

**2018 PUBLIC  
INSPECTION COPY**

**Return of Private Foundation**

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

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

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

OMB No. 1545-0052

**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation <b>Greenacres Foundation Inc</b>		A Employer identification number <b>31-1250075</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>8255 Spooky Hollow Rd</b>	Room/suite	B Telephone number <b>513-891-4227</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Cincinnati, OH 45242-6518</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ <b>446,068,607.</b>	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	72,146.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	551,015.	551,015.		Statement 1
	4 Dividends and interest from securities	8,982,148.	8,982,148.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	43,370,192.			Statement 3
	b Gross sales price for all assets on line 6a <b>415,305,482.</b>				
	7 Capital gain net income (from Part IV, line 2)		43,466,699.		
	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	1,066,111.	26,027.	674,196.	Statement 4	
12 Total. Add lines 1 through 11	54,041,612.	53,025,889.	674,196.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	482,993.	36,020.	67,089.	368,562.
	14 Other employee salaries and wages	2,939,535.	1,055.	204,021.	2,623,842.
	15 Pension plans, employee benefits	713,846.	4,740.	34,228.	650,982.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees Stmt 5	1,839,611.	1,654,797.	150,758.	33,260.
	17 Interest				
	18 Taxes Stmt 6	1,602,540.	21,572.	1,061,224.	496,992.
	19 Depreciation and depletion	1,067,189.	0.	149,493.	
	20 Occupancy				
	21 Travel, conferences, and meetings	23,464.	0.	9,179.	14,053.
	22 Printing and publications				
	23 Other expenses Stmt 7	2,820,869.	158,941.	252,992.	2,238,603.
	24 Total operating and administrative expenses. Add lines 13 through 23	11,490,047.	1,877,125.	1,928,984.	6,426,294.
	25 Contributions, gifts, grants paid	6,396,015.			6,396,015.
26 Total expenses and disbursements. Add lines 24 and 25	17,886,062.	1,877,125.	1,928,984.	12,822,309.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	36,155,550.				
b Net investment income (if negative, enter -0-)		51,148,764.			
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	4,286,379.	2,743,848.	2,743,848.
	3	Accounts receivable ▶ 62,358.			
		Less: allowance for doubtful accounts ▶	105,464.	62,358.	62,358.
	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	10,447.	770,031.	770,031.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 9	197,783,565.	128,435,791.	200,668,300.
	c	Investments - corporate bonds Stmt 10	4,048,298.	4,057,655.	4,099,188.
	11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other Stmt 11	68,050,583.	172,187,299.	172,302,285.	
14	Land, buildings, and equipment: basis ▶ 67,445,438.				
	Less: accumulated depreciation ▶ 5,249,153.	60,062,651.	62,196,285.	62,196,285.	
15	Other assets (describe ▶)	2,918,350.	3,226,312.	3,226,312.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	337,265,737.	373,679,579.	446,068,607.	
Liabilities	17	Accounts payable and accrued expenses	705,013.	745,835.	
	18	Grants payable			
	19	Deferred revenue	137,500.	126,120.	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ <u>Deferred compensat</u> )	958,092.	958,733.	
23	<b>Total liabilities</b> (add lines 17 through 22)	1,800,605.	1,830,688.		
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	254,855,022.	278,541,059.	
	25	Temporarily restricted			
	26	Permanently restricted	80,610,110.	93,307,832.	
	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	<b>Total net assets or fund balances</b>	335,465,132.	371,848,891.	
	31	<b>Total liabilities and net assets/fund balances</b>	337,265,737.	373,679,579.	

**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	335,465,132.
2	Enter amount from Part I, line 27a	2	36,155,550.
3	Other increases not included in line 2 (itemize) ▶ See Statement 8	3	228,300.
4	Add lines 1, 2, and 3	4	371,848,982.
5	Decreases not included in line 2 (itemize) ▶ BOOK TO TAX ADJUSTMENTS - BLACKSTONE	5	91.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>371,848,891.</b>

**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	415,305,482.	371,838,783.	43,466,699.	
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			43,466,699.	

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	43,466,699.
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))
2017	13,441,545.	388,823,969.	.034570
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
2 Total of line 1, column (d)			.222478
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			.044496
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		413,070,429.	
5 Multiply line 4 by line 3			18,379,982.
6 Enter 1% of net investment income (1% of Part I, line 27b)			511,488.
7 Add lines 5 and 6			18,891,470.
8 Enter qualifying distributions from Part XII, line 4			16,330,434.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,022,975.
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	1,022,975.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,022,975.
6 Credits/Payments:			
6a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1,715,830.	
6b Exempt foreign organizations - tax withheld at source	6b	0.	
6c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
6d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d		7	1,715,830.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	0.
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	692,855.
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 692,855. 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
1b 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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. <input type="checkbox"/> 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 2018 or the tax year beginning in 2018? 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? Website address <b>www.green-acres.org</b>	X	
14 The books are in care of <b>Jim Ebenschweiger</b> Telephone no. <b>513-407-5194</b> Located at <b>8255 Spooky Hollow Rd, 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> N/A		
16 At any time during calendar year 2018, 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 Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1b	X
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 2018?	1c	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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 2018 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 2018.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2018?	4b	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	<b>5b</b>	
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 <input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
<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?		<b>6b</b>	<b>X</b>
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	<b>7b</b>	
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

**1** List all officers, directors, trustees, 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		482,993.	69,741.	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
Caitlyn McCollum - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Human Resources Director 40.00	95,000.	15,262.	0.
Donna Wolfer - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Associate Executive Director 40.00	87,877.	19,656.	0.
Jacquelyn Quay - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Education Director 40.00	83,382.	14,283.	0.
Amy Snyder - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Agriculture Education Director 40.00	82,693.	5,945.	0.
Chad Bitler - 8255 Spooky Hollow Road, Cincinnati, OH 45242	Agriculture Research Manager 40.00	65,472.	22,821.	0.
<b>Total</b> number of other employees paid over \$50,000				<b>18</b>

**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
Riverbend Commercial Title Co One E. 4th St, Cincinnati, OH 45202	Legal	1771024.
Randolph Company Inc 4200 Malsbary Road, Cincinnati, OH 45242	Investment Advisors	1697043.
Humana Health Plan Ohio 640 Eden Park Drive, Cincinnati, OH 45202	Health Insurance	476,102.
Green Earth Landscaping, Ltd. 4114 Pillars Dr, Cincinnati, OH 45209	Landscaping	282,205.
Net2 9703 Loveland Madeira Rd, Loveland, OH 45140	Computer Consulting	272,452.
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 15	1,363,829.
2 See Statement 16	442,039.
3 See Statement 17	2,459,474.
4 See Statement 18	910,006.

**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	363,974,776.
b	Average of monthly cash balances	1b	54,710,973.
c	Fair market value of all other assets	1c	675,093.
d	<b>Total</b> (add lines 1a, b, and c)	1d	419,360,842.
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	419,360,842.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,290,413.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	413,070,429.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	20,653,521.

**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	20,653,521.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	1,022,975.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,022,975.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,630,546.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	19,630,546.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	19,630,546.

**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	12,822,309.
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	3,508,125.
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	16,330,434.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	16,330,434.

**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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				19,630,546.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			11,886,931.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 16,330,434.				
a Applied to 2017, but not more than line 2a			11,886,931.	
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 2018 distributable amount				4,443,503.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (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:	0.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				15,187,043.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

**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 2018, 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		Prior 3 years		(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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:

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i></p> <p>Cincinnati Ballet 1555 Central Parkway Cincinnati, OH 45214</p>	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	322,948.
<p>Cincinnati May Festival 1241 Elm Street Cincinnati, OH 45202</p>	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	322,948.
<p>Cincinnati Opera 1241 Elm Street Cincinnati, OH 45202</p>	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	775,075.
<p>Cincinnati Symphony Orchestra 1241 Elm Street Cincinnati, OH 45202</p>	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	4,521,271.
<p>Hatmaker Foundation 4811 Montgomery Road Cincinnati, OH 45212</p>	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	33,223.
<p><b>Total</b></p>	See continuation sheet(s) ▶ 3a			6,396,015.
<p><b>b</b> <i>Approved for future payment</i></p> <p>None</p>				
<p><b>Total</b></p>	▶ 3b			0.





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 - Acct 1397	P		
b TD Ameritrade - ACCT 1397	P		
c TD Ameritrade - ACCT 0670 Capital Gain Distributi	P		
d TD Ameritrade - ACCT 0670	P		
e TD Ameritrade - ACCT 0670	P		
f TD Ameritrade - Acct 0718 Capital Gain Distributi	P		
g TD Ameritrade - ACCT 0718	P		
h TD Ameritrade - ACCT 0718	P		
i The Blackstone Group - 0670	P		
j The Blackstone Group - 0670	P		
k The Blackstone Group - 0718	P		
l The Blackstone Group - 0718	P		
m Thornburg International Equity Fund	P		
n Thornburg International Equity Fund	P		
o Thornburg - Loss on Disposal	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 154,249.		153,497.	752.
b 5,265.		5,265.	0.
c 24,545.			24,545.
d 171,320,309.		185,403,282.	-14,082,973.
e 112,229,712.		69,654,751.	42,574,961.
f 11,209.			11,209.
g 75,493,001.		81,638,458.	-6,145,457.
h 55,761,665.		33,593,708.	22,167,957.
i 336.			336.
j 138,646.			138,646.
k 155.			155.
l 64,123.			64,123.
m		238,837.	-238,837.
n 102,267.			102,267.
o		1,150,985.	-1,150,985.

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			752.
b			0.
c			24,545.
d			-14,082,973.
e			42,574,961.
f			11,209.
g			-6,145,457.
h			22,167,957.
i			336.
j			138,646.
k			155.
l			64,123.
m			-238,837.
n			102,267.
o			-1,150,985.

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	43,466,699.
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.
La Soupe 4150 Round Bottom Rd. Cincinnati, OH 45244	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	12,107.
Music Now 255 E 5th St., Suite 1900 Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	15,000.
Muscia Sacra Foundation 783 Bramblewood Dr Loveland, OH 45343	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	5,000.
Cincinnati Chamber Opera Inc 1024 Paradrome St Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000.
Cincinnati Chamber Orchestra 105 W. 4th St #810 Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000.
Clermont Festival Chorale 6211 Pintail Ct Loveland, OH 45011	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000.
Blue Ash Montgomery Symphony Orchestra 4343 Cooper Rd Cincinnati, OH 45242	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	12,000.
School House Symphony 8847 Revere Run West Chester, OH 45069	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	15,000.
Cincinnati Childrens Choir UC 2600 Clifton Ave Cincinnati, OH 45221	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	30,000.
<b>Total from continuation sheets</b>				420,550.



**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 Boys Choir Inc 650 Walnut St Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	32,500.
Southern Gateway Chorus 28236 Cedar Creek Dr Sunman, IN 47041	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	39,677.
SORG Opera Revitalization 63 S Main St Middletown, OH 45044	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	55,000.
School for Creative and Performing Arts 108 W Central Parkway Cincinnati, OH 45202	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	90,000.
Holistic Management International 5941 Jefferson St Albuquerque, NM 87109	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	20,000.
Grass Fed Exchange 1908 Spring Dr NW Fort Payne, AL 35968	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	2,500.
Nature Conservancy 5885 Wulfman Rd SE Laconia, IN 47135	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	1,000.
University of Florida Foundation 1020 McCarty Hall P.O. Box 110210 Gainesville, FL 32611	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	10,000.
Mayfield Foundation 3825 Edwards Rd #300 Cincinnati, OH 45209	None	NOT FOR PROFIT	ORGANIZATION'S CHARITABLE PURPOSE	766.
<b>Total from continuation sheets</b>				

**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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2018**

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 foundation

Check 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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

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	Richard J. Lushek 3416 Cornell Place Cincinnati, OH 45220	\$ 8,400.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	Jennifer Southworth 8201 Bagdad Rd Bagdad, KY 40003	\$ 5,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	Cognex 4178 Meadowbrook Ln Mason, OH 45040	\$ 8,000.	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.)

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
1	1 Painting	\$ 8,400.	11/01/18
2	2 Horses	\$ 5,000.	05/25/18
3	1 Camera	\$ 8,000.	12/28/18
		\$	
		\$	
		\$	

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	

## 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)	98,767.	98,767.	98,767.
Blackstone Group (TDA 718)	45,679.	45,679.	45,679.
BROOKFIELD INFRASTRUCTURE PARTNERS	4,859.	4,859.	4,859.
Huntington Bank	51,989.	51,989.	51,989.
TD Ameritrade - 11397	29,376.	29,376.	29,376.
TD Ameritrade - 30718	94,074.	94,074.	94,074.
TD Ameritrade - 57073	178.	178.	178.
TD Ameritrade - 80670	226,275.	226,275.	226,275.
TD Ameritrade - Accrued Interest Paid	-905.	-905.	-905.
TD Ameritrade Bond Premium (covered lots)- 1397	-597.	-597.	-597.
TD Ameritrade Bond Premium (noncovered lots)-1397	-210.	-210.	-210.
Thornburg International Equity Fund	1,530.	1,530.	1,530.
Total to Part I, line 3	551,015.	551,015.	551,015.

## 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 (TDA 670)	131,953.	0.	131,953.	131,953.	131,953.
Blackstone Group (TDA 718)	61,027.	0.	61,027.	61,027.	61,027.
BROOKFIELD INFRASTRUCTURE PARTNERS	236,042.	0.	236,042.	236,042.	236,042.
TD Ameritrade - 30718	2,619,247.	0.	2,619,247.	2,619,247.	2,619,247.
TD Ameritrade - 80670	5,746,001.	0.	5,746,001.	5,746,001.	5,746,001.
TD Ameritrade - 8646	3,342.	0.	3,342.	3,342.	3,342.
Thornburg International Equity Fund	184,536.	0.	184,536.	184,536.	184,536.
To Part I, line 4	8,982,148.	0.	8,982,148.	8,982,148.	8,982,148.

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	154,249.	153,497.	0.	0.	752.

(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	5,265.	5,265.	0.	0.	0.

(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 0670 Capital Gain Distribution	24,545.	0.	0.	0.	24,545.

(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 0670	171,320,309.	185,403,282.	0.	0.	-14,082,973.

(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	
112,229,712.	69,654,751.	0.	0.	42,574,961.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
TD Ameritrade - Acct 0718 Capital Gain Distributions			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
11,209.	0.	0.	0.	11,209.	

(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	
75,493,001.	81,638,458.	0.	0.	-6,145,457.	

(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	
55,761,665.	33,593,708.	0.	0.	22,167,957.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
The Blackstone Group - 0670			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
336.	0.	0.	0.	336.	



(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
The Blackstone Group - 0670			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
138,646.	0.	0.	0.	138,646.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
The Blackstone Group - 0718			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
155.	0.	0.	0.	155.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
The Blackstone Group - 0718			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
64,123.	0.	0.	0.	64,123.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Thornburg International Equity Fund			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	238,837.	0.	0.	-238,837.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Thornburg International Equity Fund			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
102,267.	0.	0.	0.	102,267.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Thornburg - Loss on Disposal			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	1,150,985.	0.	0.	-1,150,985.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Loss on Disposal of Assets			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	96,507.	0.	0.	-96,507.	

Net Gain or Loss from Sale of Assets	43,370,192.
Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	43,370,192.

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	54,454.	0.	54,454.
Arts Center Revenue	121,409.	0.	121,409.
Horsemanship Academy	224,842.	0.	224,842.
Farm sales	272,080.	0.	272,080.
Water Quality Events	1,411.	0.	1,411.
Special Events rental of Art Center	253,029.	0.	0.
Private Events - Rentals	56,700.	0.	0.
K-1 Blackstone (TDA 670)	62,409.	27,206.	0.
K-1 Blackstone (TDA 718)	28,865.	12,583.	0.
K-1 Thornburg	-15,049.	-15,049.	0.
Publishing Sales	474.	0.	0.
Foundation - Cabin Rental	4,200.	0.	0.
K-1 BROOKFIELD infrastructure	1,287.	1,287.	0.
<b>Total to Form 990-PF, Part I, line 11</b>	<b>1,066,111.</b>	<b>26,027.</b>	<b>674,196.</b>

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	184,813.	2,072.	148,685.	33,260.
Investment management fees	1,652,725.	1,652,725.	0.	0.
Other investment fees	2,073.	0.	2,073.	0.
<b>To Form 990-PF, Pg 1, ln 16c</b>	<b>1,839,611.</b>	<b>1,654,797.</b>	<b>150,758.</b>	<b>33,260.</b>

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	261,000.	1,571.	17,507.	232,518.
Taxes and Permits	1,321,539.	0.	1,043,717.	264,474.
Foreign Taxes	20,001.	20,001.	0.	0.
<b>To Form 990-PF, Pg 1, ln 18</b>	<b>1,602,540.</b>	<b>21,572.</b>	<b>1,061,224.</b>	<b>496,992.</b>

Form 990-PF	Other Expenses			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	34,795.	755.	7,729.	21,507.
Continuing education	32,565.	0.	0.	31,065.
Operating supplies	431,713.	0.	2,320.	424,974.
Meals & entertainment	13,170.	0.	4,649.	8,289.
Repairs & maintenance	424,382.	0.	29,856.	330,786.
Insurance	165,924.	0.	19,755.	132,096.
Utilities	172,524.	0.	15,593.	143,598.
Contracted services	676,517.	0.	29,194.	633,058.
Miscellaneous expenses	386,995.	0.	110,149.	254,734.
Dues & subscriptions	12,597.	0.	8,955.	3,642.
Supplies	53,690.	0.	15,577.	36,755.
Telephone	34,860.	0.	9,215.	23,553.
The Blackstone Group LP - 670	23,704.	23,704.	0.	0.
The Blackstone Group LP - 718	10,963.	10,963.	0.	0.
BROOKFIELD INFRASTRUCTURE Thornburg International Equity Fund	51,892.	51,892.	0.	0.
Cost of goods sold	71,627.	71,627.	0.	0.
	222,951.	0.	0.	194,546.
To Form 990-PF, Pg 1, ln 23	2,820,869.	158,941.	252,992.	2,238,603.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement 8
Description		Amount
Charitable Assets understated as of December 31, 2012		228,300.
Total to Form 990-PF, Part III, line 3		228,300.

Form 990-PF	Corporate Stock	Statement 9
Description	Book Value	Fair Market Value
Ameritrade Institutional - Corporate stock	127,945,667.	199,625,144.
FSP Energy Tower I Corp	82,016.	83,150.
Ameritrade Institutional - Deferred Compensation	408,108.	960,006.
Total to Form 990-PF, Part II, line 10b	128,435,791.	200,668,300.

Form 990-PF	Corporate Bonds	Statement 10
Description	Book Value	Fair Market Value
Ameritrade Institutional - Corporate bonds	4,057,655.	4,099,188.
Total to Form 990-PF, Part II, line 10c	4,057,655.	4,099,188.

Form 990-PF	Other Investments	Statement 11	
Description	Valuation Method	Book Value	Fair Market Value
Ameritrade Institutional - Money Market funds	COST	153,967,543.	153,967,543.
Ameritrade Institutional - Exchange-traded funds	COST	18,216,414.	18,331,400.
Ameritrade Institutional -Deferred Compensation	COST	3,342.	3,342.
Total to Form 990-PF, Part II, line 13		172,187,299.	172,302,285.

Form 990-PF	Other Assets		Statement 12
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Donated property held for charitable use	2,918,350.	3,146,650.	3,146,650.
Accrued Income	0.	100,248.	100,248.
Miscellaneous Adjustment	0.	-20,586.	-20,586.
To Form 990-PF, Part II, line 15	2,918,350.	3,226,312.	3,226,312.

Form 990-PF	Other Liabilities		Statement 13
Description	BOY Amount	EOY Amount	
Deferred compensation	958,092.	958,733.	
Total to Form 990-PF, Part II, line 22	958,092.	958,733.	

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
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/Founder 30.00	362,917.	40,125.	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. 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.
Mrs. Meredith Leslie 8255 Spooky Hollow Road Cincinnati, OH 45242	Trustee 1.00	0.	0.	0.
Jim Ebenschweiger 8255 Spooky Hollow Road Cincinnati, OH 45242	Chief Financial Officer/Treasurer 40.00	120,076.	29,616.	0.
Totals included on 990-PF, Page 6, Part VIII		482,993.	69,741.	0.

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Form 990-PF	Summary of Direct Charitable Activities	Statement 15
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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 2018, the education center provided 209 programs. In total, 4,322 children and 909 adults visited the center during the year.

	<u>Expenses</u>
To Form 990-PF, Part IX-A, line 1	<u>1,363,829.</u>

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Form 990-PF	Summary of Direct Charitable Activities	Statement 16
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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 2018, the Academy provided 931 programs. In total, 4,153 children and 178 adults participated in these programs during the year.

	<u>Expenses</u>
To Form 990-PF, Part IX-A, line 2	<u>442,039.</u>

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Form 990-PF	Summary of Direct Charitable Activities	Statement 17
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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.

	<u>Expenses</u>
To Form 990-PF, Part IX-A, line 3	<u>2,459,474.</u>



Form 990-PF

Summary of Direct Charitable Activities

Statement 18

Activity Four

The Foundation operates an art center which provides education in cultural, visual and musical arts. In 2018, the art center provided 269 programs. In total, 7,230 children and 1,368 adults visited the center during the year.

To Form 990-PF, Part IX-A, line 4

Expenses

910,006.

Form 990-PF

Other Revenue

Statement 19

Description	Bus Code	Unrelated Business Inc	Excl Code	Excluded Amount	Related or Exempt Function Income
Special Events rental of Art Center	531190	253,029.			
Private Events - Rentals	531190	56,700.			
K-1 Blackstone (TDA 670)	900099	35,203.	14	27,206.	
K-1 Blackstone (TDA 718)	900099	16,282.	14	12,583.	
K-1 Thornburg			14	-15,049.	
Publishing Sales	900099	474.			
Foundation - Cabin Rental	532000	4,200.			
K-1 BROOKFIELD infrastructure	900099		14	1,287.	
<b>Total to Form 990-PF, Pg 12, ln 11</b>		<b>365,888.</b>		<b>26,027.</b>	