04-04
464 I Shares Barclays Aggregate	P	2004-12-07	2017-07-07
204 I Shares Barclays Aggregate	P	2004-12-07	2017-09-18
10750 I Shares Core S&P	P	2004-12-07	2017-03-17
2561 I Shares Core S&P	P	2004-12-07	2017-04-04
4321 I Shares Core S&P	P	2004-12-07	2017-07-07
7648 I Shares Core S&P	P	2004-12-07	2017-09-18
139 I Shares Core S&P	P	2004-12-07	2017-12-11
553 I Shares Tr 1-3 YR Treas Index	P	2004-12-07	2017-04-04
3744 I Shares Tr 1-3 YR Treas Index	P	2004-12-07	2017-12-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
47,001		44,332	2,669
50,501		47,506	2,995
22,403		20,886	1,517
586,304		286,201	300,103
137,856		68,182	69,674
239,464		115,040	124,424
438,616		203,616	235,000
8,448		3,701	4,747
46,705		45,095	1,610
314,189		305,310	8,879

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,669
			2,995
			1,517
			300,103
			69,674
			124,424
			235,000
			4,747
			1,610
			8,879

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CINCINNATI HABITAT FOR HUMANITY 4910 PARA DRIVE CINCINNATI, OH 45237	NONE	501c3	HOUSING	90,000
CHRIST'S COMMUNITY COLLEGE HILL 5819 SALVIA CINCINNATI, OH 45224	NONE	501c3	NEIGHBORHOOD CENTER	25,000
CROSSROAD HEALTH CENTER 5 E LIBERTY ST CINCINNATI, OH 45202	NONE	501c3	HEALTH CENTER	20,000
CINCINNATI WORKS 708 WALNUT STREET CINCINNATI, OH 45202	NONE	501c3	JOBS ASSISTANCE	25,000
CITY GOSPEL MISSION 1805 DALTON AVENUE CINCINNATI, OH 45214	NONE	501c3	CITY GOSPEL MISSION	80,000
Total			►	1,468,750
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CORNERSTONE1641 VINE STREET CINCINNATI, OH 45202	NONE	501c3	HOUSING PROGRAMS	40,000
DRESS FOR SUCCESS CINCINNATI 205 W FOURTH STREET CINCINNATI, OH 45202	NONE	501c3	CLOTHING ASSISTANCE	25,500
EAST END ADULT EDUCATION CENTE 5721 DRAGON WAY CINCINNATI, OH 45227	NONE	501c3	ADULT EDUCATION	30,000
FIRST STEP HOME2203 FULTON AVENUE CINCINNATI, OH 45206	NONE	501c3	CHEMICAL DEPENDENCY	65,000
GLAD HOUSE1994 MADISON ROAD CINCINNATI, OH 45208	NONE	501c3	CHILDREN'S SERVICES	27,750
Total ►				1,468,750
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)				
<i>a Paid during the year</i>				
HEALTHY BEGINNINGS 47 E HOLLISTER STREET CINCINNATI, OH 45219	NONE	501c3	PRENATAL CARE	30,000
INTER PARISH MINISTRY 3905 DEBOLT ROAD CINCINNATI, OH 45244	NONE	501c3	NEIGHBORHOOD CENTER	27,750
INTERFAITH HOSPITALITY NETWORK 990 NASSUA STREET CINCINNATI, OH 45206	NONE	501c3	HOMELESSNESS SERVICES	35,000
JOSEPH HOUSE 1526 REPUBLIC STREET CINCINNATI, OH 45202	NONE	501c3	HOMELESS VETERANS SERVICES	40,000
LITTLE BROTHERS FRIENDS OF ELDERLY 5530 COLERAIN AVENUE CINCINNATI, OH 45239	NONE	501c3	ELDERLY SERVICES	37,750
Total				1,468,750
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NORTH FAIRMOUNT COMMUNITY CENT 2569 ST LEO PLACE STE 3 CINCINNATI, OH 45225	NONE	501c3	HOUSING/NEIGHBORHOOD	15,000
OPEN DOOR MINISTRY 2366 KEMPER LANE CINCINNATI, OH 45206	NONE	501c3	POVERTY & MENTAL HEALTH SERVICES	25,000
OUR DAILY BREAD 1730 RACE STREET CINCINNATI, OH 45202	NONE	501c3	FOOD PANTRY	40,000
POWER INSPIRES PROGRESS 1301 VINE STREET CINCINNATI, OH 45202	NONE	501c3	JOB TRAINING	20,000
PRO KIDS 2605 BURNETT AVENUE CINCINNATI, OH 45219	NONE	501c3	CHILDREN'S SERVICES	35,000
Total			►	1,468,750
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST MONICA'S RECREATION CENTER 10022 CHESTER ROAD CINCINNATI, OH 45215	NONE	501c3	CHILDREN'S SERVICES	50,000
CHILDREN'S INC VISIONS 800 BANK STREET CINCINNATI, OH 45214	NONE	501c3	CHILDREN'S SERVICES	60,000
WALNUT HILLS KITCHEN 2631 GILBERT AVENUE CINCINNATI, OH 45206	NONE	501c3	FOOD PANTRY	50,000
WORKING IN NEIGHBORHOODS 1814 DREMAN CINCINNATI, OH 45223	NONE	501c3	NEIGHBORHOOD CENTER	35,000
EPIC910 YORK STREET CINCINNATI, OH 45214	NONE	501c3	ELDERLY SERVICES	30,000
Total			►	1,468,750
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)				
<i>a Paid during the year</i>				
MERCY NEIGHBORHOOD MINISTRIES 1601 MADISON RD CINCINNATI, OH 45206	NONE	501c3	NEIGHBORHOOD CENTER	150,000
SERENITY CONSULTANTS INC 508 ELBERON CINCINNATI, OH 45205	NONE	501c3	ADULT RECOVERY	30,000
CWFF CHILD DEVELOPMENT CENTER 434 FOREST AVE CINCINNATI, OH 45229	NONE	501c3	CHILD DEVELOPMENT	25,000
PROJECT NEHEMIAH 434 FOREST AVE CINCINNATI, OH 45229	NONE	501c3	EDUCATION	50,000
BLOC MINISTRIES INC 3952 NORTH BEND ROAD CINCINNATI, OH 45211	NONE	501c3	NEEDY CHILDREN & FAMILIES	70,000
Total			►	1,468,750
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHURCHES ACTIVE IN NORTHSIDE CAIN 4230 HAMILTON AVE CINCINNATI, OH 45223	NONE	501c3	NEEDY CHILDREN & FAMILIES	25,000
MADISONVILLE EDUCATION ASSISTANCE C 4600 ERIE AVE CINCINNATI, OH 45227	NONE	501c3	NEEDY CHILDREN & FAMILIES	20,000
NEW LIFE FURNITURE 11431 WILLIAMSON RD UNIT D CINCINNATI, OH 45241	NONE	501c3	NEEDY FAMILIES	20,000
ELEMENTZ1100 RACE STREET CINCINNATI, OH 45202	NONE	501c3	YOUTH SERVICES	20,000
FOCAS MINISTRIES 1805 DALTON AVENUE CINCINNATI, OH 45214	NONE	501c3	Neighborhood Center	35,000
Total				1,468,750
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TRISTATE VETERANS COMMUNITY ALLIANCE 2400 READING ROAD 210 CINCINNATI, OH 45202	NONE	501c3	Veterans Services	15,000
VINEYARD WESTSIDE CHURCH 3420 GLENMORE AVENUE CINCINNATI, OH 45211	NONE	501C3	NEIGHBORHOOD CENTER	50,000
Total			►	1,468,750
3a				

TY 2017 Investments - Other Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 17005038

Software Version: 2017v2.2

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS/ISHARES HELD 5/3RD	AT COST	20,203,542	31,758,771

TY 2017 Legal Fees Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 17005038

Software Version: 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Frost Brown Todd LLC	35,981	14,931	0	21,050

TY 2017 Other Decreases Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 17005038

Software Version: 2017v2.2

Description	Amount
2017 U S INCOME TAX	12,225

TY 2017 Other Expenses Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 17005038

Software Version: 2017v2.2

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2016 TAX SERVICE FEE	200	83		117
INSURANCE	5,319	2,207		3,112
MEETINGS/LUNCHES,/MILEAGE	400	166		234
OH FOUNDATION FEE	200	83		117
SUBSCRIPTIONS	750	311		439
SUPPLIES/MISCELLANEOUS	465	193		272
TELEPHONE	1,522	632		890

TY 2017 Other Professional Fees Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 17005038

Software Version: 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fifth Third Bank	5,000	5,000	0	2,925
UBS ADVISORY FEE	5,000	5,000	0	2,925

TY 2017 Taxes Schedule

Name: TRUST ESTATE OF GEORGE B RILEY
TESTAMENTARY

EIN: 31-0654315

Software ID: 17005038

Software Version: 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BWC	33	14		19
Employment Taxes	1,919	796		1,123