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DLN: 93493134021440

Form 990

Department of the Treasury Internal Revenue Service

# Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047 2008

Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements A For the 2008 calendar year, or tax year beginning 07-01-2008 and ending 06-30-2009 D Employer identification number B Check if applicable Please OTR HOLDINGS INC use IRS 20-2363373 Address change label or Doing Business As E Telephone number Name change print or type. See (513) 621-4400 Initial return Specific Number and street (or P O box if mail is not delivered to street address) Room/suite **G Gross receipts** \$ 306,172 Instruc-1014 VINE STREET No 1420 Termination tions. City or town, state or country, and ZIP  $\pm$  4 CINCINNATI, OH 45202 Amended return Application pending Name and address of Principal Officer **H(a)** Is this a group return for Stephanie Gaither affiliates? 1014 Vine Street Suite 1420 cincinnati, OH 45202 H(b) Are all affiliates included? Tax-exempt status 501(c) ( 2 ) ◀ (insert no ) (If "No." attach a list See instructions ) Group Exemption Number 🕨 Web site: ► N/A L Year of Formation 2005 M State of legal domicile OH Summary Briefly describe the organization's mission or most significant activities Activities & Governance See Additional Data Table Check this box ┌ if the organization discontinued its operations or disposed of more than 25% of its assets 2 Number of voting members of the governing body (Part VI, line 1a)  $\cdot$   $\cdot$ 0 Number of independent voting members of the governing body (Part VI, line 1b) . 0 Total number of employees (Part V, line 2a) . 0 Total number of volunteers (estimate if necessary) . Total gross unrelated business revenue from Part VIII, line 12, column (C) . 0 Net unrelated business taxable income from Form 990-T, line 34 . 0 7b b **Prior Year Current Year** Contributions and grants (Part VIII, line 1h) . . 15,000 8 9 Program service revenue (Part VIII, line 2g) . . 0 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . 1,705 -453,168 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 2,840 25 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12 -438,143 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0 14 Benefits paid to or for members (Part IX, column (A), line 4) 0 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-15 Expenses 0 10) 16a Professional fundraising fees (Part IX, column (A), line 11e) 0 b (Total fundraising expenses, Part IX, column (D), line 25  $\frac{0}{2}$ **17** Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) 3,902 500 Total expenses—add lines 13-17 (must equal Part IX, line 25, column (A)) 3,902 500 18 Revenue less expenses Subtract line 18 from line 12 19 643 -438,643 8 % **End of Year** Beginning of Year Assets of Balance 20 Total assets (Part X, line 16) 9,432,500 13,675,479 21 Total liabilities (Part X, line 26) 9,771,279 18,850,276 22 Net assets or fund balances Subtract line 21 from line 20 -338,779 -5,174,797 Part II Signature Block Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge **Please** 2010-05-12 Sign Signature of officer Here Stephanie Gaither CFO Type or print name and title Check if Preparer's PTIN (See Gen Inst ) Date Preparer's 2010-05-11 Michael W Gentry CPA signature Paid empolyed 🕨 🦵 Preparer's JOSEPH DECOSIMO & COMPANY LLC Firm's name (or yours if self-employed). **Use Only** address, and ZIP + 4 255 EAST FIFTH ST SUITE 2200 Phone no (513) 579-1717 CINCINNATI, OH 45202 May the IRS discuss this return with the preparer shown above? (See instructions) . . . 

Cat No 11282Y

# Part III Statement of Program Service Accomplishments (See the instructions.)

1	Briefly describe the organizat	ion's mission					
See A	dditional Data Table						
2	Did the organization unde the prior Form 990 or 990		t program services duri	ng the year which	were not listed on	Yes	
	If "Yes," describe these n	ew services on Sche	edule O				
3	Did the organization ceas services?			n how it conducts		Yes ✓ No	
	If "Yes," describe these c	hanges on Schedule	0				
4		) organizations and 4	4947(a)(1) trusts are r	equired to report	st program services by exp the amount of grants and a		
4a	(Code	) (Expenses \$	500 including gr	ants of \$	) (Revenue \$	)	
					oment projects resulting in 107 r s for Phase IV and V of the overa		plan for the
<b>4b</b>	(Code	) (Expenses \$	ıncludıng gra	ants of \$	) (Revenue \$	)	
4c	(Code	) (Expenses \$	ıncludıng gra	ants of \$	) (Revenue \$	)	
4d	Other program services	(Describe in Sched	ule O )				
	(Expenses \$	ınclud	ing grants of \$	) (	Revenue \$	)	
4e	Total program service e	xpenses \$	500 Muste	qual Part IX, Line 2	25, column (B).		

Part IV	Checklist of	Required	Schedules
4	CHCCKHSCOL	NC dull Cd	Schodules

			Yes	No
1	Is the organization described in section $501(c)(3)$ or $4947(a)(1)$ (other than a private foundation)? If "Yes," complete Schedule $A$	1		No
2	Is the organization required to complete Schedule B, Schedule of Contributors? 🕏	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		No
4	Section 501(c)(3) organizations Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4		
5	Section $501(c)(4)$ , $501(c)(5)$ , and $501(c)(6)$ organizations. Is the organization subject to the section $6033(e)$ notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II	7		Νο
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		Νο
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		Νο
10	Did the organization hold assets in term, permanent,or quasi-endowments? If "Yes," complete Schedule D, Part 🕬	10		Νο
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	11	Yes	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII .	12	Yes	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		Νο
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? If "Yes," complete Schedule F, Part $I$	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>	15		Νο
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	16		No
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I	17		No
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		Νο
19	Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		Νo
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20		Νο
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		Νο
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and $III$	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule  J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section $501(c)(3)$ and $501(c)(4)$ organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part $I$	25a		
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I	25b		
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No

Part VI . . .

## Part IV Checklist of Required Schedules (Continued)

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee			
а	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part			
	IV	28a		No
b	Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV	28b		Νο
С	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV .	28c		Νο
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		Νo
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		Νο
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35		No
36	501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		
37	Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R,	37		No

Pa	rt V	Statements Regarding Other IRS Filings and Tax Complianc	e				
						Yes	No
1a	Enter	the number reported in Box 3 of Form 1096, Annual Summary and Transmittal					
		5. Information Returns . Enter -0- if not applicable					
			1a	10			
ь	Enter	the number of Forms W-2G included in line 1a Enter -0- if not applicable					
			1b	0			
c		ne organization comply with backup withholding rules for reportable payments t	o ven	dors and reportable	_		
	_	ng (gambling) winnings to prize winners?			1c	Yes	
2a		the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax</i> ments filed for the calendar year ending with or within the year covered by this					
	returr		2a	0			
ь	Ifatl	ı east one ıs reported ın 2a, dıd the organızatıon file all required federal employn	nent t	ax returns?			
	Not e:	If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this	retur	rn.	2b		
3а		ne organization have unrelated business gross income of \$1,000 or more during	g the	year covered by this	_		
		17	• •		3a		N o
		es," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Sch</i> o			3b		
4a		y time during the calendar year, did the organization have an interest in, or a si a financial account in a foreign country (such as a bank account, securities ac					
		unt)?		, or other inteneral	4a		Νo
ь	Tf"Vo	es," enter the name of the foreign country					
		he instructions for exceptions and filing requirements for <b>Form TD F 90-22.1,</b> <i>Re</i>	port o	f Foreign Bank and			
	Financ	cial Accounts.		_			
5a	Wast	the organization a party to a prohibited tax shelter transaction at any time durin	ng the	tax year?	5a		Νο
Ь	Did ai	ny taxable party notify the organization that it was or is a party to a prohibited	tax sh	nelter transaction?	5b		Νο
c	If "Ye	s," to 5a or 5b, did the organization file Form 8886-T, <i>Disclo</i> s <i>ure by Tax-Exemp</i> .	t Entit	v Regarding Prohibited			
_		helter Transaction?	•	· · ·	5c		
6a	Did th	ne organization solicit any contributions that were not tax deductible?			6a		Νο
ь	If "Ye	s," did the organization include with every solicitation an express statement th	atsu	ch contributions or gifts			
	were	not tax deductible?			6b		
7	Organ	nzations that may receive deductible contributions under section 170(c).					
а		ne organization provide goods or services in exchange for any quid pro quo con	trıbutı	on of \$75 or	7a		Νo
		es," did the organization notify the donor of the value of the goods or services pr			7b		
С		ne organization sell, exchange, or otherwise dispose of tangible personal propei orm 8282?		-	7c		No
d		s," indicate the number of Forms 8282 filed during the year	7d				
е		ne organization, during the year, receive any funds, directly or indirectly, to pay					
		it contract?			7e		No
f		ne organization, during the year, pay premiums, directly or indirectly, on a perso			7f		No
g	For al	ll contributions of qualified intellectual property, did the organization file Form 8	8899	as required?	7g		No
h		ontributions of cars, boats, airplanes, and other vehicles, did the organization fi	ile a F	orm 1098-C as	7h		No
	•	red?		tion 500(a)/3)	711		
8		orting organizations. Did the supporting organizations maintaining donor advised runds a					
	exces	ss business holdings at any time during the		,	8		
		·					
9		on $501(c)(3)$ and other sponsoring organizations maintaining donor advised funds.					
а		ne organization make any taxable distributions under section 4966?			9a		
Ь	Did th	ne organization make a distribution to a donor, donor advisor, or related person	? <b>.</b>		9b		
10	Sectio	on 501(c)(7) organizations. Enter		1			
		tion fees and capital contributions included on Part VIII, line 12	10a				
b		s receipts, included on Form 990, Part VIII, line 12, for public use of club	10b				
	facılıt	cies					
11	Section	on 501(c)(12) organizations Enter					
а	Gross	s income from members or shareholders					
			11a				
b		s income from other sources (Do not net amounts due or paid to other sources	446				
	agaın	st amounts due or received from them)..........	11b				
12a	Sectio	on 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in	lieu	of Form 1041?	12a		
b	If "Ye	s," enter the amount of tax-exempt interest received or accrued during the	4				
	year		12b	1			

# Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section	Α.	Governing	Body	and	Management	

			165	140
	For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body 1a 2			
Ь	Enter the number of voting members that are independent 1b 0			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		Νο
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		Νο
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		Νο
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		Νο
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
Ь	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		Νo
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
а	the governing body?	8a	Yes	
Ь	each committee with authority to act on behalf of the governing body?	8b	Yes	
9a	Does the organization have local chapters, branches, or affiliates?	9a		Νο
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	Yes	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11		Νο

#### Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? If "No", go to line 13 $\cdot$ .	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision			
а	The organization's CEO, Executive Director, or top management official?	15a	Yes	
b	Other officers or key employees of the organization?	15b	Yes	
	Describe the process in Schedule O			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

#### Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed OH
- Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply own website. I another's website.
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
- STEPHANIE GAITHER 1014 VINE STREET SUITE 1420 CINCINNATI,OH 45202 (513) 621-4400

# Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

#### Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed

- \* List all of the organization's **current** officers, directors, trustees (whether individuals or organizations) and key employees regardless of amount of compensation, and current key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- \* List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- \* List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- \* List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if the organization did not compensate any officer, director, trustee or key employee										
		Posit tl	(C non (chat a	chec		I				(F)
(A) Name and Title	(B) Average hours per week	Individual Trustee or Director	Institutional Trustee	Officei	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	Estimated amount of other compensation from the organization and related organizations
STEPHEN G LEEPER , President	15 00	Х		Х				0	309,000	26,182
Stephanie P Gaither , vp & secretary	15 00	Х		Х				0	167,500	10,470
Chad Munitz , Executive Vice President	25 00			Х				0	167,500	12,650
Darrick Dansby , Vice President	40 00			Х				0	51,000	922
										_
	·									

## Part VII Continued

<b>(A)</b> Name and Title	(B) Average hours per week	Individual Trustee or Prestor	o at Institutional Trustee	(che	y)	Highest compensated	Former	(D)  Reportable  compensation  from the  organization (W- 2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
							Н			
	_									
1b Total				Ш.			<b>&gt;</b>	(	695,000	50,224

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ►0

			. 03	110
3	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3		No
4	For any individual listed online 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person	5		No

#### **Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	<b>(C)</b> Compensation
Washington Park Inc 1429 Walnut Street Cincinnati, OH 45202	Construction	160,140
McCormack Baron Salazar Inc 1415 Olive Street Suite 310 st louis, MO 631032334	Architecture & Design	118,865
2 Total number of independent contractors (including those in 1) who received more than \$ from the organization		2

Ves No

Part Statement of Revenue VIII

					<b>(A)</b> Total Revenue	(B) Related or Exempt Function Revenue	<b>(C)</b> Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
20 22	1a	Federated camp	paigns 1a					311
ran Lini	ь	Membership du	es <b>. 1b</b>					
ಕ್ಷ	c	Fundraising eve	ents 1c					
£ E =	d	Related organiz	ations 1d					
$\frac{\sqrt{2}}{2}$	e	Government grants						
S, ig	f	All other contribution	ons, gifts, grants, and <b>1f</b>		}			
돌	•	sımılar amounts no	t included above	<u> </u>				
	g		butions included in					
Contributions, gifts, grants and other similar amounts	h		s 1a-1f)	🕨	15,000			
			-	Business Code				
Ele	2a			Business code				
e,e	ь							
or Or	_ 							
Σ	d							
38	e							
Program Serwce Revenue	f	All other progra	ım service revenue					
ሏ	g	Total. Add lines	3 2a-2f	\$				
	3		ome (including dividen					
		other similar an	nounts)	🛌	3,510			3,510
	4	Income from invest	tment of tax-exempt bond	proceeds 🕨				
	5	Royalties						
			(ı) Real	(II) Personal				
	6a	Gross Rents Less rental						
	Ь	expenses						
	С	Rental income or (loss)						
	d	Net rental incor	me or (loss)					
			(ı) Securities	(II) O ther				
	7a	Gross amount from sales of		287,637				
		assets other than inventory						
	ь	Less cost or other basis and		744,315				
		sales expenses						
	c	Gain or (loss)	,	-456,678	-456,678	-456,678		
	d 8a		s)	· · · · · · · ·	-430,078	-430,078		
	oa	Gross income frevents (not incl	luding					
Ē		of contributions	reported on line 1c)					
<u>₹</u>		See Part IV , lın Attach Schedule	G If total exceeds					
æ		\$15,000	a					
<u> </u>	ь		penses b					
Other Revenue	С	Net income or (	loss) from fundraising	events 🟲				
	9a	See part IV, lin	ule G if total exceeds					
	ь		a penses b					
	10a	Gross sales of i	loss) from gaming acti	vicies				
	104	returns and allo						
	ь	Less cost of go	oods sold <b>b</b>					
	С		loss) from sales of inve					
		Miscellaneous	Revenue	Business Code	_			_
		other		900,099	25			25
	Ь							
	c							
	d	All other revenu	ne					
	е	Total. Add lines	11a-11d	\$ 25				
	12	Total Revenue.	Add lines 1h, 2g, 3, 4,	5, 6d, 7d, 8c, ▶-	-438,143	-456,678	0	3,535

# Form 990 (2008) Part IX Statement of Functional Expenses

	Section 501(c)(3) and 501(c)(4) orga All other organizations must complete column (A) but are not re				)).
	not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	( <b>B</b> ) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3	Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section $4958(f)(1)$ ) and persons described in section $4958(c)(3)(B)$				
7	Other salaries and wages				
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes				
11	Fees for services (non-employees)				
а	Management				
b	Legal	486	486		
c	Accounting				
d	Lobbying				
е	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other				
L2	Advertising and promotion				
L3	Office expenses	14	14		
L4	Information technology				
L5	Royalties				
L6	Occupancy				
L7	Travel				
18	Payments of travel or entertainment expenses for any Federal, state or local public officials				
L9	Conferences, conventions and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization				
23	Insurance				
24	Other expenses—Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )				
1	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	500	500	0	
26	Joint Costs. Check  if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Dart V	Balance	Shoot
Part X	Balance	Sheet

				(A) Beginning of year		(B) End of year
	1	Cash—non-interest-bearing		42.017	1	103,327
	2	Savings and temporary cash investments		12,011	2	100,021
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		81,428	4	445,763
	5	Receivables from current and former officers, directors, trustees, ke	v employees or	01,420	-	440,700
		other related parties Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section persons described in section 4958(c)(3)(B) Complete Part II of School			6	
	7	Notes and loans receivable, net			7	183,000
	8	Inventories for sale or use			8	
\$	9	Prepaid expenses and deferred charges		25,744	9	11,944
Assets	10a	Land, buildings, and equipment cost basis	10a			
~4	ь	Less accumulated depreciation <i>Complete Part VI of</i>	100			
			10Ь		10c	
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11 <i>Complete Part V Schedule D</i>	II of		12	
	13	Investments—program-related See Part IV, line 11 $\it Complete Part V of Schedule D$ .	/III	9,282,811	13	11,602,144
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11 Complete Part IX of Schedule  D	500	15	1,329,301	
	16	Total assets. Add lines 1 through 15 (must equal line 34)		9,432,500		13,675,479
	17	Accounts payable and accrued expenses .		75,607	17	86,172
	18	Grants payable			18	<u></u>
	19	Deferred revenue		19		
	20	Tax-exempt bond liabilities		20		
S	21	Escrow account liability Complete Part IV of Schedule D		21		
Liabilities	22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified	-			
<u>.</u> E		persons Complete Part II of Schedule L		22		
	23	Secured mortgages and notes payable to unrelated third parties .		9,022,162	23	16,555,459
	24	Unsecured notes and loans payable			24	
	25	Other liabilities Complete Part X of Schedule D		673,510	25	2,208,645
	26	Total liabilities. Add lines 17 through 25		9,771,279	26	18,850,276
	1	Organizations that follow SFAS 117, check here ▶ 🔽 and complete	e lines 27			
ġ		through 29, and lines 33 and 34.				
묘	27	Unrestricted net assets		-338,779	27	-5,174,797
Balance	28	Temporarily restricted net assets			28	
Fund	29	Permanently restricted net assets			29	
or Fu		Organizations that do not follow SFAS 117, check here ► □ and colines 30 through 34.	mplete			
	30	Capital stock or trust principal, or current funds			30	
Assets	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
Net	33	Total net assets or fund balances		-338,779	33	-5,174,797
_	34	Total liabilities and net assets/fund balances		9,432,500	34	13,675,479
Pa	rt XI	Financial Statements and Reporting				

Dart YT	Financial	Statements	and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
С	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
3а	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		Νo
b	If "Yes," did the organization undergo the required audit or audits?	3b		

#### **Additional Data**

Software ID: Software Version:

**EIN:** 20-2363373

Name: OTR HOLDINGS INC

#### Form 990, Part I, Line 1 - Briefly describe the Organization's mission or most significant activities:

HOLDING COMPANY FOR THE REDEVELOPMENT of OVER THE RHINE IN CINCINNATI, oh (see schedule O) BENEFITS INURE TO CINCINNATI CENTER CITY DEVELOPMENT CORPORATION, AN OHIO NONPROFIT CORPORATION (501(C)(3)). (TO CREATE GREAT CIVIC SPACES, HIGH DENSITY/MIXED-USE DEVELOPMENT, PRESERVE HISTORIC STRUCTURES AND IMPROVE STREETSCAPES AND CREATE DIVERSE, MIXED-INCOME NEIGHBORHOODS SUPPORTED BY LOCAL BUSINESSES.)

#### Form 990, Part III, Line 1 - Briefly describe the organization's mission:

TITLE HOLDING COMPANY FOR THE REDEVELOPMENT OF THE OVER THE RHINE REGION OF DOWNTOWN CINCINNATI, OHIO - BENEFITS INURE TO CINCINNATI CENTER CITY DEVELOPMENT CORPORATION, AN OHIO NONPROFIT CORPORATION (501(C)(3)). (TO CREATE GREAT CIVIC SPACES, HIGH DENSITY/MIXED-USE DEVELOPMENT, PRESERVE HISTORIC STRUCTURES AND IMPROVE STREETSCAPES AND CREATE DIVERSE, MIXED-INCOME NEIGHBORHOODS SUPPORTED BY LOCAL BUSINESSES.)

OMB No 1545-0047

2008

Open to Public
Inspection

Department of the Treasury

SCHEDULE D (Form 990)

► Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

**Supplemental Financial Statements** 

Interna	Il Revenue Service	answered res, tore	om 990, Part 14, me 0, 7, 8, 9, 10, 11, 01		Inspection
	me of the organi	ization		Employer identif	ication number
	· HOLDINGS INC			20-2363373	
Pa			dvised Funds or Other Similar F	unds or Accoun	<b>its.</b> Complete if th
	organiz	zation answered "Yes" to Form 99	(a) Donor advised funds	(b) Funds an	d other accounts
1	Total number a	t end of year	(a) belief davised fallas	(2) Tunus un	u other accounts
2		ritributions to (during year)			
3	Aggregate Grar	nts from (during year)			
4	Aggregate valu	ue at end of year			
5			sors in writing that the assets held in dor organization's exclusive legal control?	nor advised	┌ Yes ┌ No
6	used only for c	- · · · · · · · · · · · · · · · · · · ·	donor advisors in writing that grant funds efit of the donor or donor advisor or other	•	┌ Yes
Pa			ıf the organization answered "Yes" t	o Form 990, Part	IV, line 7.
2	Preservati Protection Preservati Complete lines		on or pleasure)	n historically import ertified historic struct n of a conservation o	cture
	on the last day	of the tax year		Hald	at the End of the Ye
а	Total number	of conservation easements		2a	at the End of the fe
ь		e restricted by conservation easement		2b	
c	_	nservation easements on a certified hi		2c	
d		nservation easements included in (c) a	` ,	2d	
3		servation easements modified, transfe	erred, released, extinguished, or terminate	ed by the organization	on during
4	,	tes where property subject to conserva	ation analysis landed by		
5	Does the organ		g the periodic monitoring, inspection, viol	ations, and	□Yes □No
6			cting and enforcing easements during the	e year ►	,
7	A mount of exp	enses incurred in monitoring, inspecti	ng, and enforcing easements during the y	ear ► \$	
8		nservation easement reported on line 2 ) and 170(h)(4)(B)(ii)?	(d) above satisfy the requirements of sec	ction	┌ Yes ┌ No
9	balance sheet,		onservation easements in its revenue and the footnote to the organization's financia nents		
Par			ns of Art, Historical Treasures, "Yes" to Form 990, Part IV, line 8.	or Other Simila	r Assets.
1a	art, historical t	treasures, or other sımılar assets held	116, not to report in its revenue stateme for public exhibition, education or resear nancial statements that describes these i	ch in furtherance of	
b	historical treas	· · ·	116, to report in its revenue statement a public exhibition, education, or research i s		
	(i) Revenues II	ncluded in Form 990, Part VIII, line 1		<b>►</b> \$	
		luded in Form 990, Part X		<b>▶</b> - \$	
2	If the organizat	•	orical treasures, or other similar assets for Single 116 relating to these items	or financial gain, pro	ovide the

Revenues included in Form 990, Part VIII, line 1

**b** Assets included in Form 990, Part X

Par	Organizations Maintaining Co	llections of Art	, His	tori	cal Treasur	es, or Othei	Similar Asse	ts (cor	ntınued)
3	Using the organization's accession and othe items (check all that apply)	r records, check any	ofth	ie foll	_	-	se of its collection	ı	
а	Public exhibition		d	Γ	Loan or excha	nge programs			
b	Scholarly research		e	$\Gamma$	Other				
c	Preservation for future generations								
4	Provide a description of the organization's co	ollections and expla	ın hov	v the	further the org	janization's ex	empt purpose in		
5	During the year, did the organization solicit of assets to be sold to raise funds rather than t							Yes	Г No
Par	Trust, Escrow and Custodial A Part IV, line 9, or reported an an	Arrangements.	Com	plete	e if the organi		ered "Yes" to Fo	rm 99	0,
1a	Is the organization an agent, trustee, custod included on Form 990, Part X?	ıan or other ınterme	diary	for c	ontributions or	other assets n	ot	Yes	∏ No
b	If "Yes," explain why in Part XIV and comple	te the following tab	le						
							A mou	nt	
С	Beginning balance					1c			
d	Additions during the year					1d			
е	Distributions during the year					1e			
f	Ending balance					1f			
2a	Did the organization include an amount on Fo	orm 990, Part X, line	21?				Γ,	Yes	┌ No
	If "Yes," explain the arrangement in Part XIV								
Pa	rt V Endowment Funds. Complete								
		(a)Current Year	(b)	Prior \	'ear (c)Two	Years Back (d)T	hree Years Back (e)	Four Ye	ars Back
1a	Beginning of year balance								
b	Contributions								
с	Investment earnings or losses								
d	Grants or scholarships								
e	Other expenditures for facilities and programs								
f	Administrative expenses								
g	End of year balance								
2	Provide the estimated percentage of the yea	r end balance held a	is						
а	Board designated or quasi-endowment								
ь	Permanent endowment								
	Term endowment ►								
с За	Are there endowment funds not in the posses organization by	ssion of the organiza	ation	that a	re held and adr	mınıstered for t	:he	Yes	No
	(i) unrelated organizations						3a(i)		
	(ii) related organizations						3a(ii)		
h	If "Yes" to 3a(II), are the related organizatio	•					3b		
ט	Describe in Part XIV the intended uses of th	e organization's end							
4									
4	t VI Investments—Land, Buildings	s, and Equipme	nt. S	ee F	orm 990, Par	t X, line 10.	T		
4	t VI Investments—Land, Buildings  Description of investment	s, and Equipme	nt. S	(;	orm 990, Par a) Cost or other sis (investment)	(b)Cost or other basis (other)	(c) Depreciation	( <b>d</b> ) Bo	ok value
4 Par		s, and Equipme	<u>nt.</u> S	(;	a) Cost or other	(b)Cost or other	(c) Depreciation	( <b>d</b> ) Bo	ok value
4 Par 1a	Description of investment	s, and Equipme	<u>nt. S</u>	(;	a) Cost or other	(b)Cost or other	(c) Depreciation	( <b>d</b> ) Bo	ok value
4 Par 1a b	Description of investment	s, and Equipme	<u>nt.</u> S	(;	a) Cost or other	(b)Cost or other	(c) Depreciation	(d) Bo	ok value
Par Par 1a b c	Description of investment  Land	s, and Equipme	nt. S	(;	a) Cost or other	(b)Cost or other	(c) Depreciation	(d) Bo	ok value
Par 1a b c d	Description of investment  Land		· · ·	(i ba	a) Cost or other sis (investment)	(b)Cost or other basis (other)	(c) Depreciation	(d) Bo	ok value

Part VII Investments—Other Securities. See	Form 990, Part X, line 12		
(a) Description of security or cateory	( <b>b</b> )Book value		d of valuation
(including name of security)	.,	Cost or end-or-	year market value
Financial derivatives and other financial products			
Closely-held equity interests			
Other			
Total. (Column (b) should equal Form 990, Part X, col (B) line 12 )			
Part VIII Investments—Program Related. Se			d of valuation
(a) Description of investment type	(b) Book value		year market value
VACANT BUILDINGS AND LOTS	11,602,144		F
Total. (Column (b) should equal Form 990, Part X, col (B) line 13 )	11,602,144		
Part IX Other Assets. See Form 990, Part X, III			
(a) Descri	otion		(b) Book value
earnest and security deposits			100,500
project costs incurred on behalf of others			684,858
construction in progress			535,652
pre-acquisition costs			8,291
Total. (Column (b) should equal Form 990, Part X, col.(B) line			1,329,301
Part X Other Liabilities. See Form 990, Part >	1		
(a) Description of Liability	(b) A mount		
Federal Income Taxes			
ACCRUED LIABILITIES	920,476		
REAL ESTATE TAXES PAYABLE	100,790		
ACCRUED INTEREST PAYABLE	1,000,379		
refundable advance	187,000		
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 25 ) ▶	2,208,645		

Par	t XI Reconciliation of Change in Net Assets from Form 990 to Financial Statemer	nts	
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	-438,143
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	500
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-438,643
4	Net unrealized gains (losses) on investments	4	-4,397,374
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	-4,397,374
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	-4,836,017
	t XII Reconciliation of Revenue per Audited Financial Statements With Revenue p		
1	Total revenue, gains, and other support per audited financial statements	1	18,535
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		10,555
- a	Net unrealized gains on investments		
b	Donated services and use of facilities		
c	Recoveries of prior year grants		
d	Other (Describe in Part XIV)		
e	Add lines 2a through 2d	2e	0
3	Subtract line <b>2e</b> from line <b>1</b>	3	18,535
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		10,333
a	Investment expenses not included on Form 990, Part VIII, line 7b . 4a		
b	Other (Describe in Part XIV)		
c	Add lines <b>4a</b> and <b>4b</b>	4c	-456,678
5	Total Revenue Add lines <b>3</b> and <b>4c.</b> (This should equal Form 990, Part I, line 12)	5	-438,143
	Reconciliation of Expenses per Audited Financial Statements With Expenses	_	
1	Total expenses and losses per audited financial statements	1	4,854,552
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		.,,
a	Donated services and use of facilities		
ь	Prior year adjustments		
c	Losses reported on Form 990, Part IX, line 25		
d	Other (Describe in Part XIV)		
e	Add lines <b>2a</b> through <b>2d</b>	2e	4,854,052
3	Subtract line <b>2e</b> from line <b>1</b>	3	500
4	A mounts included on Form 990, Part IX, line 25, but not on line 1:		
а	Investment expenses not included on Form 990, Part VIII, line 7b 4a		
b	Other (Describe in Part XIV) 4b	1	
c	Add lines <b>4a</b> and <b>4b</b>	4c	0
5	Total expenses Add lines <b>3</b> and <b>4c.</b> (This should equal Form 990, Part I, line 18)	5	500
Par	t XIV Supplemental Information		·
Con	applete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Pa	art XIV	, lines 1b and 2b,

Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Ident if ier	Return Reference	Explanation
Part XII, Line 4b - Other Adjustments		loss on sale of property -456678
Part XIII, Line 2d - Other Adjustments		loss on sale of property 456678 Unrealized loss on impairment 4397374

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93493134021440

**Employer identification number** 

OMB No 1545-0047

#### Schedule J (Form 990)

**Compensation Information** 

2008

Department of the Treasury Internal Revenue Service

Name of the organization

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

Attach to Form 990. To be completed by organizations

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Open to Public Inspection

OTF	R HOLDINGS INC			' '			
				20-2363373			
Pa	rt I Questions Regarding Compensatio	n					
						Yes	Νo
1a	Check the appropriate box(es) if the organization pro	ovided a	any of the following to or for a person	listed in Form			
	990, Part VII, Section A, line 1a Complete Part II	I to pro	vide any relevant information regardi	ng these items			
	First class or charter travel	Γ	Housing allowance or residence for	· personal use			
	Travel for companions		Payments for business use of pers				
	Tax idemnification and gross-up payments		Health or social club dues or initial				
	Discretionary spending account	Г	Personal services (e g , maid, chau	ıffeur, chef)			
b	If line 1a is checked, did the organization follow a w provision of all the expenses described above? If "I		, , , , ,	ement or	1b		
2	Did the organization require substantiation prior to officers, directors, trustees, and the CEO/Executive			•	2		
3	Indicate which, if any, of the following the organization organization's CEO/Executive Director Check all t	hat a <u>pp</u>	ly	е			
	Compensation committee	<b>/</b>	, , , , , , , , , , , , , , , , , , , ,				
	Independent compensation consultant	<b>▽</b>	, , ,				
	Form 990 of other organizations	~	Approval by the board or compensa	ation committee			
4	During the year, did any person listed in Form 990,	Part V I	I, Section A, line 1a				
а	Receive a severance payment or change of control	paymen	nt?		4a		Νo
b	Participate in, or receive payment from, a suppleme	ntal noi	nqualified retirement plan?		4b		Νo
c	Participate in, or receive payment from, an equity-b	ased co	ompensation arrangement?		4c		Νo
	If "Yes" to any of lines 4a-c, list the persons and pi	rovide t	he applicable amounts for each item	ın Part III			
	501(c)(3) and $501(c)(4)$ organizations only must co	mplete	e lines 5-8.				
5	For persons listed in form 990, Part VII, Section A, compensation contingent on the revenues of	, lıne 1a	a, did the organization pay or accrue a	any			
а	The organization?				5a		
b	Any related organization?				5b		
	If "Yes," to line 5a or 5b, describe in Part III						
6	For persons listed in form 990, Part VII, Section A, compensation contingent on the net earnings of	, lıne 1a	a, did the organization pay or accrue a	any			
а	The organization?				6a		
b	Any related organization?				6b		
	If "Yes," to line 6a or 6b, describe in Part III						
7	For persons listed in form 990, Part VII, Section A, payments not described in lines 5 and 6? If "Yes,"		, , ,	n-fixed	7		
8	Were any amounts reported in Form 990, Part VII, subject to the initial contract exception described in Part III	•	•				

### Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(I)-(III) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of	W-2 and/or 1099-MI	SC compensation	(C) Deferred	(D) Nontaxable	(E) Total of columns	(F) Compensation		
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation	compensation	benefits	(B)(ı)-(D)	reported in prior Form 990 or Form 990-EZ		
STEPHEN G LEEPER	(ı) (ıı)	248,500	60,500		12,425	13,757	335,182			
Stephanie P Gaither	(ı) (ıı)	142,500	25,000		7,125	3,345	177,970			
Chad Munitz	(ı) (ıı)	142,500	25,000		6,500	6,150	180,150			
	(ii) (i)									
	(ii)									
	(i) (ii)									
	(i) (ii)									
	(i) (ii)									
	(i)									
	(ii) (i)									
	(ii)									

### Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

Ident if ier	Return Reference	Explanat ion
	Part I, Line 7	Annual bonuses are awarded based on the performance of the individual employee against position requirements

OMB No 1545-0047

# **SCHEDULE 0**

Department of the Treasury Internal Revenue Service

(Form 990)

**Supplemental Information to Form 990** ▶ Attach to Form 990. To be completed by organizations to provide additional information for

responses to specific questions for the Form 990 or to provide any additional information.

Open to Public Inspection

Name of the organization OTR HOLDINGS INC

**Employer identification number** 

20-2363373

ldentifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		sole member is Cincinnati City Center Development Corp (3CDC)

ldentifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7a		3CDC, as sole member, consented to election of the members currently serving on the Board of Directors

ldentifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 10		Review ed by both directors of OTR prior to filing

	ldentifier	Return Reference	Explanation
ı	Form 990, Part VI, Section B, line 12c		Verbally discussed at regular, weekly staff meetings. Each year all officers, directors and employees are required to fill out a COI disclosure form (alternate years a reconfirmation of prior year). The form is reviewed and summarized internally and submitted to the organization's general counsel for review and disclouse to executive committee, if necessary. Any action taken by the Board or committee that has a COI of any employee, director or officer is disclosed prior to passage and that individual is requested to leave the room during the discussion and vote

ldentifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 15		The executive committee utilized comparability data when determining the CEO's compensation in completing his employment contract. Each year the committee reviews the organization's scorecard and results as well as the CEO's performance in assessing his compensation changes. Finally, the Chair discusses the results with the Board members. Other key staff compensation is determined by comparing to local or regional salary data as well as the individual's performance.

ldentifier	Return Reference	Explanation
Form 990, Part VI, Section C, line 19		Available upon request at office location we are considering adding some documents to the website for 3CDC

Identifier	Return Reference	Explanation
		There is one audit committee for 3cdc and all subsidiaries. September 24, 2008, Chair of committee resigned and new Chair was appointed by Board. At the same meeting a revised charter for the committee was adopted by the Board.

Part I Identification of Disregarded Entities

DLN: 93493134021440

OMB No 1545-0047

Open to Public

(Form 990)

**SCHEDULE R** 

Attach to Form 990. To be completed by organizations that answerd "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.

Inspection

Department of the Treasury Internal Revenue Service Name of the organization

**Employer identification number** 

**Related Organizations and Unrelated Partnerships** 

► See separate instructions.

OTR HOLDINGS INC 20-2363373

( <b>A)</b> Name, address, and EIN of disregarded entity	<b>(B)</b> Primary activity	(C) Legal domicile (state or foreign country)	<b>(D)</b> Total income	<b>(E)</b> End-of-year assets	<b>(F)</b> Direct controlling entity
OTR Vine Holdings I LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	ОН			
oTR Vine Holdings II LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	ОН			
oTR Vine Holdings III LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	ОН			
oTR Vine Holdings IV LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	ОН			
1133 Vine Holdings LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	ОН			
1135 Vine Holdings LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	ОН			

## Part II Identification of Related Tax-Exempt Organizations

<b>(B)</b> Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	<b>(F)</b> Direct controlling entity
redevelopment of the central district of the city of cincinnati	ОН	501(c)(3)	170(b)(1)(a)(vı)	
HOLDING COMPANY FOR FOUNTAIN SQUARE DISrict revitalization plan	ОН	501(c)(2)	n/a	
	Primary activity  redevelopment of the central district of the city of cincinnati  HOLDING COMPANY FOR FOUNTAIN SQUARE DISrict	Primary activity  Legal domicile (state or foreign country)  redevelopment of the central district of the city of cincinnati  OH  HOLDING COMPANY FOR FOUNTAIN SQUARE DISrict  OH	Primary activity  Legal domicile (state or foreign country)  Exempt Code section  Foreign country  OH  Sol(c)(3)  HOLDING COMPANY FOR FOUNTAIN SQUARE DISrict  OH  Sol(c)(2)	Primary activity  Legal domicile (state or foreign country)  Exempt Code section  Public charity status (if section 501(c)(3))  redevelopment of the central district of the city of cincinnati  OH  501(c)(3)  170(b)(1)(a)(vi)  HOLDING COMPANY FOR FOUNTAIN SQUARE DISrict  OH  501(c)(2)  n/a

<b>(A)</b> Name, address, and EIN of related organization	Prim	( <b>B)</b> nary activity	(C) Legal domicile (state or foreign country)	( <b>D</b> ) Direct controlling entity	incom	(E) redominant ome(related, nvestment, unrelated)		<b>(F)</b> e of total income	<b>(G)</b> Share of end-of- year assets	(H) Disproprtionate allocations?		(I) Code V—UBI amount on Box 20 of K-1	( <b>J)</b> General of managin partner?	
										Yes	No		Yes	No
Part IV Identification of R	Related	l Organizations	Taxable as	a Corporation	ı or Tr	ust								
(A) Name, address, and EIN of related organ		(B) Primary activity		(C) Legal domicile (state or foreign country)		( <b>D</b> ) Direct contro	olling	(E) Type of entity (C corp, S corp or trust)	(F) Share of total income	end	( <b>G)</b> hare of l-of-yea assets	<b>(H)</b> Percentage r ownership		

(5)

(6)

Part V	Transactions	with Related	Organizations
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- 6	Transactions with Related Organizations					
	Note. Complete line 1 if any entity is listed in Parts II, III or IV		Yes	No		
<b>1</b> D	ouring the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?					
а	Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity	1a		No		
b	Gift, grant, or capital contribution to other organization(s)	1b		No		
c	Gift, grant, or capital contribution from other organization(s)	1c		No		
d	Loans or loan guarantees to or for other organization(s)	1d		No		
e	Loans or loan guarantees by other organization(s)	1e		No		
f	Sale of assets to other organization(s)	1f	_	No		
	Purchase of assets from other organization(s)	1g		No		
	Exchange of assets	1h		No		
	Lease of facilities, equipment, or other assets to other organization(s)	1i	<u> </u>	No		
-						
i	Lease of facilities, equipment, or other assets from other organization(s)	1j	+	No		
_	Performance of services or membership or fundraising solicitations for other organization(s)	1k		No		
	Performance of services or membership or fundraising solicitations by other organization(s)					
	Sharing of facilities, equipment, mailing lists, or other assets	1m	Yes			
	Sharing of paid employees	1n	Yes			
-	Chaining of paria employ occ		+			
0	Reimbursement paid to other organization for expenses	10	Yes			
	Reimbursement paid by other organization for expenses	1p	+	No		
-	Remisarsement para by other organization for expenses	Ë	+			
а	O ther transfer of cash or property to other organization(s)	1q	$\vdash$	No		
_	Other transfer of cash or property from other organization(s)	1r		No		
	other transfer of east of property from other organization(3)	_		1		
2	If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds					
	(A) (B) (C) Transaction					
	Name of other organization(s)  Amount Involved type(a-r)					
(1)						
(2)						
(3)						
(4)						

### Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

									_																			
<b>(A)</b> Name, address, and EIN of entity	<b>(B)</b> Primary activity	<b>(C)</b> Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		partners section 501(c)(3) organizations?		partners section 501(c)(3) organizations?		partners section 501(c)(3) organizations?		partners section		partners section		partners section 501(c)(3) organizations?		partners section 501(c)(3) organizations?		partners section 501(c)(3) organizations?		partners section 501(c)(3) organizations?		<b>(E)</b> Share of end-of-year assets	(F) Disproprtionate allocations?		(G) Code V—UBI amount on Box 20 of K-1	(H) General o managing partner?	)
			Yes	No		Yes	No		Yes	No																		
			•	•		•		Cabadul	. D / Farms	9907 2008																		

Software ID:

**Software Version:** 

**EIN:** 20-2363373

Name: OTR HOLDINGS INC

Form 990, Schedule R, Part I - Identification of Disregarded Entities

<b>(A)</b> Name, address, and EIN of disregarded entity	<b>(B)</b> Primary Activity	(C) Legal Domicile (State or Foreign Country)	<b>(D)</b> Total income (\$)	<b>(E)</b> End-of-year assets (\$)	<b>(F)</b> Direct Controlling Entity
OTR Vine Holdings I LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	он			
oTR Vine Holdings II LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	он			
oTR Vine Holdings III LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	он			
oTR Vine Holdings IV LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	он			
1133 Vine Holdings LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	он			
1135 Vine Holdings LLC 1014 Vine St Ste 1420 cincinnati, OH 45202	same	он			