

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.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0052
2019
Open to Public Inspection

For calendar year 2019, or tax year beginning 01-01-2019 , and ending 12-31-2019

Name of foundation CHARLES SCOTT RILEY III FOUNDATION		A Employer identification number 46-1505671	
Number and street (or P.O. box number if mail is not delivered to street address) 600 VINE STREET SUITE 2650		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) ▶ \$ <u>2,816,640</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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>			

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)
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	2,099	795		
	4 Dividends and interest from securities	68,614	68,614		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28,895			
	b Gross sales price for all assets on line 6a <u>605,995</u>				
	7 Capital gain net income (from Part IV, line 2)		28,895		
	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	99,608	98,304			
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)	11,892	8,919		2,973
	b Accounting fees (attach schedule)	2,500	1,875		625
	c Other professional fees (attach schedule)	21,654	21,654		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	484	484		
	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	60,730	44,932		15,598
	25 Contributions, gifts, grants paid	109,000			109,000
26 Total expenses and disbursements. Add lines 24 and 25	169,730	44,932		124,598	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-70,122				
b Net investment income (if negative, enter -0-)		53,372			
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	169,393	171,782	171,782
	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)	1,293,533	1,198,811	1,743,035
	c Investments—corporate bonds (attach schedule)	854,204	876,686	901,823
	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)	2,317,130	2,247,279	2,816,640	
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 FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	2,317,130	2,247,279	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
28 Retained earnings, accumulated income, endowment, or other funds				
29 Total net assets or fund balances (see instructions)	2,317,130	2,247,279		
30 Total liabilities and net assets/fund balances (see instructions) .	2,317,130	2,247,279		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	2,317,130
2 Enter amount from Part I, line 27a	2	-70,122
3 Other increases not included in line 2 (itemize) ▶ _____	3	271
4 Add lines 1, 2, and 3	4	2,247,279
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	2,247,279

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		
b WELLS FARGO LT	P		
c WELLS FARGO LT	P		
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 9,554		9,678	-124
b 394,905		385,050	9,855
c 193,383		182,372	11,011
d			
e			

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			-124
b			9,855
c			11,011
d			
e			

2 Capital gain net income or (net capital loss)	2	28,895
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))
2018	125,300	2,666,526	0.046990
2017	172,722	2,728,439	0.063304
2016	126,781	2,731,557	0.046413
2015	173,326	2,690,673	0.064417
2014	106,000	2,580,964	0.041070

2 Total of line 1, column (d)	2	0.262194
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.052439
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	2,724,891
5 Multiply line 4 by line 3	5	142,891
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	534
7 Add lines 5 and 6	7	143,425
8 Enter qualifying distributions from Part XII, line 4	8	124,598

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	1,067
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	1,067
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	1,067
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	885
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	885
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	182
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		No
b		No
c		No
d		
e		
2		No
3		No
4a		No
b		
5		No
6	Yes	
7	Yes	
8a		
b	Yes	
9		No
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>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>PAUL F WENKER</u> Telephone no. ▶ <u>(513) 381-9222</u>			
Located at ▶ <u>600 VINE ST SUITE 2650 CINCINNATI OH</u> ZIP+4 ▶ <u>45202</u>			
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>			<input type="checkbox"/>
16 At any time during calendar year 2019, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. 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 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 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 2019?	1c		
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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? 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		
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 2019 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 2019.)	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 2019?	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:			Yes	No
(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		
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>				
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		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	8,000	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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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	2,553,515
b	Average of monthly cash balances.	1b	212,872
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,766,387
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	2,766,387
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	41,496
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,724,891
6	Minimum investment return. Enter 5% of line 5.	6	136,245

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	136,245
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	1,067
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	1,067
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	135,178
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	135,178
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	135,178

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	124,598
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	124,598
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	124,598

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				135,178
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.				
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.			1,053	
e From 2018.				
f Total of lines 3a through e.	1,053			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ _____ 124,598				
a Applied to 2018, 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).				
d Applied to 2019 distributable amount.				124,598
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)	1,053			1,053
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				9,527
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 2014 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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 2019, 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)

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) 2019	(b) 2018	(c) 2017	(d) 2016	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

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	109,000
b <i>Approved for future payment</i>				
Total			▶ 3b	

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash.
(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.

Table with columns: Yes, No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

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) (other than section 501(c)(3)) or in section 527? Yes No

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 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 section containing fields for Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, and Firm's EIN.

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>				
BOYS HOPE GIRLS HOPE 1725 RIVERSIDE DR CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	1,000
CANCER FAMILY CARE 2421 AUBURN AVENUE CINCINNATI, OH 45219			PROMOTE CHARITABLE PURPOSE	2,000
CINCINNATI ART MUSEUM 953 EDEN PARK DRIVE CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	10,000
Total ▶ 3a				109,000

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 ASSOCIATION FOR BLIND 2045 GILBERT AVENUE CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	2,500
CINCINNATI CHILDREN'S THEATRE 4015 RED BANK ROAD CINCINNATI, OH 45227			PROMOTE CHARITABLE PURPOSE	1,000
CINCINNATI MUSEUM CENTER 1301 WESTERN AVENUE CINCINNATI, OH 45203			PROMOTE CHARITABLE PURPOSE	5,000
Total ▶ 3a				109,000

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 ZOO3400 VINE STREET CINCINNATI, OH 45220			PROMOTE CHARITABLE PURPOSE	5,000
CITY GOSPEL MISSION 1805 DALTON AVENUE CINCINNATI, OH 45214			PROMOTE CHARITABLE PURPOSE	1,000
COLONIAL WILLIAMSBURGPO BOX 1776 WILLIAMSBURG, VA 231879910			PROMOTE CHARITABLE PURPOSE	5,000
Total ▶ 3a				109,000

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>				
CONTEMPORARY ARTS CENTER 44 EAST 6TH STREET CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	2,500
DRAYTRON HALL 3380 ASHLEY RIVER ROAD CHARLESTON, SC 29414			PROMOTE CHARITABLE PURPOSE	7,500
ENSEMBLE THEATRE 1127 VINE STREET CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	2,000
Total ▶ 3a				109,000

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>				
HEALTHY BEGININGS 47 E HOLLISTER STREET SUITE 201 CINCINNATI, OH 45219			PROMOTE CHARITABLE PURPOSE	2,000
INNER CITY YOUTH OPPORTUNITIES 1821 SUMMIT ROAD SUITE 210 CINCINNATI, OH 45237			PROMOTE CHARITABLE PURPOSE	1,000
KNOW THEATRE1120 JACKSON CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	2,500
Total ▶ 3a				109,000

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>				
LIGHTHOUSE YOUTH SERVICES 401 EAST MCMILLAN ST CINCINNATI, OH 45206			PROMOTE CHARITABLE PURPOSE	1,000
NKU FOUNDATION -CHASE LAW SCHOOL 100 NUNN DR SUITE NH500 HIGHLAND HEIGHTS, KY 41099			PROMOTE CHARITABLE PURPOSE	6,000
OHIO VALLEY VOICES 6642 BRANCH HILL-GUINEA PIKE LOVELAND, OH 451409141			PROMOTE CHARITABLE PURPOSE	5,000
Total	▶ 3a			109,000

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>				
PLAYHOUSE IN THE PARK PO BOX 6537 CINCINNATI, OH 45206			PROMOTE CHARITABLE PURPOSE	2,000
PRO BONO PARTNERSHIP OF OHIO 255 EAST FIFTH STREET SUITE 1900 CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	1,000
PRO KIDS 2605 BURNET AVENUE CINCINNATI, OH 45219			PROMOTE CHARITABLE PURPOSE	1,000
Total ▶ 3a				109,000

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 ROAD CINCINNATI, OH 45208			PROMOTE CHARITABLE PURPOSE	1,500
TAFT MUSEUM OF ART 316 PIKE STREET CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	20,000
THE CARNEGIE THEATRE 1028 SCOTT STREET COVINGTON, KY 41011			PROMOTE CHARITABLE PURPOSE	1,000
Total ▶ 3a				109,000

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	1,000
WORDPLAY CINCYN4041 HAMILTON AVE CINCINNAT, OH 45223			PROMOTE CHARITABLE PURPOSE	500
MAY WE HELP7501 WOOSTER PIKE CINCINNATI, OH 45227			PROMOTE CHARITABLE PURPOSE	2,000
Total ▶ 3a				109,000

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>				
REDWOOD71 ORPHANAGE RD FT MITCHEL, KY 41017			PROMOTE CHARITABLE PURPOSE	1,500
CINCINNATI NATURE CENTER 4949 TEALTOWN RD MILFORD, OH 45150			PROMOTE CHARITABLE PURPOSE	5,000
ART ACADEMY1212JACKSON ST CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	3,000
Total ▶ 3a				109,000

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 BALLET 1555 CENTRAL PARKWAY CINCINNATI, OH 45214			PROMOTE CHARITABLE PURPOSE	2,500
CINCINNATI FIRE MUSEUM 315 W COURT ST CINCINNATI, OH 45202			PROMOTE CHARITABLE PURPOSE	1,000
THE DRAGONFLY FOUNDATION 506 OAK STREET CINCINNATI, OH 45219			PROMOTE CHARITABLE PURPOSE	2,000
Total ▶ 3a				109,000

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>				
JOBS PLUS1211 YORK ST CINCINNATI, OH 45214			PROMOTE CHARITABLE PURPOSE	1,000
NEW LIFE FURNITURE BANK 11335 REED HARTMAN HWY NO 134 BLUE ASH, OH 45241			PROMOTE CHARITABLE PURPOSE	1,000
Total ▶ 3a				109,000

TY 2019 Accounting Fees Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,500	1,875		625

TY 2019 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
ANGEL OAKS MULTI STRTGY INSTL CL		
BLACKROCK ENHANCED EQUITY DIV	25,060	30,752
BLACKROCK STRATEGIC INC OPP INSTL CL	149,480	150,109
COHEN & STREETS REIT AND PFD INCOME	40,524	52,338
FIRST EAGLE FUNDS SOGEN CLI	157,198	150,735
JOHN HANCOCK FNDS INT'L GRWTH I	145,263	159,292
PACIFIC FUNDS STRATEGIC INC ADV CL	153,112	155,048
EATON VANCE LOW DURATION GOVT	206,049	203,549

TY 2019 Investments Corporate Stock Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T		
AUTOMATIC DATA PROCESSING	28,416	68,200
BERKSHIRE HATHAWAY SERIES B	49,376	56,625
BP PLC	84,107	75,480
BRISTOL MYERS		
CISCO SYSTEMS	49,997	54,195
DISNEY WALT COMPANY	53,089	67,253
ECOLAB	31,856	57,897
EXXON MOBILE	68,282	59,313
FIRST TR MID CAP GWTH	29,250	47,870
FIRST TR SMALL CAP CORE		
GENERAL DYNAMICS CORP	53,120	56,079
INTERNATIONAL BUSINESS MACHINE CORP	52,848	51,739
ISHARE RUSSEL 2000		
ISHARE CORE S&P MIDCAP	28,933	41,164
JM SMUCKER CO		
KRAFT HEINZ		
LOWES	29,254	71,856
MCDONALDS	29,080	59,283
MERCK & CO	56,505	118,235
MICROSOFT CORP	25,992	110,390
MONDELEZ INTL INC	27,940	55,080
PAYPAL HOLDINGS INC	49,858	62,739
PROCTER & GAMBLE	69,142	124,900
QUALCOM INC	49,937	75,878
T ROWE PRICE GROUP	53,127	66,037
UNITED PARCEL SERVICES -B	30,191	35,118
US BANCORP	57,718	88,935
VERIZON COMMUNICATIONS	68,688	92,100
3M CO	57,083	70,568

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ZOETIS INC	65,022	76,101

TY 2019 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	11,892	8,919		2,973

TY 2019 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 2019 Other Increases Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671

Description	Amount
ACCOUNTING ADJUSTMENT	271

TY 2019 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	21,614	21,614		

TY 2019 Taxes Schedule**Name:** CHARLES SCOTT RILEY III FOUNDATION**EIN:** 46-1505671

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN PAID TAXES	484	484		