

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.**

OMB No 1545-0052
2017
Open to Public Inspection

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

Name of foundation CHARLES SCOTT RILEY III FOUNDATION		A Employer identification number 46-1505671	
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 600 VINE STREET SUITE 2650		B Telephone number (see instructions) (513) 381-9222	
City or town, state or province, country, and ZIP or foreign postal code CINCINNATI, OH 45202		C If exemption application is pending, check here <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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input 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) ▶ \$ 2,816,521		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,232	3,951		
	4 Dividends and interest from securities	90,597	90,597		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	67,067			
	b Gross sales price for all assets on line 6a 1,072,784				
	7 Capital gain net income (from Part IV, line 2)		67,067		
	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	165,896	161,615			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,000	12,000		12,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	13,748	10,311		3,437
	b Accounting fees (attach schedule)	2,375	1,781		594
	c Other professional fees (attach schedule)	6,166	6,166		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,067	420		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	200			
	24 Total operating and administrative expenses. Add lines 13 through 23	47,556	30,678		16,031
	25 Contributions, gifts, grants paid	158,000			158,000
26 Total expenses and disbursements. Add lines 24 and 25	205,556	30,678		174,031	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-39,660				
b Net investment income (if negative, enter -0-)		130,937			
c Adjusted net income (if negative, enter -0-)					

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	132,509	194,426	194,426
	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)	160,195	25,143	25,160
	b Investments—corporate stock (attach schedule)	1,570,070	1,212,701	1,622,812
	c Investments—corporate bonds (attach schedule)	585,251	971,036	974,123
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,448,025	2,403,306	2,816,521	
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	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	2,448,025	2,403,306	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	2,448,025	2,403,306		
31 Total liabilities and net assets/fund balances (see instructions) .	2,448,025	2,403,306		

Part III Analysis of Changes in Net Assets or Fund Balances			
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)		1	2,448,025
2 Enter amount from Part I, line 27a		2	-39,660
3 Other increases not included in line 2 (itemize) ▶ _____		3	1,634
4 Add lines 1, 2, and 3		4	2,409,999
5 Decreases not included in line 2 (itemize) ▶ _____		5	6,693
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	2,403,306

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	WELLS FARGO ST	P	2016-12-22	2017-11-30
b	WELLS FARGO LT	P	2016-01-01	2017-12-01
c	WELLS FARGO LT	P	2016-01-01	2017-12-01
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	26,549	26,890	-341	
b	541,415	485,826	55,589	
c	499,799	493,001	6,798	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gain or (loss) 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				-341
b				55,589
c				6,798
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 67,067
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	126,781	2,731,557	0.046413
2015	173,326	2,690,673	0.064417
2014	106,000	2,580,964	0.041070
2013	10,000	1,007,671	0.009924
2012			
2	Total of line 1, column (d)		2 0.161824
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 0.040456
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 2,728,439
5	Multiply line 4 by line 3		5 110,382
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 1,309
7	Add lines 5 and 6		7 111,691
8	Enter qualifying distributions from Part XII, line 4		8 174,031

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)

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due. Total tax due is 1,296.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 600 VINE ST SUITE 2650 CINCINNATI OH ZIP+4 45202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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)? Organizations relying on a current notice regarding disaster assistance check here. ▶		<input type="checkbox"/>	5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
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? <i>If "Yes" to 6b, file Form 8870</i>			6b
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

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	(e) Expense account, other allowances
W ROGER FRY DECEASED 600 VINE ST SUITE 2650 CINCINNATI, OH 45202	TRUSTEE 1 50	4,000	0	0
PHILIP CUNNINGHAM 600 VINE ST SUITE 2650 CINCINNATI, OH 45202	TRUSTEE 1 50	8,000	0	0
PAUL F WENKER 600 VINE ST SUITE 2650 CINCINNATI, OH 45202	TRUSTEE 1 50	8,000	0	0
WILLIAM H FRY 600 VINE STREET SUITE 2650 CINCINNATI, OH 45202	TRUSTEE 1 50	4,000	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	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. ▶

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	2,539,620
b	Average of monthly cash balances.	1b	230,369
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,769,989
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,769,989
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	41,550
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,728,439
6	Minimum investment return. Enter 5% of line 5.	6	136,422

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	136,422
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	1,309
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,309
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	135,113
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	135,113
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	135,113

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	174,031
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	174,031
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	1,309
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	172,722

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				135,113
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			30,687	
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 ▶ \$ <u>174,031</u>				
a Applied to 2016, but not more than line 2a			30,687	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				135,113
e Remaining amount distributed out of corpus	8,231			
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	8,231			
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				0
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	8,231			
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.	8,231			

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 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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
 PAUL F WENKER
 600 VINE ST SUITE 2650
 CINCINNATI, OH 45202
 (513) 381-9200

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

c Any submission deadlines
 MAY 31 & NOVEMBER 30

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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				158,000
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, and Other revenue.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions).

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Part XVII

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash.

(2) Other assets.

b Other transactions

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization.

(3) Rental of facilities, equipment, or other assets.

(4) Reimbursement arrangements.

(5) Loans or loan guarantees.

(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Schedule table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

Schedule table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here

2018-05-10

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only

Table for paid preparer information including Print/Type preparer's name (JEFFREY TATE), Preparer's Signature, Date (2018-05-03), Check if self-employed, PTIN (P01299322), Firm's name (MIDWEST CPA LLC), Firm's EIN (27-0890231), and Firm's address (4555 LAKE FOREST DR STE 410, BLUE ASH, OH 452423760).

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>				
ART WAVE20 EAST CENTRAL PARKWAY SUITE 200 CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	2,500
CANCER FAMILY CARE 2421 AUBURN AVENUE CINCINNATI, OH 45219			PROMOTE CHARITABLE PURPOSE	1,000
CINCINNATI ART MUSEUM 953 EDEN PARK DRIVE CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	12,500
CINCINNATI ASSOCIATION FOR BLIND 2045 GILBERT AVENUE CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	2,500
CINCINNATI MUSEUM CENTER 1301 WESTERN AVENUE CINCINNATI, OH 45203			PROMOTE CHARITABLE PURPOSE	5,000
Total ▶ 3a				158,000

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 SHAKESPEARE COMPANY 719 RACE STREET CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	1,000
CINCINNATI SYMPHONY DEVELOPMENT DEPARTMENT1241 ELM STREET CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	3,000
CINCINNATI ZOO3400 VINE STREET CINCINNATI, OH 45220			PROMOTE CHARITABLE PURPOSE	5,000
CISE100 E EIGHTH ST CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	1,000
CITY GOSPEL MISSION 1805 DALTON AVENUE CINCINNATI, OH 45214			PROMOTE CHARITABLE PURPOSE	1,000
Total ▶ 3a				158,000

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>				
COLONIAL WILLIAMSBURGPO BOX 1776 WILLIAMSBURG, VA 231879910			PROMOTE CHARITABLE PURPOSE	5,000
ENSEMBLE THEATRE1127 VINE STREET CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	1,000
LIGHTHOUSE YOUTH SERVICES 401 EAST MCMILLAN ST CINCINNATI, OH 45206			PROMOTE CHARITABLE PURPOSE	1,000
PLAYHOUSE IN THE PARKPO BOX 6537 CINCINNATI, OH 45206			PROMOTE CHARITABLE PURPOSE	2,000
PRO BONO PARTNERSHIP OF OHIO 255 EASTFIFTH STREET SUITE 1900 CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	1,000
Total 3a	▶			158,000

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>				
SPRINGER SCHOOL & CENTER 2121 MADISON ROAAD CINCINNATI, OH 45208			PROMOTE CHARITABLE PURPOSE	10,000
TAFT MUSEUM OF ART316 PIKE STREET CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	20,000
CINCINNATI OBSERVATORY 3849 OBSERVATORY PLACE CINCINNATI, OH 45208			PROMOTE CHARITABLE PURPOSE	3,000
OHIO VALLEY VOICES 6642 BRANCH HILL-GUINEA PIKE LOVELAND, OH 451409141			PROMOTE CHARITABLE PURPOSE	2,000
UC FOUNDATION (MUSIC LIBRARY) PO BOX 19970 CINCINNATI, OH 452190970			PROMOTE CHARITABLE PURPOSE	2,500
Total ▶ 3a				158,000

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>				
UC OCULAR ONCOLOGY CENTER 234 GOODMAN CINCINNATI, OH 45219			PROMOTE CHARITABLE PURPOSE	7,500
DRAYRON HALL 3380 ASHLEY RIVER ROAD CHARLESTON, SC 29414			PROMOTE CHARITABLE PURPOSE	60,000
THE CHILDREN'S THEATRE 4015 RED BANK ROAD CINCINNATI, OH 45227			PROMOTE CHARITABLE PURPOSE	2,500
INNER CITY YOUTH OPPORTUNITIES 1821 SUMMIT ROAD SUITE 210 CINCINNATI, OH 45237			PROMOTE CHARITABLE PURPOSE	2,500
CORNERSTONE RENTER EQUITY 1641 VINE STREET CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	2,500
Total 3a				158,000

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>				
PRO KIDS2605 BURNET AVENUE CINCINANTI, OH 45219			PROMOTE CHARITABLE PURPOSE	1,000
Total				158,000
3a				

TY 2017 Accounting Fees Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,375	1,781		594

TY 2017 Investments Corporate Bonds Schedule

Name: CHARLES SCOTT RILEY III FOUNDATION

EIN: 46-1505671

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALGER FDS		
ALLSTATE PFD		
ALPINE TOTAL DYNAMIC DIVD FD		
ASSURED GTY MUN HLDGS PFD		
BLACKROCK CORE BOND TRUST		
BLACKROCK ENHANCED EQUITY DIV	25,060	28,613
BLACKROCK TAXABLE MUNICIPAL BBN		
CAPITAL ONE FIN CORP PFD		
COHEN & STREETS REIT AND PFD INCOME	40,524	46,794
DUFF & PHELPS GLOBAL UTILITY INCOME		
HARTFORD MUT FDS CL A		
PUBLIC STORAGE PFD		
TRANSAMERICA FDS ST BOND CLASS C		
US BANCORP DEL PFD		
ANGEL OAKS FDS	195,000	194,654
BLACKROCK FUNDS II	140,000	140,281
EATON VANCE MUTUAL FDS TR GLOBAL CLI	144,367	139,792
FIRST EAGLE FUNDS SOGEN CLI	144,919	142,025
JOHN HANCOCK FNDS INT'L GRWTH I	140,684	141,610
PACIFIC FUNDS STRQATEGIC INC I	140,482	140,354

TY 2017 Investments Corporate Stock Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALCOA		
ARCONIC INC		
AT&T	119,761	128,304
AUTOMATIC DATA PROCESSING	28,416	46,876
BP PLC	84,107	84,060
BRISTOL MYERS	38,490	61,280
CDK GLOBAL HOLDINGS		
CHEMOURS CO		
CINCINNATI FINANCIAL		
DOWDUPONT	30,920	45,652
DUKE ENERGY		
ECOLAB	31,856	40,254
EXXON MOBILE	134,471	142,188
FIRST TR MID CAP GWTH	29,250	39,190
FIRST TR SMALL CAP CORE	24,067	30,585
ISHARE RUSSEL 2000	23,418	30,492
ISHARE US PREFERRED		
ISHARE CORE S&P MIDCAP	28,934	37,956
JM SMUCKER CO	74,973	124,240
JOHNSON & JOHNSON	38,605	55,888
KRAFT HEINZ	25,028	38,880
LOWES	29,254	55,764
MCDONALDS	29,081	51,636
MERCK & CO	56,505	73,151
MICROSOFT CORP	25,992	59,878
MONDELEZ INTL INC	27,940	42,800
POWERSHARE FINANCIAL PFD		
PROCTER & GAMBLE	69,142	91,880
SPDR SER TRUST WELLS FARGO PFD		
TARGET	48,811	52,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED PARCEL SERVICES -B	30,191	35,745
US BANCORP	57,718	80,370
VERIZON COMMUNICATIONS	68,688	79,395
3M CO	57,083	94,148

TY 2017 Legal Fees Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RENDIGS, FRY, KIELY & DENNIS	13,748	10,311		3,437

TY 2017 Other Decreases Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671

Description	Amount
ADJUSTED COST	6,693

TY 2017 Other Expenses Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
TREASURER STATE OF OHIO	200			

TY 2017 Other Increases Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671

Description	Amount
NON DIVIDEND DISTRIBUTION	1,128
ACCOUNTING ADJUSTMENT	506

TY 2017 Other Professional Fees Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	40	40		
ADVISOR FEES	6,126	6,126		

TY 2017 Taxes Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US TREASURY				
US TREASURY EST	647			
FOREIGN PAID TAXES	420	420		