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CLIENT'S COPY



## Filing Instructions

**Prepared for:**

L & L NIPPERT CHARITABLE FOUNDATION  
ATTN: CARTER F. RANDOLPH, PH.D.  
4200 MALSARY ROAD  
Blue Ash, OH 45242-5510

**Prepared by:**

MELLOTT & MELLOTT, P.L.L.  
312 WALNUT STREET - SUITE 2500  
CINCINNATI, OH 45202-4025

**2017 FORM 990-PF**

This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8879-EO to our office. We will then submit the electronic return to the IRS. Do not mail a paper copy of the return to the IRS.

Form 990-PF has an overpayment of \$8,565. The entire overpayment has been applied to the estimated tax payments.

**2018 FORM 990-PF ESTIMATED TAX**

Estimated tax installments are due as follows:

\$ 18,351 due by September 17, 2018  
\$ 8,972 due by December 17, 2018

Payments should be made using the Electronic Federal Tax Payment System (EFTPS). Taxpayers can make deposits online at [www.eftps.gov](http://www.eftps.gov) or by calling EFTPS Customer Service at 1-800-555-4477. For deposits made by EFTPS to be on time, the organization must initiate the transaction during business hours at least 1 business day before the date the deposit is due. If you are using ACH Credit or Same-Day Fedwire methods, please check with the appropriate financial institution for the deadline to ensure timely transmission of funds.

## Filing Instructions

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L & L NIPPERT CHARITABLE FOUNDATION  
ATTN: CARTER F. RANDOLPH, PH.D.  
4200 MALSARY ROAD  
Blue Ash, OH 45242-5510

**Prepared by:**

MELLOTT & MELLOTT, P.L.L.  
312 WALNUT STREET - SUITE 2500  
CINCINNATI, OH 45202-4025

2017 FORM 990-T

Please sign and mail as soon as possible.

Form 990-T has an overpayment of \$1,478. The entire overpayment has been applied to the estimated tax payments.

Mail to - Department of the Treasury  
Internal Revenue Service Center  
Ogden, UT 84201-0027

Form **8879-EO**

# IRS e-file Signature Authorization for an Exempt Organization

OMB No. 1545-1878

For calendar year 2017, or fiscal year beginning \_\_\_\_\_, 2017, and ending \_\_\_\_\_, 20\_\_\_\_

# 2017

Department of the Treasury  
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**  
▶ **Go to [www.irs.gov/Form8879EO](http://www.irs.gov/Form8879EO) for the latest information.**

Name of exempt organization

**L & L NIPPERT CHARITABLE FOUNDATION INC  
ATTN: CARTER F. RANDOLPH, PH.D.**

Employer identification number

**31-1351011**

Name and title of officer

**CARTER F RANDOLPH  
PRESIDENT/TREASURER**

## Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a, or 5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, or 5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

<b>1a</b> Form 990 check here ▶ <input type="checkbox"/>	<b>b Total revenue</b> , if any (Form 990, Part VIII, column (A), line 12) .....	<b>1b</b> _____
<b>2a</b> Form 990-EZ check here ▶ <input type="checkbox"/>	<b>b Total revenue</b> , if any (Form 990-EZ, line 9) .....	<b>2b</b> _____
<b>3a</b> Form 1120-POL check here ▶ <input type="checkbox"/>	<b>b Total tax</b> (Form 1120-POL, line 22) .....	<b>3b</b> _____
<b>4a</b> Form 990-PF check here ▶ <input checked="" type="checkbox"/>	<b>b Tax based on investment income</b> (Form 990-PF, Part VI, line 5) .....	<b>4b</b> <u>35,888.</u>
<b>5a</b> Form 8868 check here ▶ <input type="checkbox"/>	<b>b Balance Due</b> (Form 8868, line 3c) .....	<b>5b</b> _____

## Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2017 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

**Officer's PIN: check one box only**

I authorize **MELLOTT & MELLOTT, P.L.L.** to enter my PIN **12124**  
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2017 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2017 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

## Part III Certification and Authentication

**ERO's EFIN/PIN.** Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

**31345024131**

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2017 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ \_\_\_\_\_ Date ▶ **07/10/18**

**ERO Must Retain This Form - See Instructions  
Do Not Submit This Form to the IRS Unless Requested To Do So**

LHA For Paperwork Reduction Act Notice, see instructions.

Form **8879-EO** (2017)

Form **990-W**  
 (Worksheet)  
 Department of the Treasury  
 Internal Revenue Service

**Estimated Tax on Unrelated Business Taxable  
 Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(and on Investment Income for Private Foundations) FORM 990-PF

**2018**

▶ Go to [www.irs.gov/F990W](http://www.irs.gov/F990W) for instructions and the latest information.  
 ▶ Keep for your records. Do not send to the Internal Revenue Service.

1	Unrelated business taxable income expected in the tax year .....		1
2	Tax on the amount on line 1. See instructions for tax computation .....		2
3	Alternative minimum tax for trusts. See instructions .....		3
4	Total. Add lines 2 and 3 .....		4
5	Estimated tax credits. See instructions .....		5
6	Subtract line 5 from line 4 .....		6
7	Other taxes. See instructions .....		7
8	Total. Add lines 6 and 7 .....		8
9	Credit for federal tax paid on fuels. See instructions .....		9
10a	Subtract line 9 from line 8. <b>Note:</b> If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions .....	10a	
b	Enter the tax shown on the 2017 return. See instructions. <b>Caution:</b> If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c .....	10b	35,888.
c	<b>2018 Estimated Tax.</b> Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c .....	10c	35,888.

		(a)	(b)	(c)	(d)
11	Installment due dates. See instructions .....	11		09/17/18	12/17/18
12	Required installments. Enter 25% of line 10c in columns (a) through (d). But see instructions if the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization." .....	12		26,916.	8,972.
13	2017 Overpayment. See instructions .....	13		8,565.	
14	Payment due (Subtract line 13 from line 12) .....	14		18,351.	8,972.

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2018)

ESTIMATED TAX 35,888.  
 OVERPAYMENT APPLIED 8,565.  
 AMOUNT DUE 27,323.

**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](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning , and ending

Name of foundation <b>L &amp; L NIPPERT CHARITABLE FOUNDATION INC</b> <b>ATTN: CARTER F. RANDOLPH, PH.D.</b>		<b>A Employer identification number</b> <b>31-1351011</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>4200 MALSARY ROAD</b>	Room/suite	<b>B Telephone number</b> <b>513-891-7144</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BLUE ASH, OH 45242-5510</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>78,222,595.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....	3,459.		N/A	
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....	54,936.	54,936.		STATEMENT 1
	<b>4</b> Dividends and interest from securities .....	1,614,811.	1,614,811.		STATEMENT 2
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	2,245,351.			
	<b>b</b> Gross sales price for all assets on line 6a <b>32,319,778.</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		2,245,351.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	-25,746.	0.		STATEMENT 3	
<b>12 Total.</b> Add lines 1 through 11 .....	3,892,811.	3,915,098.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	30,000.	0.		30,000.
	<b>14</b> Other employee salaries and wages .....				
	<b>15</b> Pension plans, employee benefits .....				
	<b>16a</b> Legal fees ..... <b>STMT 4</b>	820.	410.		410.
	<b>b</b> Accounting fees ..... <b>STMT 5</b>	7,150.	3,575.		3,575.
	<b>c</b> Other professional fees ..... <b>STMT 6</b>	293,239.	293,239.		0.
	<b>17</b> Interest .....				
	<b>18</b> Taxes ..... <b>STMT 7</b>	7,114.	7,114.		0.
	<b>19</b> Depreciation and depletion .....				
	<b>20</b> Occupancy .....				
	<b>21</b> Travel, conferences, and meetings .....	44.	0.		0.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses ..... <b>STMT 8</b>	31,434.	21,956.		3,564.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	369,801.	326,294.		37,549.
	<b>25</b> Contributions, gifts, grants paid .....	3,479,025.			3,479,025.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	3,848,826.	326,294.		3,516,574.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements .....	43,985.				
<b>b Net investment income</b> (if negative, enter -0-) .....		3,588,804.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			N/A		

**L & L NIPPERT CHARITABLE FOUNDATION INC**  
**ATTN: CARTER F. RANDOLPH, PH.D.**

Form 990-PF (2017)

31-1351011

Page 2

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing .....	5,511,440.	2,430,240.	2,430,240.
	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 .....			
	7 Other notes and loans receivable ▶ .....			
	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 .....			
	b Investments - corporate stock .....	STMT 11 40,287,076.	44,376,499.	64,113,736.
	c Investments - corporate bonds .....	STMT 12 642,865.	642,865.	680,311.
	11 Investments - land, buildings, and equipment: basis ▶ .....			
Less: accumulated depreciation .....				
12 Investments - mortgage loans .....				
13 Investments - other .....	STMT 13 10,380,106.	9,409,121.	10,987,365.	
14 Land, buildings, and equipment: basis ▶ .....				
Less: accumulated depreciation .....				
15 Other assets (describe ▶ <b>ACCRUED INCOME</b> ) .....	1,144.	10,943.	10,943.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) .....	56,822,631.	56,869,668.	78,222,595.	
<b>Liabilities</b>	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 .....			
	22 Other liabilities (describe ▶ <b>ACCRUED EXPENSE</b> ) .....	172.	0.	
23 <b>Total liabilities</b> (add lines 17 through 22) .....	172.	0.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26, and lines 30 and 31.</b>			
	24 Unrestricted .....			
	25 Temporarily restricted .....			
	26 Permanently restricted .....			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds .....	10,403,661.	10,403,661.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund .....	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds .....	46,418,798.	46,466,007.	
30 <b>Total net assets or fund balances</b> .....	56,822,459.	56,869,668.		
31 <b>Total liabilities and net assets/fund balances</b> .....	56,822,631.	56,869,668.		

**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	56,822,459.
2 Enter amount from Part I, line 27a .....	2	43,985.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b> .....	3	3,380.
4 Add lines 1, 2, and 3 .....	4	56,869,824.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 10</b> .....	5	156.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....	6	56,869,668.

Form 990-PF (2017)



L & L NIPPERT CHARITABLE FOUNDATION INC

Form 990-PF (2017)

ATTN: CARTER F. RANDOLPH, PH.D.

31-1351011

Page 3

**Part IV Capital Gains and Losses for Tax on Investment Income** SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, 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			
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			
b			
c			
d			
e			
<b>32,319,778.</b>		<b>30,074,427.</b>	<b>2,245,351.</b>

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			
			<b>2,245,351.</b>

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	<b>2,245,351.</b>
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). If (loss), enter -0- in Part I, line 8 .....	3	<b>N/A</b>

**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 doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	<b>2,933,158.</b>	<b>66,365,044.</b>	<b>.044197</b>
2015	<b>2,096,689.</b>	<b>59,153,856.</b>	<b>.035445</b>
2014	<b>1,197,979.</b>	<b>45,263,909.</b>	<b>.026467</b>
2013	<b>649,101.</b>	<b>23,230,277.</b>	<b>.027942</b>
2012	<b>631,982.</b>	<b>13,163,383.</b>	<b>.048011</b>

2 Total of line 1, column (d) .....	2	<b>.182062</b>
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	<b>.036412</b>
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 .....	4	<b>73,568,871.</b>
5 Multiply line 4 by line 3 .....	5	<b>2,678,790.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b) .....	6	<b>35,888.</b>
7 Add lines 5 and 6 .....	7	<b>2,714,678.</b>
8 Enter qualifying distributions from Part XII, line 4 .....	8	<b>3,516,574.</b>

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.

L & L NIPPERT CHARITABLE FOUNDATION INC

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	35,888.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3	Add lines 1 and 2	3	35,888.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	35,888.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	44,453.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	44,453.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	8,565.
11	Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> 8,565. <b>Refunded</b>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

**Part VII-A Statements Regarding Activities** (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>WWW.LNLCHARITABLE.ORG</b>	X	
14 The books are in care of ► <b>CARTER F. RANDOLPH</b> Telephone no. ► <b>513-891-7144</b> Located at ► <b>4200 MALSARY ROAD, CINCINNATI, OH</b> ZIP+4 ► <b>45242</b>		
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		N/A
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

**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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		X
Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years: _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

		Yes	No
<b>5a</b> 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>b</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	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>c</b>	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?	N/A	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	If "Yes" to 6b, file Form 8870.		
<b>7a</b>	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>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	

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

**1** List all officers, directors, trustees, and foundation managers and their compensation.

(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
SEE STATEMENT 14		30,000.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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 0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
RANDOLPH COMPANY INC 4200 MALSARY ROAD, CINCINNATI, OH 45242	INVESTMENT ADVISORS	291,998.

**Total** number of others receiving over \$50,000 for professional services ..... **0**

**Part IX-A Summary of Direct Charitable Activities**

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

**Part IX-B Summary of Program-Related Investments**

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	
3 All other program-related investments. See instructions.	

**Total.** Add lines 1 through 3 ..... **0.**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities .....	1a	69,022,082.
b	Average of monthly cash balances .....	1b	5,667,127.
c	Fair market value of all other assets .....	1c	
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	74,689,209.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	1e	0.
2	Acquisition indebtedness applicable to line 1 assets .....	2	0.
3	Subtract line 2 from line 1d .....	3	74,689,209.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	1,120,338.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	73,568,871.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	3,678,444.

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

1	Minimum investment return from Part X, line 6 .....	1	3,678,444.
2a	Tax on investment income for 2017 from Part VI, line 5 .....	2a	35,888.
b	Income tax for 2017. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	35,888.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	3,642,556.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	3,642,556.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	3,642,556.

**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	3,516,574.
b	Program-related investments - total from Part IX-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 .....	4	3,516,574.
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 .....	5	35,888.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	3,480,686.

**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				3,642,556.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			3,273,226.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 3,516,574.				
a Applied to 2016, but not more than line 2a			3,273,226.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				243,348.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				3,399,208.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
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) N/A

1 a 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 foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:  
**CARTER F RANDOLPH PH.D, 513-891-7144**  
**4200 MALSARY ROAD, CINCINNATI, OH 45242**

b The form in which applications should be submitted and information and materials they should include:  
**FULL DIRECTIONS FOR APPLICATIONS ARE AVAILABLE ON WWW.LNLCHARITABLE.ORG**

c Any submission deadlines:  
**APPLICATIONS MUST BE RECEIVED BY 9/15**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**GRANTS ARE ONLY GRANTED TO LOCAL 501(C)(3) ORGANIZATIONS**



**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
BEECH ACRES PARENTING CENTER 6881 BEECHMONT AVENUE CINCINNATI, OH 45230	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000.
CAMP JOY FOUNDATION 10117 OLD 3-C HIGHWAY CLARKSVILLE, OH 45113	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	60,000.
CATHOLIC INNER-CITY SCHOOLS EDUCATION FUND (CISE) 100 E. EIGHTH STREET CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	55,000.
CENTER FOR RESPITE CARE, INC. P.O. BOX 29137 CINCINNATI, OH 45229	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	60,000.
CINCINNATI ART MUSEUM 953 EDEN PARK DRIVE CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000.
<b>Total</b> ..... <b>SEE CONTINUATION SHEET(S)</b> .....			<b>3a</b>	<b>3,479,025.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b> .....			<b>3b</b>	<b>0.</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	54,936.	
4 Dividends and interest from securities .....			14	1,614,811.	
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 .....			18	2,245,351.	
9 Net income or (loss) from special events .....					
10 Gross profit or (loss) from sales of inventory .....					
11 Other revenue:					
a SEE STATEMENT 15		-25,746.			
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e) .....		-25,746.		3,915,098.	0.
13 Total. Add line 12, columns (b), (d), and (e) .....					3,889,352.

(See worksheet in line 13 instructions to verify calculations.)

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

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

**Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash .....		X
(2)	Other assets .....		X
<b>b</b>	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization .....		X
(2)	Purchases of assets from a noncharitable exempt organization .....		X
(3)	Rental of facilities, equipment, or other assets .....		X
(4)	Reimbursement arrangements .....		X
(5)	Loans or loan guarantees .....		X
(6)	Performance of services or membership or fundraising solicitations .....		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....		X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

**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

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: **JOHN P. MELLOTT**      Date: **07/10/18**      Title: **PRESIDENT/TREASURER**

May the IRS discuss this return with the preparer shown below? See instr.  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JOHN P. MELLOTT</b>	Preparer's signature	Date <b>07/10/18</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00083918</b>
	Firm's name <b>MELLOTT &amp; MELLOTT, P.L.L.</b>			Firm's EIN <b>31-6063298</b>	
	Firm's address <b>312 WALNUT STREET - SUITE 2500 CINCINNATI, OH 45202-4025</b>			Phone no. <b>513-241-2940</b>	

**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 TD AMERITRADE - 0650	P		
b TD AMERITRADE - 0650	P		
c THE BLACKSTONE GROUP L.P.	P		
d THE BLACKSTONE GROUP L.P.	P		
e SHELL MIDSTREAM PARTNERS, LP	P		
f KKR & CO. L.P.	P		
g KKR & CO. L.P.	P		
h BROOKFIELD INFRASTRUCTURE PARTNERS, L.P	P		
i TD AMERITRADE - 0650 CAPITAL GAINS DISTRIBUTION	P		
j			
k			
l			
m			
n			
o			

(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 22,375,793.		22,213,962.	161,831.
b 9,804,973.		7,860,372.	1,944,601.
c 5,246.			5,246.
d 106,879.			106,879.
e 5,710.			5,710.
f 63.			63.
g 17,329.			17,329.
h		93.	-93.
i 3,785.			3,785.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			161,831.
b			1,944,601.
c			5,246.
d			106,879.
e			5,710.
f			63.
g			17,329.
h			-93.
i			3,785.
j			
k			
l			
m			
n			
o			

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	2,245,351.
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). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CINCINNATI ASSOCIATION FOR THE BLIND AND VISUALLY IMPAIRED 2045 GILBERT AVE CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	15,000.
CINCINNATI EARLY LEARNING CENTERS, INC. 1301 EAST MCMILLAN ST CINCINNATI, OH 45206	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	150,000.
CINCINNATI MUSEUM CENTER 250 W COURT STREET, SUITE 300E CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	500,000.
CINCINNATI WORKS, INC. 708 WALNUT STREET, FLOOR 2 CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	100,000.
CINCINNATI YOUTH COLLABORATIVE 301 OAK STREET CINCINNATI, OH 45219	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000.
CLOVERNOOK CENTER FOR THE BLIND & VISUALLY IMPAIRED 7000 HAMILTON AVENUE CINCINNATI, OH 45231	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	35,000.
EASTER SEALS TRISTATE 2901 GILBERT AVE CINCINNATI, OH 45206	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000.
EPISCOPAL RETIREMENT SERVICES 3870 VIRGINIA AVENUE CINCINNATI, OH 45227	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	43,484.
FERNSIDE: A CENTER FOR GRIEVING CHILDREN 10500 MONTGOMERY RD CINCINNATI, OH 45242	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000.
FREESTORE FOODBANK 1141 CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000.
<b>Total from continuation sheets</b>				<b>3,224,025.</b>

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIRL SCOUTS OF WESTERN OHIO 4930 CORNELL ROAD CINCINNATI, OH 45242	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000.
HEARING SPEECH & DEAF CENTER OF GREATER CINCINNATI 2825 BURNET AVENUE, SUITE 330 CINCINNATI, OH 45219	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000.
LA SOUPE, INC. 4150 ROUND BOTTOM RD. CINCINNATI, OH 45244	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	150,000.
LEGAL AID SOCIETY OF GREATER CINCINNATI 215 E. NINTH STREET, SUITE 200 CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000.
LIVING ARRANGEMENTS FOR THE DEVELOPMENTALLY DISABLED 3603 VICTORY PARKWAY CINCINNATI, OH 45229	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	100,000.
PREVENT BLINDNESS, OHIO AFFILIATE - SW OHIO CHAPTER 1500 WEST THIRD AVENUE SUITE 200 COLUMBUS, OH 43212	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000.
PREVENTION FIRST 2330 VICTORY PARKWAY SUITE 703 CINCINNATI, OH 45206	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000.
PROKIDS 2605 BURNET AVENUE CINCINNATI, OH 45219	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	75,000.
SALK INSTITUTE FOR BIOLOGICAL STUDIES. 10010 N. TORREY PINES ROAD LA JOLLA, CA 92037	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000.
SALVATION ARMY 114 E. CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SANTA MARIA COMMUNITY SERVICES 617 STEINER AVENUE CINCINNATI, OH 45204	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	15,000.
SHELTERHOUSE VOLUNTEER GROUP 411 GEST STREET SUITE 1 CINCINNATI, OH 45203	NONE	NOT FOR PROFIT	UNRESTRICTED CHARITABLE CONTRIBUTION	50,000.
SQUARE 1 INC 794 LAUREN DRIVE VILLA HILLS, KY 41017	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000.
TAFT MUSEUM OF ART 316 PIKE STREET CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	35,000.
TEACH FOR AMERICA 1110 MAIN STREET CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	75,000.
UNIVERSITY OF THE CUMBERLANDS 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	7,500.
UNIVERSITY OF CINCINNATI FOUNDATION 9555 PLAINFIELD ROAD BLUE ASH, OH 45236	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	20,000.
WAVE FOUNDATION, INC. ONE AQUARIUM WAY NEWPORT, KY 41071	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	62,000.
YMCA OF GREATER CINCINNATI 1105 ELM STREET CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	100,000.
BIG BROTHERS BIG SISTERS OF BUTLER COUNTY 1755 S. ERIE BLVD. , SUITE D CINCINNATI, OH 45011	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	14,548.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDHOOD FOOD SOLUTIONS 2573 ST. LEO PLACE CINCINNATI, OH 45225	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	46,000.
XAVIER UNIVERSITY 3800 VICTORY PARKWAY CINCINNATI, OH 45207	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	75,000.
APARTMENT ASSOCIATION OUTREACH INC. 7265 KENWOOD RD SUITE 100 CINCINNATI, OH 45236	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	20,000.
BETHANY HOUSE SERVICES 1841 FAIRMOUNT AVENUE CINCINNATI, OH 45214	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000.
CINCINNATI OBSERVATORY 3489 OBSERVATORY PLACE CINCINNATI, OH 45208	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	20,000.
CINCINNATI PLAY HOUSE IN THE PARK 962 MT. ADAMS CIRCLE CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	100,000.
CINCINNATI PUBLIC RADIO 1223 CENTRAL PARKWAY CINCINNATI, OH 45214	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000.
CINCYSMILES FOUNDATION 635 WEST 7TH STREET, SUITE 405 CINCINNATI, OH 45203	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	25,000.
COMMUNITY MATTERS 2104 SAINT MICHAEL STREET CINCINNATI, OH 45204	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000.
COMMUNITY RESOURCE CENTER (DBA EXECUTIVE SERVICE CORPS OF CINCINNATI CONSUL 3610 PARK 42 DRIVE CINCINNATI, OH 45241	NONE	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DEPAUL CRISTO REY HIGH SCHOOL 1133 CLIFTON HILLS AVE CINCINNATI, OH 45205	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	100,000.
DOWN SYNDROME ASSOCIATION OF GREATER CINCINNATI 4623 WESLEY AVENUE, SUITE A CINCINNATI, OH 45212	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	10,000.
FOUNDATION OF COMPASSIONATE AMERICAN SAMARITANS P.O. BOX 428760 CINCINNATI, OH 45242	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	25,000.
GREEN UMBRELLA 4138 HAMILTON AVENUE CINCINNATI, OH 45223	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	10,000.
HEALTHY BEGINNINGS 47 E. HOLLISTER STREET, SUITE 201 CINCINNATI, OH 45219	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	25,000.
KEN ANDERSON ALLIANCE P.O. BOX 53516 CINCINNATI, OH 45253	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	50,000.
MAPLE KNOLL COMMUNITIES, INC. (DBA MAPLE KNOLL VILLAGE) 11100 SPRINGFIELD PIKE CINCINNATI, OH 45246	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	50,000.
MOTHER TERESA CATHOLIC ELEMENTARY SCHOOL 7197 MOTHER TERESA LANE LIBERTY TOWNSHIP, OH 45044	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	10,778.
NOTRE DAME ACADEMY 1699 HILTON DRIVE PARK HILLS, KY 41011	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	30,000.
OHIO ALLIANCE FOR ARTS EDUCATION 77 S. HIGH STREET, 2ND FLOOR COLUMBUS, OH 43215	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	25,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OHIO VALLEY VOICES 6642 BRANCH-GUINEA PIKE LOVELAND, OH 45140	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	30,000.
OUR DAILY BREAD 1730 RACE STREET CINCINNATI, OH 45202	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	15,000.
ST. ALOYSIUS ORPHANAGE 4721 READING ROAD CINCINNATI, OH 45237	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	18,720.
ST. CLEMENT SCHOOL 4534 VINE STREET CINCINNATI, OH 45217	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	136,840.
ST. VINCENT DE PAUL CHARITABLE PHARMACY 1125 BANK STREET CINCINNATI, OH 45214	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	30,000.
STEPPING STONES INC. 5650 GIVEN ROAD CINCINNATI, OH 45243	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	15,000.
TALBERT HOUSE 2600 VICTORY PARKWAY CINCINNATI, OH 45206	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	98,500.
UC ECONOMICS CENTER 225 CALHOUN STREET, SUITE 370 CINCINNATI, OH 45219	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	12,155.
WOMAN'S ART CLUB OF CINCINNATI FOUNDATION 6980 CAMBRIDGE AVENUE MARIEMONT, OH 45227	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	78,500.
ZOOLOGICAL SOCIETY OF CINCINNATI (DBA CINCINNATI ZOO & BOTANICAL GARDEN) 3400 VINE STREET CINCINNATI, OH 45220	NONE	NOT FOR PROFIT	ORGANIZATIONS CHARITABLE PURPOSE	100,000.
<b>Total from continuation sheets</b>				

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE GROUP K-1	21,609.	21,609.	
BROOKFIELD INFRASTRUCTURE PARTNERS, L.P.	829.	829.	
KKR & CO, LP	7,210.	7,210.	
SHELL MIDSTREAM PARTNERS, LP	318.	318.	
TD AMERITRADE	24,970.	24,970.	
TOTAL TO PART I, LINE 3	54,936.	54,936.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE GROUP K-1	5,254.	0.	5,254.	5,254.	
BROOKFIELD INFRASTRUCTURE PARTNERS, L.P.	32,819.	0.	32,819.	32,819.	
KKR & CO, L.P.	6,006.	0.	6,006.	6,006.	
SHELL MIDSTREAM PARTNERS K-1	4,612.	0.	4,612.	4,612.	
TD AMERITRADE	1,566,120.	0.	1,566,120.	1,566,120.	
TO PART I, LINE 4	1,614,811.	0.	1,614,811.	1,614,811.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SHELL MIDSTREAM PARTNERS - ORDINARY BUSINESS INCOME	-50,869.	-2,722.	
THE BLACKSTONE GROUP - ORDINARY BUSINESS INCOME	23,403.	195.	
KKR & CO., LP - ORDINARY BUSINESS INCOME	1,617.	2,424.	
BROOKFIELD - ORDINARY BUSINESS INCOME	103.	103.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-25,746.	0.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	820.	410.		410.
TO FM 990-PF, PG 1, LN 16A	820.	410.		410.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,150.	3,575.		3,575.
TO FORM 990-PF, PG 1, LN 16B	7,150.	3,575.		3,575.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	293,239.	293,239.		0.
TO FORM 990-PF, PG 1, LN 16C	293,239.	293,239.		0.

## FORM 990-PF

## TAXES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	6,931.	6,931.		0.
BACKUP WITHHOLDING - KKR & CO.	183.	183.		0.
TO FORM 990-PF, PG 1, LN 18	7,114.	7,114.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIPS AND DUES	550.	0.		550.
POSTAGE	1,745.	0.		1,745.
PRINTING	735.	368.		0.
WEBSITE	2,138.	0.		1,069.
MARKETING	4,478.	0.		0.
KKR & CO K-1 FEES	5,041.	5,041.		0.
BLACKSTONE K-1 FEES	7,262.	7,262.		0.
BROOKFIELD INFRASTRUCTURE				
PARTNERS K-1 FEES	9,285.	9,285.		0.
FILING FEES	200.	0.		200.
TO FORM 990-PF, PG 1, LN 23	31,434.	21,956.		3,564.

## FORM 990-PF

## OTHER INCREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 9

DESCRIPTION	AMOUNT
BOOK TO TAX ADJUSTMENTS - BLACKSTONE	3,380.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,380.

## FORM 990-PF

## OTHER DECREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 10

DESCRIPTION	AMOUNT
BOOK TO TAX ADJUSTMENTS - KKR	125.
BOOK TO TAX ADJUSTMENTS - SHELL MIDSTREAM	31.
TOTAL TO FORM 990-PF, PART III, LINE 5	156.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERITRADE INSTITUTIONAL- CORPORATE STOCKS	44,376,499.	64,113,736.
TOTAL TO FORM 990-PF, PART II, LINE 10B	44,376,499.	64,113,736.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERITRADE INSTITUTIONAL- FIXED INCOME	642,865.	680,311.
TOTAL TO FORM 990-PF, PART II, LINE 10C	642,865.	680,311.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERITRADE INSTITUTIONAL- EXCHANGE TRADED FUNDS	COST	5,201,364.	6,428,174.
THE BLACKSTONE GROUP LP	COST	2,003,016.	2,289,430.
BROOKFIELD VENTURE PARTNERS LP	COST	2,204,741.	2,269,761.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,409,121.	10,987,365.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DR. CARTER F. RANDOLPH 4200 MALSARY ROAD CINCINNATI, OH 45242	PRESIDENT/TREASURER 4.00	30,000.	0.	0.
LAWRENCE H. KYTE, JR. 4200 MALSARY ROAD CINCINNATI, OH 45242	VP/SECRETARY 0.10	0.	0.	0.
GUY RANDOLPH, JR. 4200 MALSARY ROAD CINCINNATI, OH 45242	TRUSTEE 0.10	0.	0.	0.
MARTIN COOPER 4200 MALSARY ROAD CINCINNATI, OH 45242	TRUSTEE 0.10	0.	0.	0.
BRAD LINDNER 4200 MALSARY ROAD CINCINNATI, OH 45242	TRUSTEE 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		30,000.	0.	0.

FORM 990-PF

OTHER REVENUE

STATEMENT 15

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
SHELL MIDSTREAM PARTNERS - ORDINARY BUSINESS INCOME	900099	-48,147.		-2,722.	
THE BLACKSTONE GROUP - ORDINARY BUSINESS INCOME	900099	23,208.	14	195.	
KKR & CO., LP - ORDINARY BUSINESS INCOME	900099	-807.		2,424.	
BROOKFIELD - ORDINARY BUSINESS INCOME	900099	0.		103.	
TOTAL TO FORM 990-PF, PG 12, LN 11		-25,746.			

GENERAL EXPLANATION

STATEMENT 16

## FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART VII-B, LINE 1A QUESTION 3 - PROFESSIONAL FEES PAID TO D

## EXPLANATION:

PROFESSIONAL FEES OF \$291,998 WERE PAID TO THE RANDOLPH COMPANY, A COMPANY, WHICH THROUGH ATTRIBUTION, IS WHOLLY OWNED BY CARTER F RANDOLPH PH.D, THE PRESIDENT/TREASURER OF THE FOUNDATION.



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GENERAL EXPLANATION

STATEMENT 17

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FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

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FORM 990-PF, PART VIII, LINE 1 AND PART VII-B, LINE 1A QUESTION 4 - COMPE

EXPLANATION:

THE \$30,000 IN COMPENSATION REPORTED BY CARTER RANDOLPH IS FOR ADMINISTRATION SERVICES. IT WAS PAID TO CFRPHD, LLC - A SINGLE-MEMBER LLC OWNED BY CARTER F RANDOLPH PH.D, THE PRESIDENT/TREASURER OF THE FOUNDATION.

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2017

For calendar year 2017 or other tax year beginning , and ending

Go to www.irs.gov/Form990T for instructions and the latest information.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Department of the Treasury Internal Revenue Service

Open to Public Inspection for 501(c)(3) Organizations Only

A Check box if address changed

Name of organization ( Check box if name changed and see instructions.)

L & L NIPPERT CHARITABLE FOUNDATION INC ATTN: CARTER F. RANDOLPH, PH.D.

D Employer identification number (Employees' trust, see instructions.)

31-1351011

B Exempt under section 501(c)(3) 408(e) 220(e) 408A 530(a) 529(a)

Print or Type

Number, street, and room or suite no. If a P.O. box, see instructions.

4200 MALSARY ROAD

E Unrelated business activity codes (See instructions.)

900099

City or town, state or province, country, and ZIP or foreign postal code

BLUE ASH, OH 45242-5510

C Book value of all assets at end of year 56,869,668.

F Group exemption number (See instructions.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. INVESTMENT IN PUBLICLY TRADED PARTNERSHIP

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No

If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of CARTER F. RANDOLPH Telephone number 513-891-7144

Table with 4 columns: (A) Income, (B) Expenses, (C) Net, and a description column. Rows include Gross receipts or sales, Cost of goods sold, Gross profit, Capital gain net income, Net gain (loss), Capital loss deduction for trusts, Income (loss) from partnerships and S corporations, Rent income, Unrelated debt-financed income, Interest, annuities, royalties, and rents from controlled organizations, Investment income, Exploited exempt activity income, Advertising income, Other income, and Total.

Table with 2 columns: Description and Amount. Rows include Compensation of officers, directors, and trustees; Salaries and wages; Repairs and maintenance; Bad debts; Interest; Taxes and licenses; Charitable contributions; Depreciation; Less depreciation claimed on Schedule A and elsewhere on return; Depletion; Contributions to deferred compensation plans; Employee benefit programs; Excess exempt expenses; Excess readership costs; Other deductions; Total deductions; Unrelated business taxable income before net operating loss deduction; Net operating loss deduction; Unrelated business taxable income before specific deduction; Specific deduction; and Unrelated business taxable income.

**Part III Tax Computation**

<b>35 Organizations Taxable as Corporations.</b> See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:		
<b>a</b> Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____		
<b>b</b> Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____		
<b>c</b> Income tax on the amount on line 34	<b>35c</b>	0.
<b>36 Trusts Taxable at Trust Rates.</b> See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	<b>36</b>	
<b>37 Proxy tax.</b> See instructions	<b>37</b>	
<b>38 Alternative minimum tax</b>	<b>38</b>	
<b>39 Tax on Non-Compliant Facility Income.</b> See instructions	<b>39</b>	
<b>40 Total.</b> Add lines 37, 38 and 39 to line 35c or 36, whichever applies	<b>40</b>	0.

**Part IV Tax and Payments**

<b>41a</b> Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	<b>41a</b>	
<b>b</b> Other credits (see instructions)	<b>41b</b>	
<b>c</b> General business credit. Attach Form 3800	<b>41c</b>	
<b>d</b> Credit for prior year minimum tax (attach Form 8801 or 8827)	<b>41d</b>	
<b>e Total credits.</b> Add lines 41a through 41d	<b>41e</b>	
<b>42</b> Subtract line 41e from line 40	<b>42</b>	0.
<b>43</b> Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	<b>43</b>	
<b>44 Total tax.</b> Add lines 42 and 43	<b>44</b>	0.
<b>45a</b> Payments: A 2016 overpayment credited to 2017	<b>45a</b>	1,478.
<b>b</b> 2017 estimated tax payments	<b>45b</b>	
<b>c</b> Tax deposited with Form 8868	<b>45c</b>	
<b>d</b> Foreign organizations: Tax paid or withheld at source (see instructions)	<b>45d</b>	
<b>e</b> Backup withholding (see instructions)	<b>45e</b>	
<b>f</b> Credit for small employer health insurance premiums (Attach Form 8941)	<b>45f</b>	
<b>g</b> Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total	<b>45g</b>	
<b>46 Total payments.</b> Add lines 45a through 45g	<b>46</b>	1,478.
<b>47</b> Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	<b>47</b>	
<b>48 Tax due.</b> If line 46 is less than the total of lines 44 and 47, enter amount owed	<b>48</b>	
<b>49 Overpayment.</b> If line 46 is larger than the total of lines 44 and 47, enter amount overpaid	<b>49</b>	1,478.
<b>50</b> Enter the amount of line 49 you want: Credited to 2018 estimated tax 1,478. Refunded	<b>50</b>	0.

**Part V Statements Regarding Certain Activities and Other Information** (see instructions)

<b>51</b> At any time during the 2017 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
		X
<b>52</b> During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
<b>53</b> Enter the amount of tax-exempt interest received or accrued during the tax year \$		

**Sign Here**

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

Signature of officer \_\_\_\_\_ Date \_\_\_\_\_ **PRESIDENT/TREASURER**  
 Title \_\_\_\_\_

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOHN P. MELLOTT		07/10/18		P00083918
	Firm's name <b>MELLOTT &amp; MELLOTT, P.L.L.</b>	Firm's EIN <b>31-6063298</b>			
	Firm's address <b>312 WALNUT STREET - SUITE 2500 CINCINNATI, OH 45202-4025</b>		Phone no. <b>513-241-2940</b>		

**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation **N/A**

1	Inventory at beginning of year	1		6	Inventory at end of year	6			
2	Purchases	2		7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7			
3	Cost of labor	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?		Yes	No	
4a	Additional section 263A costs (attach schedule)	4a							
b	Other costs (attach schedule)	4b							
5	Total. Add lines 1 through 4b	5							

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)**

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.**

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) **0.**

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)			
(2)			
(3)			
(4)			
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Totals		Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).
Total dividends-received deductions included in column 8		0.	0.

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**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

**Nonexempt Controlled Organizations**

7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).
<b>Totals</b>			0.	0.

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization** (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).
<b>Totals</b>		0.		0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income** (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
		Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).			Enter here and on page 1, Part II, line 26.
<b>Totals</b>		0.	0.			0.

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals</b> (carry to Part II, line (5))		0.	0.			0.

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**Part II** **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals from Part I</b> .....	<b>0.</b>	<b>0.</b>				<b>0.</b>
<b>Totals, Part II (lines 1-5)</b> .....	Enter here and on page 1, Part I, line 11, col. (A). <b>0.</b>	Enter here and on page 1, Part I, line 11, col. (B). <b>0.</b>				Enter here and on page 1, Part II, line 27. <b>0.</b>

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
<b>Total.</b> Enter here and on page 1, Part II, line 14 .....			<b>0.</b>

FORM 990-T

INCOME (LOSS) FROM PARTNERSHIPS

STATEMENT 18

PARTNERSHIP NAME	GROSS INCOME	DEDUCTIONS	NET INCOME OR (LOSS)
THE BLACKSTONE GROUP - 2017 UBI	25,180.	1,972.	23,208.
SHELL MIDSTREAM PARTNERS LP - 2017 UBI	-50,869.	0.	-50,869.
KKR & CO. L.P. - 2017 UBI	759.	1,566.	-807.
SHELL MIDSTREAM PARTNERS LP - 2016 UBI CARRYOVER	-11,124.	0.	-11,124.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	-36,054.	3,538.	-39,592.

# Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868) .**

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>L &amp; L NIPPERT CHARITABLE FOUNDATION INC ATTN: CARTER F. RANDOLPH, PH.D.</b>	Employer identification number (EIN) or  <b>31-1351011</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>4200 MALSARY ROAD</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BLUE ASH, OH 45242-5510</b>	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 7

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**CARTER F. RANDOLPH**

• The books are in the care of ▶ **4200 MALSARY ROAD - CINCINNATI, OH 45242**  
Telephone No. ▶ **513-891-7144** Fax No. ▶ **513-792-9199**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 6-month extension of time until **NOVEMBER 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year **2017** or
- ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	1,478.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.