

**2017 PUBLIC
INSPECTION COPY**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation Greenacres Foundation Inc		A Employer identification number 31-1250075
Number and street (or P.O. box number if mail is not delivered to street address) 8255 Spooky Hollow Rd	Room/suite	B Telephone number 513-891-4227
City or town, state or province, country, and ZIP or foreign postal code Cincinnati, OH 45242-6518		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) \$ 485,695,993.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	152,479.				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	306,231.	306,231.		Statement 1	
	4 Dividends and interest from securities	8,683,689.	8,683,689.		Statement 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	15,088,101.			Statement 3	
	b Gross sales price for all assets on line 6a	167,542,733.				
	7 Capital gain net income (from Part IV, line 2)		15,073,563.			
	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)						
11 Other income	810,204.	12,413.	652,419.	Statement 4		
12 Total. Add lines 1 through 11	25,040,704.	24,075,896.	652,419.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	150,000.	26,100.	23,100.	92,400.	
	14 Other employee salaries and wages	3,039,984.	45,405.	143,914.	2,677,383.	
	15 Pension plans, employee benefits	660,351.	1,523.	48,190.	584,295.	
	16a Legal fees					
	b Accounting fees					
	c Other professional fees	Stmt 5	1,867,549.	1,486,590.	283,273.	87,232.
	17 Interest					
	18 Taxes	Stmt 6	883,306.	38,900.	482,097.	334,826.
	19 Depreciation and depletion		1,148,494.	0.	169,231.	
	20 Occupancy		154,231.	0.	1,178.	141,189.
	21 Travel, conferences, and meetings		37,403.	0.	4,242.	32,783.
	22 Printing and publications					
	23 Other expenses	Stmt 7	2,496,199.	226,966.	131,280.	1,969,587.
	24 Total operating and administrative expenses. Add lines 13 through 23		10,437,517.	1,825,484.	1,286,505.	5,919,695.
	25 Contributions, gifts, grants paid		4,127,604.			4,127,604.
26 Total expenses and disbursements. Add lines 24 and 25		14,565,121.	1,825,484.	1,286,505.	10,047,299.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		10,475,583.				
b Net investment income (if negative, enter -0-)			22,250,412.			
c Adjusted net income (if negative, enter -0-)				0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,905,382.	4,286,379.	4,286,379.
	3 Accounts receivable ▶ 105,464.			
	Less: allowance for doubtful accounts ▶	141,660.	105,464.	105,464.
	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		10,447.	10,447.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 10	186,810,328.	197,783,565.	338,574,624.
	c Investments - corporate bonds Stmt 11	4,053,543.	4,048,298.	4,236,622.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 12	73,453,643.	68,050,583.	75,501,456.	
14 Land, buildings, and equipment: basis ▶ 64,667,844.				
Less: accumulated depreciation ▶ 4,605,193.	57,924,922.	60,062,651.	60,062,651.	
15 Other assets (describe ▶ Donated property he)	2,918,350.	2,918,350.	2,918,350.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	327,207,828.	337,265,737.	485,695,993.	
Liabilities	17 Accounts payable and accrued expenses	1,342,557.	705,013.	
	18 Grants payable			
	19 Deferred revenue	174,000.	137,500.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Deferred compensat)	718,092.	958,092.	
23 Total liabilities (add lines 17 through 22)	2,234,649.	1,800,605.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	246,737,256.	254,855,022.	
	25 Temporarily restricted			
	26 Permanently restricted	78,235,923.	80,610,110.	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	324,973,179.	335,465,132.		
31 Total liabilities and net assets/fund balances	327,207,828.	337,265,737.		

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	324,973,179.
2 Enter amount from Part I, line 27a	2	10,475,583.
3 Other increases not included in line 2 (itemize) ▶ See Statement 8	3	17,140.
4 Add lines 1, 2, and 3	4	335,465,902.
5 Decreases not included in line 2 (itemize) ▶ See Statement 9	5	770.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	335,465,132.

Part IV Capital Gains and Losses for Tax on Investment Income See Attached Statements

(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	167,528,195.	152,454,632.	15,073,563.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			15,073,563.		
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	15,073,563.	
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 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	10,568,698.	347,259,650.	.030435
2015	14,571,346.	361,733,832.	.040282
2014	19,812,700.	344,668,819.	.057483
2013	17,452,352.	292,294,640.	.059708
2012	11,131,597.	246,662,047.	.045129
2 Total of line 1, column (d)			2 .233037
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 .046607
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 388,823,969.
5 Multiply line 4 by line 3			5 18,121,919.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 222,504.
7 Add lines 5 and 6			7 18,344,423.
8 Enter qualifying distributions from Part XII, line 4			8 13,441,545.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	445,008.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		3	445,008.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
3 Add lines 1 and 2		5	445,008.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	462,034.	
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	462,034.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1,196.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,830.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 15,830. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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?	X	
Website address www.green-acres.org		
14 The books are in care of Jim Ebenschweiger Telephone no. 513-407-5194		
Located at 8255 Spooky Hollow Rd, Cincinnati, OH ZIP+4 45242		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

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		
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)

5a During the year, did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ 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? ☐ Yes ☒ 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 ☐ N/A

Organizations relying on a current notice regarding disaster assistance, check here ☐

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? ☐ N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A

Yes No

5b

6b

7b

X

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 15		150,000.	263,000.	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
Jim Ebenschweiger - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Chief Financial Officer 40.00	107,212.	31,048.	0.
Mark Ernster - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Chief Operating Officer 40.00	110,000.	11,465.	0.
John Van Gilse - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Vice President of Education 40.00	87,404.	9,164.	0.
Jacquelyn Quay - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Education Director 40.00	78,751.	13,598.	0.
Lorraine Gibbs - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Human Resources Director 40.00	73,558.	7,720.	0.
Total number of other employees paid over \$50,000				16

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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 Malsbary Road, Cincinnati, OH 45242	Investment Advisors	1483170.
Daniel J. Lysaght, Inc 4030 Brown Farm Drive, Hamilton, OH 45013	Construction	1448896.
Lawyers Title of Cincinnati, Inc. 3500 Red Bank Rd., Cincinnati, OH 45227	Legal	913,841.
Humana Health Plan Ohio 640 Eden Park Drive, Cincinnati, OH 45202	Health Insurance	416,704.
Ratta Applied Construction 9460 Township Road, Holmesville, OH 44633	Construction	326,071.
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 See Statement 16	1,234,571.
2 See Statement 17	490,915.
3 See Statement 18	2,413,018.
4 The Foundation operates an art center which provides education in cultural, visual and musical arts. In 2017, 9,338 children and 1,889 adults visited the center.	926,433.

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	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	377,501,686.
b	Average of monthly cash balances	1b	16,568,367.
c	Fair market value of all other assets	1c	675,093.
d	Total (add lines 1a, b, and c)	1d	394,745,146.
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	394,745,146.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,921,177.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	388,823,969.
6	Minimum investment return. Enter 5% of line 5	6	19,441,198.

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	19,441,198.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	445,008.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	445,008.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,996,190.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	18,996,190.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	18,996,190.

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	10,047,299.
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	3,394,246.
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	13,441,545.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,441,545.

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				18,996,190.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			6,332,286.	
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: ▶ \$ 13,441,545.				
a Applied to 2016, but not more than line 2a			6,332,286.	
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				7,109,259.
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				11,886,931.
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)

		Prior 3 years			
		(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				
3	e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
	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:

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

- c** Any submission deadlines:

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

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

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
a Paid during the year				
Cincinnati Ballet 1555 Central Parkway Cincinnati, OH 45214	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	220,246.
Cincinnati May Festival 1241 Elm Street Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	220,246.
Cincinnati Opera 1241 Elm Street Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	528,590.
Cincinnati Symphony Orchestra 1241 Elm Street Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	3,083,444.
Hatmaker Foundation 4811 Montgomery Road Cincinnati, OH 45212	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	14,881.
Total See continuation sheet(s)				4,127,604.
b Approved for future payment				
None				
Total				0.

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 - ACCT 1397	P		
b	TD AMERITRADE - ACCT 1397	P		
c	TD AMERITRADE - ACCT 0718	P		
d	TD AMERITRADE - ACCT 0718	P		
e	TD AMERITRADE - ACCT 0670	P		
f	TD AMERITRADE - ACCT 0670	P		
g	BROOKFIELD INFRASTRUCTURE PARTNERS	P		
h	SHELL MIDSTREAM PARTNERS	P		
i	KKR & CO. LP	P		
j	KKR & CO. LP	P		
k	THE BLACKSTONE GROUP - 670	P		
l	THE BLACKSTONE GROUP - 670	P		
m	THE BLACKSTONE GROUP - 718	P		
n	THE BLACKSTONE GROUP - 718	P		
o	TD AMERITRADE - 0670 CAPITAL GAINS DISTRIBUTION	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 122,087.		119,635.	2,452.
b 3,851.		3,851.	0.
c 34,654,556.		34,454,421.	200,135.
d 17,102,356.		13,375,272.	3,727,084.
e 77,535,098.		77,225,400.	309,698.
f 36,381,432.		27,275,588.	9,105,844.
g		465.	-465.
h 28,358.			28,358.
i 311.			311.
j 85,953.			85,953.
k 18,246.			18,246.
l 371,752.			371,752.
m 8,358.			8,358.
n 170,276.			170,276.
o 13,238.			13,238.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,452.
b			0.
c			200,135.
d			3,727,084.
e			309,698.
f			9,105,844.
g			-465.
h			28,358.
i			311.
j			85,953.
k			18,246.
l			371,752.
m			8,358.
n			170,276.
o			13,238.

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 }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

2

3

Greenacres Foundation Inc

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 - 0718 CAPITAL GAINS DISTRIBUTION		P		
b Thornburg International Equity Fund		P		
c Thornburg International Equity Fund		P		
d				
e				
f				
g				
h				
i				
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 6,057.			6,057.
b 688,756.			688,756.
c 337,510.			337,510.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(j) 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			6,057.
b			688,756.
c			337,510.
d			
e			
f			
g			
h			
i			
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	15,073,563.
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
Vocal Arts Ensemble 1241 Elm Street Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	50,000.
Ohio Ecological Food & Farm Association 41 Crowell Road Columbus, OH 43214	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	625.
La Soupe 4150 Round Bottom Rd. Cincinnati, OH 45244	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	6,467.
Inter Parish Ministries 3509 Debolt Rd. Cincinnati, OH 45244	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	250.
Madeira/Indian Hill Joint Fire District 6475 Drake Rd. Cincinnati, OH 45243	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	2,000.
Indian Hill Equestrian Club 6625 Drake Rd. Cincinnati, OH 45243	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	774.
Goodwill 9820 Montgomery Rd. Cincinnati, OH 45242	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	81.
Total from continuation sheets				60,197.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Name of the organization

Greenacres Foundation Inc

Employer identification number

31-1250075

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

Greenacres Foundation Inc

31-1250075

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	L & L Nippert Trust 4200 Malsbary Road Cincinnati, OH 45242	\$ 83,150.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	Vanessa Jones 9607 W. View Ct. Crestwood, KY 40014	\$ 6,030.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

Greenacres Foundation Inc

31-1250075

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	1 Share of FSP Energy Tower I Corp Preferred Stock _____ _____ _____	\$ <u>83,150.</u>	<u>12/31/17</u>
<u>2</u>	Horsemanship supplies _____ _____ _____	\$ <u>6,030.</u>	<u>12/22/17</u>
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

Greenacres Foundation Inc**31-1250075**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Underpayment of Estimated Tax by Corporations

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return.

Form 990-PF

2017

▶ Go to www.irs.gov/Form2220 for instructions and the latest information.

Name

Greenacres Foundation Inc

Employer identification number

31-1250075

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	445,008.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty	3	445,008.
4	Enter the tax shown on the corporation's 2016 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	461,999.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	445,008.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☒ The corporation is using the annualized income installment method.
- 8 ☐ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/17	06/15/17	09/15/17	12/15/17
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	100,470.	116,243.		
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	34.		346,500.	115,500.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column				
13 Add lines 11 and 12				
14 Add amounts on lines 16 and 17 of the preceding column		100,436.		
15 Subtract line 14 from line 13. If zero or less, enter -0-	34.	0.		
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		100,436.		
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	100,436.	116,243.		
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2017)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2017 and before 7/1/2017	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 08/30/2017 and before 10/1/2017	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2017 and before 1/1/2018	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2017 and before 4/1/2018	27	See Attached Worksheet		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2018 and before 7/1/2018	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2018 and before 10/1/2018	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2018 and before 1/1/2019	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2018 and before 3/16/2019	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38	\$	1,196.	

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%.
See instructions.

	(a)	(b)	(c)	(d)
	First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods.				
a Tax year beginning in 2014	1a			
b Tax year beginning in 2015	1b			
c Tax year beginning in 2016	1c			
2 Enter taxable income for each period for the tax year beginning in 2017. See the instructions for the treatment of extraordinary items	2			
3 Enter taxable income for the following periods.	First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2014	3a			
b Tax year beginning in 2015	3b			
c Tax year beginning in 2016	3c			
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4			
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5			
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6			
7 Add lines 4 through 6	7			
8 Divide line 7 by 3.0	8			
9a Divide line 2 by line 8	9a			
b Extraordinary items (see instructions)	9b			
c Add lines 9a and 9b	9c			
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 2 or comparable line of corp's return	10			
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a			
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b			
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c			
12 Add lines 11a through 11c	12			
13 Divide line 12 by 3.0	13			
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14			
15 Enter any alternative minimum tax for each payment period. See instructions	15			
16 Enter any other taxes for each payment period. See instr.	16			
17 Add lines 14 through 16	17			
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	18			
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19			

Part II **Annualized Income Installment Method**

	(a) First <u>2</u> months	(b) First <u>3</u> months	(c) First <u>6</u> months	(d) First <u>9</u> months
20 Annualization periods (see instructions)	20			
21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21	3,349,011.	5,417,822.	
22 Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000
23a Annualized taxable income. Multiply line 21 by line 22	23a	20,094,066.	21,671,288.	
23b Extraordinary items (see instructions)	23b			
23c Add lines 23a and 23b	23c	20,094,066.	21,671,288.	
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	24	401,881.	433,426.	
25 Enter any alternative minimum tax for each payment period (see instructions)	25			
26 Enter any other taxes for each payment period. See instr.	26			
27 Total tax. Add lines 24 through 26	27	401,881.	433,426.	
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28			
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	401,881.	433,426.	
30 Applicable percentage	30	25%	50%	75%
31 Multiply line 29 by line 30	31	100,470.	216,713.	

Part III **Required Installments**

	1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.				
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	100,470.	216,713.	0.
33 Add the amounts in all preceding columns of line 38. See instructions	33		100,470.	
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34	100,470.	116,243.	
35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	111,252.	111,252.	111,252.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36		10,782.	5,791.
37 Add lines 35 and 36	37	111,252.	122,034.	117,043.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	100,470.	116,243.	0.

Form 2220 (2017)

**** Annualized Income Installment Method Using Standard Option**

Form 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

[illegible]

Penalty Due (Sum of Column F).

1,196.

* Date of estimated tax payment, withholding credit date or installment due date.

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 (TDA 670)	75,161.	75,161.	75,161.
Blackstone Group (TDA 718)	34,426.	34,426.	34,426.
BROOKFIELD INFRASTRUCTURE PARTNERS	4,135.	4,135.	4,135.
Huntington Bank	8,111.	8,111.	8,111.
KKR & CO. LP	35,761.	35,761.	35,761.
SHELL MIDSTREAM PARTNERS	1,579.	1,579.	1,579.
TD Ameritrade - 11397	28,310.	28,310.	28,310.
TD Ameritrade - 30718	36,809.	36,809.	36,809.
TD Ameritrade - 57073	296.	296.	296.
TD Ameritrade - 80670	79,640.	79,640.	79,640.
TD Ameritrade - Accrued Interest Paid	-38.	-38.	-38.
TD Ameritrade Bond Premium (covered lots)- 1397	-509.	-509.	-509.
TD Ameritrade Bond Premium (noncovered lots)-1397	-429.	-429.	-429.
Thornburg International Equity Fund	2,979.	2,979.	2,979.
Total to Part I, line 3	306,231.	306,231.	306,231.

Form 990-PF

Dividends and Interest from Securities

Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Blackstone Group (TDA 670)	18,274.	0.	18,274.	18,274.	18,274.
Blackstone Group (TDA 718)	8,370.	0.	8,370.	8,370.	8,370.
BROOKFIELD INFRASTRUCTURE PARTNERS	163,807.	0.	163,807.	163,807.	163,807.
KKR & CO. LP	29,782.	0.	29,782.	29,782.	29,782.
Shell Midstream Partners LP	22,908.	0.	22,908.	22,908.	22,908.
TD Ameritrade - 30718	2,567,663.	0.	2,567,663.	2,567,663.	2,567,663.
TD Ameritrade - 80670	5,636,000.	0.	5,636,000.	5,636,000.	5,636,000.
Thornburg International Equity Fund	236,885.	0.	236,885.	236,885.	236,885.
To Part I, line 4	8,683,689.	0.	8,683,689.	8,683,689.	8,683,689.

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 3

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
TD AMERITRADE - ACCT 1397	122,087.	119,635.	0.	0.	2,452.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
TD AMERITRADE - ACCT 1397	3,851.	3,851.	0.	0.	0.

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
TD AMERITRADE - ACCT 0718	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
34,654,556.	34,454,421.	0.	0.	200,135.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
TD AMERITRADE - ACCT 0718	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
17,102,356.	13,375,272.	0.	0.	3,727,084.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
TD AMERITRADE - ACCT 0670	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
77,535,098.	77,225,400.	0.	0.	309,698.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
TD AMERITRADE - ACCT 0670	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
36,381,432.	27,275,588.	0.	0.	9,105,844.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
BROOKFIELD INFRASTRUCTURE PARTNERS	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	465.	0.	0.	-465.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
SHELL MIDSTREAM PARTNERS				Purchased		
	28,358.	0.	0.	0.	28,358.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
KKR & CO. LP				Purchased		
	311.	0.	0.	0.	311.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
KKR & CO. LP				Purchased		
	85,953.	0.	0.	0.	85,953.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
THE BLACKSTONE GROUP - 670				Purchased		
	18,246.	0.	0.	0.	18,246.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
THE BLACKSTONE GROUP - 670				Purchased		
	371,752.	0.	0.	0.	371,752.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
THE BLACKSTONE GROUP - 718				Purchased		
	8,358.	0.	0.	0.	8,358.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
THE BLACKSTONE GROUP - 718				Purchased		
	170,276.	0.	0.	0.	170,276.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
TD AMERITRADE - 0670 CAPITAL GAINS DISTRIBUTION				Purchased		
	13,238.	0.	0.	0.	13,238.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
TD AMERITRADE - 0718 CAPITAL GAINS DISTRIBUTION				Purchased		
	6,057.	0.	0.	0.	6,057.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Deprec.	Date Acquired Gain or Loss	Date Sold
Thornburg International Equity Fund				Purchased		
	688,756.	0.	0.	0.	688,756.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Deprec.	Date Acquired Gain or Loss	Date Sold
Thornburg International Equity Fund				Purchased		
	337,510.	0.	0.	0.	337,510.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Deprec.	Date Acquired Gain or Loss	Date Sold
GAIN ON DISPOSAL OF ASSETS				Purchased		
	14,538.	0.	0.	0.	14,538.	

Net Gain or Loss from Sale of Assets	15,088,101.
Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	15,088,101.

Form 990-PF

Other Income

Statement 4

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Summer and School Year Programs	54,264.	0.	54,264.
Arts Center Revenue	99,118.	0.	99,118.
HorsemanSHIP Academy	218,111.	0.	218,111.
Farm sales	280,426.	0.	280,426.
Special Events rental of Art Center	224,082.	0.	0.
Private Events - Rentals	55,900.	0.	0.
K-1 Blackstone (TDA 670)	81,399.	677.	0.
K-1 Blackstone (TDA 718)	37,284.	311.	0.
K-1 Thornburg	-1,129.	-1,129.	0.
Shell Midstream Partners	-252,650.	0.	0.
Publishing Sales	155.	0.	0.
Foundation - Cabin Rental	4,200.	0.	0.
K-1 BROOKFIELD infrastructure	519.	519.	0.
KKR & CO LP	8,025.	12,035.	0.
Westwood event	500.	0.	500.
Total to Form 990-PF, Part I, line 11	810,204.	12,413.	652,419.

Form 990-PF

Other Professional Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other professional fees	353,882.	0.	274,974.	75,441.
Investment management fees	1,513,667.	1,486,590.	8,299.	11,791.
Other investment fees	0.	0.	0.	0.
To Form 990-PF, Pg 1, ln 16c	1,867,549.	1,486,590.	283,273.	87,232.

Form 990-PF

Taxes

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	231,871.	2,302.	9,728.	206,674.
Taxes and Permits	650,529.	35,692.	472,369.	128,152.
BACKUP WITHHOLDING - KKR	906.	906.	0.	0.
To Form 990-PF, Pg 1, ln 18	883,306.	38,900.	482,097.	334,826.

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Continuing education	9,250.	0.	2,782.	6,468.
Operating supplies	497,492.	0.	3,798.	455,424.
Meals & entertainment	20,578.	0.	7,157.	13,119.
Repairs & maintenance	412,787.	0.	23,743.	351,452.
Insurance	197,848.	143.	26,456.	150,860.
Utilities	161,917.	0.	22,832.	127,019.
Contracted services	489,729.	0.	23,279.	460,751.
Miscellaneous expenses	385,432.	0.	-5,641.	340,157.
Dues & subscriptions	19,142.	0.	4,184.	14,374.
Supplies	75,201.	0.	22,690.	49,963.
The Blackstone Group LP - 670	25,257.	25,257.	0.	0.
The Blackstone Group LP - 718	11,570.	11,570.	0.	0.
BROOKFIELD INFRASTRUCTURE Thornburg International Equity Fund	46,343.	46,343.	0.	0.
KKR & CO. LP	118,637.	118,637.	0.	0.
	25,016.	25,016.	0.	0.
To Form 990-PF, Pg 1, ln 23	2,496,199.	226,966.	131,280.	1,969,587.

Form 990-PF

Other Increases in Net Assets or Fund Balances

Statement 8

Description

Amount

BOOK TO TAX ADJUSTMENTS - BLACKSTONE

17,140.

Total to Form 990-PF, Part III, line 3

17,140.

Form 990-PF

Other Decreases in Net Assets or Fund Balances

Statement 9

Description

Amount

BOOK TO TAX ADJUSTMENTS - SHELL MIDSTREAM

153.

BOOK TO TAX ADJUSTMENTS - KKR

617.

Total to Form 990-PF, Part III, line 5

770.

Form 990-PF	Corporate Stock	Statement 10
Description	Book Value	Fair Market Value
Ameritrade Institutional - Corporate stock	197,701,549.	338,491,474.
FSP Energy Tower I Corp	82,016.	83,150.
Total to Form 990-PF, Part II, line 10b	197,783,565.	338,574,624.

Form 990-PF	Corporate Bonds	Statement 11
Description	Book Value	Fair Market Value
Ameritrade Institutional - Corporate bonds	4,048,298.	4,236,622.
Total to Form 990-PF, Part II, line 10c	4,048,298.	4,236,622.

Form 990-PF	Other Investments	Statement 12	
Description	Valuation Method	Book Value	Fair Market Value
Ameritrade Institutional - Money Market funds	COST	8,860,569.	8,860,569.
Ameritrade Institutional - Exchange-traded funds	COST	25,811,567.	31,898,892.
Thornburg	COST	12,162,982.	11,757,985.
The Blackstone Group LP -718	COST	3,206,118.	3,659,885.
The Blackstone Group LP -670	COST	7,005,691.	7,995,395.
BROOKFIELD INFRASTRUCTURE PARTNERS	COST	11,003,656.	11,328,730.
Total to Form 990-PF, Part II, line 13		68,050,583.	75,501,456.

Form 990-PF	Other Assets		Statement 13
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Donated property held for charitable use	2,918,350.	2,918,350.	2,918,350.
To Form 990-PF, Part II, line 15	2,918,350.	2,918,350.	2,918,350.

Form 990-PF	Other Liabilities		Statement 14
Description	BOY Amount	EOY Amount	
Deferred compensation	718,092.	958,092.	
Total to Form 990-PF, Part II, line 22	718,092.	958,092.	

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 15

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Mr Guy D. Randolph Jr. 8255 Spooky Hollow Road Cincinnati, OH 45242	Founder/Trustee 1.00	0.	0. 0.
Dr. Jill Louv 8255 Spooky Hollow Road Cincinnati, OH 45242	Founder/Trustee 1.00	0.	0. 0.
Carter F. Randolph, PHD 8255 Spooky Hollow Road Cincinnati, OH 45242	President & Treasurer/Founder 30.00	150,000.	263,000. 0.
Mr. Brad Lindner 8255 Spooky Hollow Road Cincinnati, OH 45242	Secretary/Founder 1.00	0.	0. 0.
Mr. Lawrence H. Kyte Jr. 8255 Spooky Hollow Road Cincinnati, OH 45242	Trustee/Founder 1.00	0.	0. 0.
Mrs. Helen Black 8255 Spooky Hollow Road Cincinnati, OH 45242	Trustee 1.00	0.	0. 0.
Mrs. Geraldine Warner 8255 Spooky Hollow Road Cincinnati, OH 45242	Trustee 1.00	0.	0. 0.
Mr. Martin Cooper 8255 Spooky Hollow Road Cincinnati, OH 45242	Vice President/Founder 1.00	0.	0. 0.

Totals included on 990-PF, Page 6, Part VIII

150,000.	263,000.	0.
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Form 990-PF	Summary of Direct Charitable Activities	Statement 16
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Activity One

The Foundation operates an environmental education center for area school children and garden education programs. School children visit in classes. In 2017, 4,284 children and 986 adults visited the center.

	Expenses
To Form 990-PF, Part IX-A, line 1	1,234,571.

Form 990-PF	Summary of Direct Charitable Activities	Statement 17
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Activity Two

The Foundation operates a Horsemanship Academy that teaches children and adults about horsemanship, from riding horses to grooming and feeding them. In 2017, 3,972 children and 210 adults participated in these programs.

	Expenses
To Form 990-PF, Part IX-A, line 2	490,915.

Form 990-PF	Summary of Direct Charitable Activities	Statement 18
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Activity Three

The Foundation operates a farm using rotational grazing to preserve farmland and raise healthy cows, sheep, chickens, hogs, and turkeys. The farm products are sold through the Farm store.

	Expenses
To Form 990-PF, Part IX-A, line 3	2,413,018.

Form 990-PF

Other Revenue

Statement 19

Description	Bus Code	Unrelated Business Inc	Excl Code	Excluded Amount	Related or Exempt Func- tion Income
Special Events rental of Art Center	531190	224,082.			
Private Events - Rentals	531190	55,900.			
K-1 Blackstone (TDA 670)	900099	80,722.	14	677.	
K-1 Blackstone (TDA 718)	900099	36,973.	14	311.	
K-1 Thornburg			14	-1,129.	
Shell Midstream Partners	900099	-252,650.	14	0.	
Publishing Sales	900099	155.			
Foundation - Cabin Rental	532000	4,200.			
K-1 BROOKFIELD infrastructure	900099		14	519.	
KKR & CO LP	900099	-4,010.	14	12,035.	
Westwood event				500.	
Total to Form 990-PF, Pg 12, ln 11		145,372.		12,913.	