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Check if Schedule O contains a response to any question in this Part III ☒

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 )

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O















|    |  |  |                        |
|----|--|--|------------------------|
| 4a | (Code )  | (Expenses \$ 501,284 including grants of \$ 13,550 ) | (Revenue \$ -139,029 ) |
|    | <p>COMPLETED GATEWAY PHASE IV PROJECTS RESULTING IN 32 MARKET RATE APARTMENTS, 9 REHABILITATED HOMEOWNERSHIP UNITS, AND OVER 47,000 SQUARE FEET OF COMMERCIAL SPACE. ALSO PURCHASED 7 BUILDINGS CONTAINING 44 ADDITIONAL APARTMENTS IN NEED OF STABILIZATION AND REPAIR TO PROVIDE HOUSING TO LOW INCOME FAMILIES. IDENTIFIED BUILDINGS FOR PHASE V OF THE OVERALL REDEVELOPMENT PLAN FOR THE NEIGHBORHOOD AND BEGAN PREDEVELOPMENT WORK WHICH WILL BRING ON APPROXIMATELY 257 RESIDENTIAL UNITS, OVER 46,000 SQUARE FEET OF COMMERCIAL SPACE, AND 369 PARKING SPACES.</p> |  |                        |

[illegible][illegible]

|           |                                       |                   |
|-----------|---------------------------------------|-------------------|
| <b>4e</b> | <b>Total program service expenses</b> | <b>\$ 501,284</b> |
|-----------|---------------------------------------|-------------------|

Part IV

Checklist of Required Schedules

|   | 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 (see instruction)?  . . . . .  | 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 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .   | 4   |     |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .   | 5   | No  |
| 6 Did the organization maintain any donor advised funds or any similar funds or 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   | No  |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III  . . . . .   | 8   | No  |
| 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   | No  |
| 10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V  . . . . .   | 10  | No  |
| 11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable   |     |     |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.  . . . . .  | 11a | Yes |
| b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.  . . . . .  | 11b | No  |
| c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.  . . . . .   | 11c | Yes |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.  . . . . .   | 11d | No  |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.  . . . . .  | 11e | Yes |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.  . . . . .   | 11f | Yes |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII  . . . . .   | 12a | No  |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional  . . . . .             | 12b | Yes |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .  | 13  | No  |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .   | 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 United States? If "Yes," complete Schedule F, Parts I and IV . . . . .   | 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 U S ? If "Yes," complete Schedule F, Parts II and IV . . . . .   | 15  | No  |
| 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 U S ? If "Yes," complete Schedule F, Parts III and IV . . . . .   | 16  | No  |
| 17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) . . . . .   | 17  | No  |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .   | 18  | No  |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .   | 19  | No  |
| 20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H . . . . .   | 20a | No  |
| b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) . . . . .  | 20b |     |

Part IV

Checklist of Required Schedules (continued)

|     |   |     |     |    |
|-----|---|-----|-----|----|
| 21  | Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II . . . . .  | 21  | Yes |    |
| 22  | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States 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, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? 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 lines 24b-24d and complete Schedule K. If "No," go to line 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 | <b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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   | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? 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, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III . . . . .        | 27  |     | No |
| 28  | Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)   |     |     |    |
| a   | A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . .   | 28a |     | No |
| b   | A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . .  | 28b |     | No |
| c   | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV . . . . .  | 28c |     | No |
| 29  | Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M  | 29  | Yes |    |
| 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  |     | No |
| 32  | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II . . . . .  | 32  |     | No |
| 33  | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 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)? . . . . .   | 35  |     | No |
| a   | Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 . . . . .   |     |     |    |
| 36  | <b>Section 501(c)(3) organizations.</b> 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% 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, Part VI   | 37  |     | No |
| 38  | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .  | 38  | Yes |    |

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

☐

|   |  |    | Yes | No  |    |
|---|--|----|-----|-----|----|
| 1a  | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.  | 1a | 24  |     |    |
|   |  | 1b | 0   |     |    |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?  |  |    | 1c  | Yes |    |
| 2a  | Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.   | 2a | 0   |     |    |
|   | b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?   |    |     |     |    |
| Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).  |  |    |     |     |    |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  |  |    | 3a  |     | No |
| b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.   |  |    | 3b  |     |    |
| 4a  | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? |    | 4a  |     | No |
|   | b If "Yes," enter the name of the foreign country:<br>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.   |    |     |     |    |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  |  |    | 5a  |     | No |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?  |  |    | 5b  |     | No |
| c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?   |  |    | 5c  |     |    |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?  |  |    | 6a  |     | No |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?   |  |    | 6b  |     |    |
| 7 Organizations that may receive deductible contributions under section 170(c).   |  |    |     |     |    |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?   |  |    | 7a  |     | No |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided?   |  |    | 7b  |     |    |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?  |  |    | 7c  |     | No |
| d If "Yes," indicate the number of Forms 8282 filed during the year.  |  |    | 7d  |     |    |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?   |  |    | 7e  |     | No |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  |  |    | 7f  |     | No |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?  |  |    | 7g  |     |    |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?  |  |    | 7h  |     |    |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? |  |    | 8   |     |    |
| 9 Sponsoring organizations maintaining donor advised funds.   |  |    |     |     |    |
| a Did the organization make any taxable distributions under section 4966?   |  |    | 9a  |     |    |
| b Did the organization make a distribution to a donor, donor advisor, or related person?  |  |    | 9b  |     |    |
| 10 Section 501(c)(7) organizations. Enter   |  |    |     |     |    |
| a Initiation fees and capital contributions included on Part VIII, line 12.   |  |    | 10a |     |    |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.  |  |    | 10b |     |    |
| 11 Section 501(c)(12) organizations. Enter  |  |    |     |     |    |
| a Gross income from members or shareholders.  |  |    | 11a |     |    |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).  |  |    | 11b |     |    |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?  |  |    | 12a |     |    |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.  |  |    | 12b |     |    |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers.   |  |    |     |     |    |
| a Is the organization licensed to issue qualified health plans in more than one state?<br>Note. See the instructions for additional information the organization must report on Schedule O.   |  |    | 13a |     |    |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.  |  |    | 13b |     |    |
| c Enter the amount of reserves on hand.   |  |    | 13c |     |    |
| 14a Did the organization receive any payments for indoor tanning services during the tax year?  |  |    | 14a |     | No |
| b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.  |  |    | 14b |     |    |

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.  
Check if Schedule O contains a response to any question in this Part VI

| Section A. Governing Body and Management |   |    | Yes | No |
|--|---|----|-----|----|
| 1a                                       | Enter the number of voting members of the governing body at the end of the tax year   | 2  |     |    |
| b  | Enter the number of voting members included in line 1a, above, who are independent  | 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  |     | No |
| 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  |     | No |
| 4  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?  | 4  |     | No |
| 5  | Did the organization become aware during the year of a significant diversion of the organization's assets?  | 5  |     | No |
| 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 |    |
| b  | Are any decisions of the governing body subject to approval by members, stockholders, or other persons?   | 7b |     | No |
| 8  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following  |    |     |    |
| a  | The governing body?   | 8a | Yes |    |
| b  | Each committee with authority to act on behalf of the governing body?   | 8b | Yes |    |
| 9  | Is there any officer, director, 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        | 9  |     | No |

| Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) |  |     | Yes | No |
|---|--|-----|-----|----|
| 10a   | Does the organization have local chapters, branches, or affiliates?  | 10a |     | No |
| 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?   | 10b |     |    |
| 11a   | Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?   | 11a | Yes |    |
| b   | Describe in Schedule O the process, if any, used by the organization to review this Form 990   |     |     |    |
| 12a   | Does the organization have a written conflict of interest policy? If "No," go to line 13   | 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?   |     |     |    |
| a   | The organization's CEO, Executive Director, or top management official   | 15a | Yes |    |
| b   | Other officers or key employees of the organization  | 15b | Yes |    |
|   | If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)   |     |     |    |
| 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  |
| 18                    | 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.<br><input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request |
| 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.<br>STEPHANIE GAITHER<br>1410 RACE STREET<br>CINCINNATI, OH 45202<br>(513) 621-4400  |

Check if Schedule O contains a response to any question in this Part VII ☐ ☒

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

Form **990** (2010)



## Part VII

|   |   |   |
|---|---|---|
| 2 | Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization | 0 |
|---|---|---|

## Section B. Independent Contractors

Form **990** (2010)

Part VIII

Statement of Revenue

|   |                         |   |  | (A)<br>Total revenue  | (B)<br>Related<br>or<br>exempt<br>function<br>revenue                                    | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded<br>from<br>tax<br>under<br>sections<br><br>512,<br>513, or<br>514 |  |
|---|-------------------------|---|--|---|--|---|--|--|
| Contributions, gifts, grants<br>and other similar amounts | 1a                      | Federated campaigns . . .   | 1a   |   | 302,560  |   |  |  |
|   | b                       | Membership dues . . . . .   | 1b   |   |  |   |  |  |
|   | c                       | Fundraising events . . . . .  | 1c   |   |  |   |  |  |
|   | d                       | Related organizations . . . . .   | 1d   |   |  |   |  |  |
|   | e                       | Government grants (contributions)   | 1e   | 234,080   |  |   |  |  |
|   | f                       | All other contributions, gifts, grants, and<br>similar amounts not included above | 1f   | 68,480  |  |   |  |  |
|   | g                       | Noncash contributions included in lines 1a-1f \$                                  |  | 64,980  |  |   |  |  |
|   | h                       | Total. Add lines 1a-1f . . . . .  |  |   |  |   |  |  |
|   | Program Service Revenue |   |  | Business Code   |  |   |  |  |
| 2a  |                         | PARKING INCOME  | 812930   | 10,501  | 10,501   |   |  |  |
| b   |                         |   |  |   |  |   |  |  |
| c   |                         |   |  |   |  |   |  |  |
| d   |                         |   |  |   |  |   |  |  |
| e   |                         |   |  |   |  |   |  |  |
| f   |                         | All other program service revenue   |  |   |  |   |  |  |
| g   |                         | Total. Add lines 2a-2f . . . . .  |  |   | 10,501   |   |  |  |
| Other Revenue   |                         | 3   |  |   | Investment income (including dividends, interest<br>and other similar amounts) . . . . . |   |  |  |
|   | 4                       |   |  | Income from investment of tax-exempt bond proceeds . .  | 1,620  |   | 1,620  |  |
|   | 5                       |   |  | Royalties . . . . .   |  |   |  |  |
|   | 6a                      | Gross Rents   |  | (i) Real  | (ii) Personal  | -218,161                                | -  |  |
|   |                         |   |  | 59,722  |  |   |  |  |
|   |                         | b Less rental<br>expenses   |  | 277,883   |  |   |  |  |
|   |                         | c Rental income<br>or (loss)  |  | -218,161  |  |   |  |  |
|   | d                       |   |  | Net rental income or (loss) . . . . .   | -218,161   | 218,161                                 |  |  |
|   | 7a                      | Gross amount<br>from sales of<br>assets other<br>than inventory                   |  | (i) Securities  | (ii) Other   | 674,705                                 | 674,705  |  |
|   |                         |   |  |   | 2,666,611  |   |  |  |
|   |                         | b Less cost or<br>other basis and<br>sales expenses                               |  |   | 1,991,906  |   |  |  |
|   |                         | c Gain or (loss)  |  |   | 674,705  |   |  |  |
|   | d                       |   |  | Net gain or (loss) . . . . .  |  |   |  |  |
|   | 8a                      |   |  | Gross income from fundraising events<br>(not including<br>\$ _____<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . |  |   |  |  |
|   | a                       |   |  |   |  |   |  |  |
|   | b                       |   |  | Less direct expenses . . . . .  |  |   |  |  |
|   | c                       |   |  | Net income or (loss) from fundraising events . .  |  |   |  |  |
|   | 9a                      |   |  | Gross income from gaming activities See Part IV, line 19 . .  |  |   |  |  |
|   | b                       |   |  | Less direct expenses . . . . .  |  |   |  |  |
|   | c                       |   |  | Net income or (loss) from gaming activities . .   |  |   |  |  |
|   | 10a                     |   |  | Gross sales of inventory, less<br>returns and allowances . . . . .  |  |   |  |  |
|   | a                       |   |  |   |  |   |  |  |
|   | b                       |   |  | Less cost of goods sold . . . . .   |  |   |  |  |
| c   |                         |   | Net income or (loss) from sales of inventory . . |   |  |   |  |  |
|   |                         |   | Miscellaneous Revenue                            | Business Code   |  |   |  |  |
| 11a   |                         |   | OTHER  | 900099  | 2,984  | 2,984                                   |  |  |
| b   |                         |   |  |   |  |   |  |  |
| c   |                         |   |  |   |  |   |  |  |
| d   |                         |   | All other revenue . . . . .                      |   |  |   |  |  |
| e   |                         |   | Total. Add lines 11a-11d . . . . .               |   | 2,984  |   |  |  |
| 12  |                         |   | Total revenue. See Instructions . . . . .        |   | 774,209  | 470,029                                 | 0  |  |
|   |                         |   |  |   |  |   | 1,620  |  |

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. |  | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--|--|-----------------------|---------------------------------|--|-----------------------------|
| 1  | Grants and other assistance to governments and organizations in the U S See Part IV, line 21   | 13,550                | 13,550                          |  |                             |
| 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 . . . . .  |                       |                                 |  |                             |
| a  | Fees for services (non-employees) Management . . . . .   | 36,407                | 36,407                          |  |                             |
| b  | Legal . . . . .  | 47,236                | 47,236                          |  |                             |
| c  | Accounting . . . . .   |                       |                                 |  |                             |
| d  | Lobbying . . . . .   |                       |                                 |  |                             |
| e  | Professional fundraising services See Part IV, line 17 . . . . .   |                       |                                 |  |                             |
| f  | Investment management fees . . . . .   |                       |                                 |  |                             |
| g  | Other . . . . .  | 210,391               | 210,391                         |  |                             |
| 12   | Advertising and promotion . . . . .  | 34,445                | 34,445                          |  |                             |
| 13   | Office expenses . . . . .  | 1,446                 | 1,446                           |  |                             |
| 14   | Information technology . . . . .   |                       |                                 |  |                             |
| 15   | Royalties . . . . .  |                       |                                 |  |                             |
| 16   | Occupancy . . . . .  | 22,347                | 22,347                          |  |                             |
| 17   | Travel . . . . .   | 1,345                 | 1,345                           |  |                             |
| 18   | Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .   |                       |                                 |  |                             |
| 19   | Conferences, conventions, and meetings . . . . .   |                       |                                 |  |                             |
| 20   | Interest . . . . .   | 26,488                | 26,488                          |  |                             |
| 21   | Payments to affiliates . . . . .   |                       |                                 |  |                             |
| 22   | Depreciation, depletion, and amortization . . . . .  | 71,103                | 71,103                          |  |                             |
| 23   | Insurance . . . . .  | 4,639                 | 4,639                           |  |                             |
| 24   | Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O )  |                       |                                 |  |                             |
| a  | CITY OF CINCINNATI IMPR  | 19,877                | 19,877                          |  |                             |
| b  | OTHER  | 8,010                 | 8,010                           |  |                             |
| c  | SAFE AND CLEAN PROGRAM   | 4,000                 | 4,000                           |  |                             |
| d  | PROFESSIONAL MEMBERSHIP  | 500                   |                                 | 500                                    |                             |
| e  |  |                       |                                 |  |                             |
| f  | All other expenses   |                       |                                 |  |                             |
| 25   | Total functional expenses. Add lines 1 through 24f   | 501,784               | 501,284                         | 500                                    | 0                           |
| 26   | Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation |                       |                                 |  |                             |

Part X

Balance Sheet

|                             |   |  |     |            | (A)               |            | (B)         |
|-----------------------------|---|--|-----|------------|-------------------|------------|-------------|
|                             |   |  |     |            | Beginning of year |            | End of year |
| Assets                      | 1   | Cash—non-interest-bearing . . . . .  |     |            | 308,606           | 1          | 132,885     |
|                             | 2   | Savings and temporary cash investments . . . . .   |     |            |                   | 2          |             |
|                             | 3   | Pledges and grants receivable, net . . . . .   |     |            |                   | 3          |             |
|                             | 4   | Accounts receivable, net . . . . .   |     |            | 627,545           | 4          | 491,274     |
|                             | 5   | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .  |     |            |                   | 5          |             |
|                             | 6   | Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Schedule L . . . . . |     |            |                   | 6          |             |
|                             | 7   | Notes and loans receivable, net . . . . .  |     |            | 40,500            | 7          | 40,500      |
|                             | 8   | Inventories for sale or use . . . . .  |     |            |                   | 8          |             |
|                             | 9   | Prepaid expenses and deferred charges . . . . .  |     |            | 10,424            | 9          | 22,223      |
|                             | 10a   | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D . . . . .  | 10a | 2,488,282  | 113,836           | 10c        | 2,394,579   |
|                             | b   | Less: accumulated depreciation . . . . .   | 10b | 93,703     |                   |            |             |
|                             | 11  | Investments—publicly traded securities . . . . .   |     |            |                   | 11         |             |
|                             | 12  | Investments—other securities. See Part IV, line 11 . . . . .   |     |            |                   | 12         |             |
|                             | 13  | Investments—program-related. See Part IV, line 11 . . . . .  |     |            | 12,344,287        | 13         | 14,490,968  |
|                             | 14  | Intangible assets . . . . .  |     |            |                   | 14         |             |
|                             | 15  | Other assets. See Part IV, line 11 . . . . .   |     |            | 41,272            | 15         | 607,742     |
| 16                          | Total assets. Add lines 1 through 15 (must equal line 34) . . . . .   |  |     | 13,486,470 | 16                | 18,180,171 |             |
| Liabilities                 | 17  | Accounts payable and accrued expenses . . . . .  |     |            | 133,834           | 17         | 266,758     |
|                             | 18  | Grants payable . . . . .   |     |            |                   | 18         |             |
|                             | 19  | Deferred revenue . . . . .   |     |            |                   | 19         |             |
|                             | 20  | Tax-exempt bond liabilities . . . . .  |     |            |                   | 20         |             |
|                             | 21  | Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .  |     |            |                   | 21         |             |
|                             | 22  | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .   |     |            |                   | 22         |             |
|                             | 23  | Secured mortgages and notes payable to unrelated third parties . . . . .   |     |            | 16,336,171        | 23         | 18,109,379  |
|                             | 24  | Unsecured notes and loans payable to unrelated third parties . . . . .   |     |            |                   | 24         |             |
|                             | 25  | Other liabilities. Complete Part X of Schedule D . . . . .   |     |            | 2,240,615         | 25         | 5,364,817   |
|                             | 26  | Total liabilities. Add lines 17 through 25 . . . . .   |     |            | 18,710,620        | 26         | 23,740,954  |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. |  |     |            |                   |            |             |
|                             | 27  | Unrestricted net assets . . . . .  |     |            | -5,224,150        | 27         | -5,560,783  |
|                             | 28  | Temporarily restricted net assets . . . . .  |     |            |                   | 28         |             |
|                             | 29  | Permanently restricted net assets . . . . .  |     |            |                   | 29         |             |
|                             | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.                          |  |     |            |                   |            |             |
|                             | 30  | Capital stock or trust principal, or current funds . . . . .   |     |            |                   | 30         |             |
|                             | 31  | Paid-in or capital surplus, or land, building or equipment fund . . . . .  |     |            |                   | 31         |             |
|                             | 32  | Retained earnings, endowment, accumulated income, or other funds . . . . .   |     |            |                   | 32         |             |
|                             | 33  | Total net assets or fund balances . . . . .  |     |            | -5,224,150        | 33         | -5,560,783  |
|                             | 34  | Total liabilities and net assets/fund balances . . . . .   |     |            | 13,486,470        | 34         | 18,180,171  |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

|   |   |   |            |
|---|---|---|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12)   | 1 | 774,209    |
| 2 | Total expenses (must equal Part IX, column (A), line 25)  | 2 | 501,784    |
| 3 | Revenue less expenses Subtract line 2 from line 1   | 3 | 272,425    |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | 4 | -5,224,150 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O)  | 5 | -609,058   |
| 6 | Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | -5,560,783 |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

|    |  | Yes | No |
|----|--|-----|----|
| 1  | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other<br>If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O  |     |    |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant?  |     | No |
| b  | Were the organization's financial statements audited by an independent accountant?   | Yes |    |
| c  | If "Yes," to 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?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | Yes |    |
| d  | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both<br><input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis             |     |    |
| 3a | 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?   |     | No |
| b  | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits   |     |    |

SCHEDULE D  
(Form 990)

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

|  |  |
|--|--|
| Name of the organization<br>OTR HOLDINGS INC | Employer identification number<br>20-2363373 |
|--|--|

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

|   |  |  |
|---|--|--|
|   | (a) Donor advised funds  | (b) Funds and other accounts                             |
| 1 | Total number at end of year  |  |
| 2 | Aggregate contributions to (during year)   |  |
| 3 | Aggregate grants from (during year)  |  |
| 4 | Aggregate value at end of year   |  |
| 5 | Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 6 | Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit | <input type="checkbox"/> Yes <input type="checkbox"/> No |

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

|   |   |
|---|---|
| 1 | Purpose(s) of conservation easements held by the organization (check all that apply)<br><input type="checkbox"/> Preservation of land for public use (e g , recreation or pleasure)<br><input type="checkbox"/> Protection of natural habitat<br><input type="checkbox"/> Preservation of open space<br><input type="checkbox"/> Preservation of an historically importantly land area<br><input type="checkbox"/> Preservation of a certified historic structure |
| 2 | Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year  |
| a | Total number of conservation easements  |
| b | Total acreage restricted by conservation easements  |
| c | Number of conservation easements on a certified historic structure included in (a)  |
| d | Number of conservation easements included in (c) acquired after 8/17/06   |
| 3 | Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____   |
| 4 | Number of states where property subject to conservation easement is located ▶ _____   |
| 5 | Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?<br><input type="checkbox"/> Yes <input type="checkbox"/> No  |
| 6 | Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____  |
| 7 | Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____  |
| 8 | Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?<br><input type="checkbox"/> Yes <input type="checkbox"/> No   |
| 9 | In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements  |

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

|      |  |
|------|--|
| 1a   | If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items |
| b    | If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items  |
| (i)  | Revenues included in Form 990, Part VIII, line 1<br>▶ \$ _____   |
| (ii) | Assets included in Form 990, Part X<br>▶ \$ _____  |
| 2    | If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items  |
| a    | Revenues included in Form 990, Part VIII, line 1<br>▶ \$ _____   |
| b    | Assets included in Form 990, Part X<br>▶ \$ _____  |

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

1b

If "Yes," explain the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

|    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

2b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

|   | (a)Current Year | (b)Prior Year | (c)Two Years Back | (d)Three Years Back | (e)Four Years Back |
|---|-----------------|---------------|-------------------|---------------------|--------------------|
| 1a Beginning of year balance . . . . .                      |                 |               |                   |                     |                    |
| 1b Contributions . . . . .                                  |                 |               |                   |                     |                    |
| 1c Investment earnings or losses . . . . .                  |                 |               |                   |                     |                    |
| 1d Grants or scholarships . . . . .                         |                 |               |                   |                     |                    |
| 1e Other expenditures for facilities and programs . . . . . |                 |               |                   |                     |                    |
| 1f Administrative expenses . . . . .                        |                 |               |                   |                     |                    |
| 1g End of year balance . . . . .                            |                 |               |                   |                     |                    |

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations . . . . .

(ii) related organizations . . . . .

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

|        |     |    |
|--------|-----|----|
|        | Yes | No |
| 3a(i)  |     |    |
| 3a(ii) |     |    |
| 3b     |     |    |

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

| Description of investment  | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land . . . . .  |                                      | 415,723                         |                              | 415,723        |
| 1b Buildings . . . . .   |                                      | 1,966,311                       | 47,663                       | 1,918,648      |
| 1c Leasehold improvements . . . . .  |                                      | 95,430                          | 44,838                       | 50,592         |
| 1d Equipment . . . . .   |                                      | 10,818                          | 1,202                        | 9,616          |
| 1e Other . . . . .   |                                      |                                 |                              |                |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . . ▶ |                                      |                                 |                              | 2,394,579      |





| Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements |   |    |          |
|---|---|----|----------|
| 1   | Total revenue (Form 990, Part VIII, column (A), line 12)                        | 1  | 774,209  |
| 2   | Total expenses (Form 990, Part IX, column (A), line 25)                         | 2  | 501,784  |
| 3   | Excess or (deficit) for the year Subtract line 2 from line 1                    | 3  | 272,425  |
| 4   | Net unrealized gains (losses) on investments                                    | 4  |          |
| 5   | Donated services and use of facilities  | 5  |          |
| 6   | Investment expenses   | 6  |          |
| 7   | Prior period adjustments  | 7  |          |
| 8   | Other (Describe in Part XIV)  | 8  | -609,058 |
| 9   | Total adjustments (net) Add lines 4 - 8   | 9  | -609,058 |
| 10  | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | -336,633 |

| Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return |  |    |  |
|--|--|----|--|
| 1  | Total revenue, gains, and other support per audited financial statements . . . . .         | 1  |  |
| 2  | Amounts included on line 1 but not on Form 990, Part VIII, line 12                         |    |  |
| a  | Net unrealized gains on investments . . . . .  | 2a |  |
| b  | Donated services and use of facilities . . . . .   | 2b |  |
| c  | Recoveries of prior year grants . . . . .  | 2c |  |
| d  | Other (Describe in Part XIV) . . . . .   | 2d |  |
| e  | Add lines 2a through 2d . . . . .  | 2e |  |
| 3  | Subtract line 2e from line 1 . . . . .   | 3  |  |
| 4  | Amounts included on Form 990, Part VIII, line 12, but not on line 1                        |    |  |
| a  | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                 | 4a |  |
| b  | Other (Describe in Part XIV) . . . . .   | 4b |  |
| c  | Add lines 4a and 4b . . . . .  | 4c |  |
| 5  | Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . . | 5  |  |

| Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return |   |    |  |
|---|---|----|--|
| 1   | Total expenses and losses per audited financial statements . . . . .                        | 1  |  |
| 2   | Amounts included on line 1 but not on Form 990, Part IX, line 25                            |    |  |
| a   | Donated services and use of facilities . . . . .  | 2a |  |
| b   | Prior year adjustments . . . . .  | 2b |  |
| c   | Other losses . . . . .  | 2c |  |
| d   | Other (Describe in Part XIV) . . . . .  | 2d |  |
| e   | Add lines 2a through 2d . . . . .   | 2e |  |
| 3   | Subtract line 2e from line 1 . . . . .  | 3  |  |
| 4   | Amounts included on Form 990, Part IX, line 25, but not on line 1:                          |    |  |
| a   | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                  | 4a |  |
| b   | Other (Describe in Part XIV) . . . . .  | 4b |  |
| c   | Add lines 4a and 4b . . . . .   | 4c |  |
| 5   | Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . . | 5  |  |

Part XIVSupplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, 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. Also complete this part to provide any additional information.

| Identifier  | Return Reference | Explanation  |
|---|------------------|--|
| DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48 | PART X           | 3CDC ADOPTED THE PROVISIONS OF FASB ACCOUNTING STANDARDS CODIFICATION (ASC) 740, INCOME TAXES, ON JULY 1, 2009, AS IT RELATES TO UNCERTAIN TAX POSITIONS. ADOPTION OF ASC 740 HAD NO EFFECT ON THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS. 3CDC EVALUATES ITS UNCERTAIN TAX POSITIONS AS TO WHETHER IT IS MORE LIKELY THAN NOT A TAX POSITION COULD BE SUSTAINED IN THE EVENT OF AN AUDIT BY THE APPLICABLE TAXING AUTHORITY. ACCORDINGLY, A LOSS CONTINGENCY IS RECOGNIZED WHEN IT IS PROBABLE THAT A LIABILITY HAS BEEN INCURRED AS OF THE DATE OF THE FINANCIAL STATEMENTS, AND THE AMOUNT OF THE LOSS CAN BE REASONABLY ESTIMATED. THE AMOUNT RECOGNIZED IS SUBJECT TO ESTIMATE AND MANAGEMENT JUDGMENT WITH RESPECT TO THE LIKELY OUTCOME OF EACH UNCERTAIN TAX POSITION. THE AMOUNT THAT IS ULTIMATELY SUSTAINED FOR AN INDIVIDUAL UNCERTAIN TAX POSITION OR FOR ALL UNCERTAIN TAX POSITIONS IN THE AGGREGATE COULD DIFFER FROM THE AMOUNT RECOGNIZED. 3CDC CONCLUDED THAT IT HAD NO UNCERTAIN TAX POSITIONS, AND THEREFORE, THERE WAS NO ADJUSTMENT TO NET ASSETS AS OF ADOPTION. 3CDC ANALYZED ITS INCOME TAX POSITIONS AND CONCLUDED THAT IT HAD NO UNCERTAIN TAX POSITIONS AS OF JUNE 30, 2011 AND 2010 TAX YEARS SUBSEQUENT TO 2007 REMAIN OPEN TO EXAMINATION BY THE INTERNAL REVENUE SERVICE (IRS), AND 2006 REMAINS OPEN TO OTHER STATE AND LOCAL TAX AUTHORITIES. AS OF JUNE 30, 2011, THE COMPANY IS NOT UNDER AN EXAMINATION. |
| PART XI, LINE 8 - OTHER ADJUSTMENTS                 |                  | GAIN ON SALES TO OTR PREDEVELOPMENT THAT WERE DEFERRED FOR BOOK PURPOSES -609,058  |

OMB No 1545-0047

**Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.**  
**▶ Attach to Form 990**

**Open to Public Inspection**

Employer identification number

20-2363373

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

## Part II

[illegible]

|          |  |          |
|----------|--|----------|
| <b>2</b> | Enter total number of section 501(c)(3) and government organizations . . . . . | <b>0</b> |
| <b>3</b> | Enter total number of other organizations . . . . .                            | <b>0</b> |

**Part III**

**Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Use Schedule I-1 (Form 990) if additional space is needed.

| (a)Type of grant or assistance | (b)Number of recipients | (c)Amount of cash grant | (d)Amount of non-cash assistance | (e)Method of valuation (book, FMV, appraisal, other) | (f)Description of non-cash assistance |
|--------------------------------|-------------------------|-------------------------|----------------------------------|--|---------------------------------------|
|                                |                         |                         |                                  |  |                                       |
|                                |                         |                         |                                  |  |                                       |
|                                |                         |                         |                                  |  |                                       |
|                                |                         |                         |                                  |  |                                       |
|                                |                         |                         |                                  |  |                                       |
|                                |                         |                         |                                  |  |                                       |
|                                |                         |                         |                                  |  |                                       |

**Part IV**

**Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

|  |  |
|--|--|
| Name of the organization<br>OTR HOLDINGS INC | Employer identification number<br>20-2363373 |
|--|--|

Part I

Questions Regarding Compensation

|  |     |    |
|--|-----|----|
|  | Yes | No |
| 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items |     |    |
| <input type="checkbox"/> First-class or charter travel   |     |    |
| <input type="checkbox"/> Travel for companions   |     |    |
| <input type="checkbox"/> Tax idemnification and gross-up payments  |     |    |
| <input type="checkbox"/> Discretionary spending account  |     |    |
| <input type="checkbox"/> Housing allowance or residence for personal use   |     |    |
| <input type="checkbox"/> Payments for business use of personal residence   |     |    |
| <input type="checkbox"/> Health or social club dues or initiation fees   |     |    |
| <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)   |     |    |
| b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain              |     |    |
| 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?                     |     |    |
| 3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply   |     |    |
| <input type="checkbox"/> Compensation committee  |     |    |
| <input type="checkbox"/> Independent compensation consultant   |     |    |
| <input checked="" type="checkbox"/> Form 990 of other organizations  |     |    |
| <input checked="" type="checkbox"/> Written employment contract  |     |    |
| <input checked="" type="checkbox"/> Compensation survey or study   |     |    |
| <input checked="" type="checkbox"/> Approval by the board or compensation committee  |     |    |
| 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization   |     |    |
| a Receive a severance payment or change-of-control payment from the organization or a related organization?  |     | No |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan?  | Yes |    |
| c Participate in, or receive payment from, an equity-based compensation arrangement?   |     | No |
| If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III   |     |    |
| Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.   |     |    |
| 5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of  |     |    |
| a The organization?  |     |    |
| b Any related organization?  |     |    |
| If "Yes," to line 5a or 5b, describe in Part III   |     |    |
| 6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of  |     |    |
| a The organization?  |     |    |
| b Any related organization?  |     |    |
| If "Yes," to line 6a or 6b, describe in Part III   |     |    |
| 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III   |     |    |
| 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III             |     |    |
| 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?   |     |    |

**Part II** **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is 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-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|-------------------------|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|--|
|                         |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |  |
| (1) STEPHEN G LEEPER    | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0  |
|                         | (ii) | 259,333  | 63,750                              | 0                                   | 35,883   | 15,387                  | 374,353                         | 0  |
| (2) STEPHANIE P GAITHER | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0  |
|                         | (ii) | 159,200  | 25,000                              | 0                                   | 7,960  | 17,188                  | 209,348                         | 0  |
| (3) CHAD MUNITZ         | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0  |
|                         | (ii) | 159,200  | 25,000                              | 0                                   | 6,901  | 11,170                  | 202,271                         | 0  |
| ( 4 )                   |      |  |                                     |                                     |  |                         |                                 |  |
| ( 5 )                   |      |  |                                     |                                     |  |                         |                                 |  |
| ( 6 )                   |      |  |                                     |                                     |  |                         |                                 |  |
| ( 7 )                   |      |  |                                     |                                     |  |                         |                                 |  |
| ( 8 )                   |      |  |                                     |                                     |  |                         |                                 |  |
| ( 9 )                   |      |  |                                     |                                     |  |                         |                                 |  |
| ( 10 )                  |      |  |                                     |                                     |  |                         |                                 |  |
| ( 11 )                  |      |  |                                     |                                     |  |                         |                                 |  |
| ( 12 )                  |      |  |                                     |                                     |  |                         |                                 |  |
| ( 13 )                  |      |  |                                     |                                     |  |                         |                                 |  |
| ( 14 )                  |      |  |                                     |                                     |  |                         |                                 |  |
| ( 15 )                  |      |  |                                     |                                     |  |                         |                                 |  |
| ( 16 )                  |      |  |                                     |                                     |  |                         |                                 |  |

**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.

| Identifier | Return Reference | Explanation  |
|------------|------------------|--|
|            | PART I, LINE 4B  | STEPHEN G LEEPER \$22,917  |
|            | PART I, LINE 7   | ANNUAL BONUSES ARE AWARDED BASED ON THE PERFORMANCE OF THE INDIVIDUAL EMPLOYEE AGAINST POSITION REQUIREMENTS |

SCHEDULE M  
(Form 990)

Department of the Treasury  
Internal Revenue Service

NonCash Contributions

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.  
► Attach to Form 990.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization  
OTR HOLDINGS INC

Employer identification number  
20-2363373

Part I

Types of Property

|  | (a)<br>Check if<br>applicable | (b)<br>Number of Contributions or items<br>contributed | (c)<br>Noncash contribution amounts<br>reported on Form 990, Part VIII, line<br>1g | (d)<br>Method of determining oncash contribution<br>amounts |
|--|-------------------------------|--|--|---|
| 1 Art—Works of art . . .   |                               |  |  |   |
| 2 Art—Historical treasures   |                               |  |  |   |
| 3 Art—Fractional interests   |                               |  |  |   |
| 4 Books and publications   |                               |  |  |   |
| 5 Clothing and household<br>goods . . . . .                                |                               |  |  |   |
| 6 Cars and other vehicles . .  |                               |  |  |   |
| 7 Boats and planes . . .   |                               |  |  |   |
| 8 Intellectual property . .  |                               |  |  |   |
| 9 Securities—Publicly traded   |                               |  |  |   |
| 10 Securities—Closely held<br>stock . . . . .                              |                               |  |  |   |
| 11 Securities—Partnership,<br>LLC, or trust interests .                    |                               |  |  |   |
| 12 Securities—Miscellaneous  |                               |  |  |   |
| 13 Qualified conservation<br>contribution—Historic<br>structures . . . . . |                               |  |  |   |
| 14 Qualified conservation<br>contribution—Other . .                        |                               |  |  |   |
| 15 Real estate—Residential .   |                               |  |  |   |
| 16 Real estate—Commercial  |                               |  |  |   |
| 17 Real estate—Other . .   |                               |  |  |   |
| 18 Collectibles . . . . .  |                               |  |  |   |
| 19 Food inventory . . . .  |                               |  |  |   |
| 20 Drugs and medical supplies  |                               |  |  |   |
| 21 Taxidermy . . . . .   |                               |  |  |   |
| 22 Historical artifacts . .  |                               |  |  |   |
| 23 Scientific specimens . .  |                               |  |  |   |
| 24 Archeological artifacts .   |                               |  |  |   |
| IMPROVEMENTS<br>TO<br>TEMPORARY  |                               |  |  |   |
| 25 Other ► ( PARKING )   | X                             | 1  | 64,980   | ACTUAL COST   |
| 26 Other ► ( )   |                               |  |  |   |
| 27 Other ► ( )   |                               |  |  |   |
| 28 Other ► ( )   |                               |  |  |   |

29

Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . .

30a

During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .

30a

Yes

No

b

If "Yes," describe the arrangement in Part II

31

Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31

Yes

No

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions? . . . . .

32a

Yes

No

b

If "Yes," describe in Part II

33

If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 51227J

Schedule M (Form 990) 2010

**Part II**

**Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|



SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public  
Inspection

|  |  |
|--|--|
| Name of the organization<br>OTR HOLDINGS INC | Employer identification number<br>20-2363373 |
|--|--|

| Identifier                           | Return Reference | Explanation   |
|--------------------------------------|------------------|---|
| FORM 990, PART VI, SECTION A, LINE 6 |                  | SOLE MEMBER IS CINCINNATI CITY CENTER DEVELOPMENT CORP (3CDC) |

| Identifier                            | 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 |

| Identifier                            | Return Reference | Explanation                                       |
|---------------------------------------|------------------|---|
| FORM 990, PART VI, SECTION B, LINE 11 |                  | REVIEWED BY BOTH DIRECTORS OF OTR PRIOR TO FILING |

| Identifier | Return Reference                                | Explanation   |
|------------|---|---|
|            | FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 12C | VERBALLY DISCUSSED AT REGULAR, WEEKLY STAFF MEETINGS EACH YEAR ALL OFFICERS, DIRECTORS AND EMPLOYEES ARE REQUIRED TO FILL OUT A CONFLICT OF INTEREST (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 |

| Identifier | Return Reference                               | Explanation   |
|------------|--|---|
|            | FORM 990,<br>PART VI,<br>SECTION B, LINE<br>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 |

| Identifier | Return Reference                      | Explanation                               |
|------------|---------------------------------------|---|
|            | FORM 990, PART VI, SECTION C, LINE 19 | AVAILABLE UPON REQUEST AT OFFICE LOCATION |

| Identifier                             | Return Reference          | Explanation   |
|--|---------------------------|---|
| CHANGES IN NET ASSETS OR FUND BALANCES | FORM 990, PART XI, LINE 5 | GAIN ON SALES TO OTR PREDEVELOPMENT THAT WERE DEFERRED FOR BOOK PURPOSES -609,058 TOTAL TO FORM 990, PART XI, LINE 5 -609,058 |

| Identifier              | Return Reference | Explanation   |
|-------------------------|------------------|---|
| AUDIT COMMITTEE CHANGES |                  | THERE HAVE BEEN MEMBERSHIP CHANGES, BUT NO POLICY CHANGES |



SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization  
OTR HOLDINGS INC

Employer identification number  
20-2363373

| Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.) |                         |  |                     |                           |                                  |
|--|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (a)<br>Name, address, and EIN of disregarded entity  | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
| (1) OTR VINE HOLDINGS I LLC<br>1410 RACE STREET<br>CINCINNATI, OH 45202  | SAME                    | OH   |                     |                           |                                  |
|  |                         |  |                     |                           |                                  |
|  |                         |  |                     |                           |                                  |
|  |                         |  |                     |                           |                                  |
|  |                         |  |                     |                           |                                  |
|  |                         |  |                     |                           |                                  |
|  |                         |  |                     |                           |                                  |

| Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.) |   |  |                            |   |                                  |   |    |
|---|---|--|----------------------------|---|----------------------------------|---|----|
| (a)<br>Name, address, and EIN of related organization   | (b)<br>Primary activity   | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled organization |    |
|   |   |  |                            |   |                                  | Yes   | No |
| (1) CINCINNATI CENTER CITY DEVELOPMENT CORPORATION (3CDC)<br><br>1410 RACE STREET<br><br>CINCINNATI, OH 45202<br>20-0446324   | REDEVELOPMENT OF THE CENTRAL DISTRICT OF THE CITY OF CINCINNATI | OH   | 501(C)(3)                  | 170(B)(1)(A)(VI)                                    |                                  |   | No |
| (2) CBD HOLDINGS INC<br><br>1410 RACE STREET<br><br>CINCINNATI, OH 45202<br>26-2835540  | HOLDING COMPANY FOR FOUNTAIN SQUARE DISRICT REVITALIZATION PLAN | OH   | 501(C)(2)                  | N/A   |                                  |   | No |
|   |   |  |                            |   |                                  |   |    |
|   |   |  |                            |   |                                  |   |    |
|   |   |  |                            |   |                                  |   |    |
|   |   |  |                            |   |                                  |   |    |
|   |   |  |                            |   |                                  |   |    |

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

| (a)<br>Name, address, and EIN of<br>related organization | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Predominant income<br>(related, unrelated,<br>excluded from tax<br>under sections 512-<br>514) | (f)<br>Share of total income | (g)<br>Share of end-of-year<br>assets | (h)<br>Disproporionate<br>allocations? |    | (i)<br>Code V—UBI<br>amount in box 20 of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|--|-------------------------|--|-------------------------------------|---|------------------------------|---------------------------------------|--|----|---|---|----|--------------------------------|
|  |                         |  |                                     |   |                              |                                       | Yes                                    | No |   | Yes                                       | No |                                |
|  |                         |  |                                     |   |                              |                                       |  |    |   |   |    |                                |
|  |                         |  |                                     |   |                              |                                       |  |    |   |   |    |                                |
|  |                         |  |                                     |   |                              |                                       |  |    |   |   |    |                                |
|  |                         |  |                                     |   |                              |                                       |  |    |   |   |    |                                |
|  |                         |  |                                     |   |                              |                                       |  |    |   |   |    |                                |
|  |                         |  |                                     |   |                              |                                       |  |    |   |   |    |                                |
|  |                         |  |                                     |   |                              |                                       |  |    |   |   |    |                                |
|  |                         |  |                                     |   |                              |                                       |  |    |   |   |    |                                |

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

| (a)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Percentage<br>ownership |
|---|-------------------------|---|-------------------------------------|--|------------------------------|--|--------------------------------|
|   |                         |   |                                     |  |                              |  |                                |
|   |                         |   |                                     |  |                              |  |                                |
|   |                         |   |                                     |  |                              |  |                                |
|   |                         |   |                                     |  |                              |  |                                |
|   |                         |   |                                     |  |                              |  |                                |
|   |                         |   |                                     |  |                              |  |                                |
|   |                         |   |                                     |  |                              |  |                                |

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to other organization(s)

c

Gift, grant, or capital contribution from other organization(s)

d

Loans or loan guarantees to or for other organization(s)

e

Loans or loan guarantees by other organization(s)

f

Sale of assets to other organization(s)

g

Purchase of assets from other organization(s)

h

Exchange of assets

i

Lease of facilities, equipment, or other assets to other organization(s)

j

Lease of facilities, equipment, or other assets from other organization(s)

k

Performance of services or membership or fundraising solicitations for other organization(s)

l

Performance of services or membership or fundraising solicitations by other organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets

n

Sharing of paid employees

o

Reimbursement paid to other organization for expenses

p

Reimbursement paid by other organization for expenses

q

Other transfer of cash or property to other organization(s)

r

Other transfer of cash or property from other organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

Yes

No

No

No

No

No

No

Yes

Yes

Yes

Yes

Yes

No

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)<br>Name of other organization | (b)<br>Transaction<br>type(a-r) | (c)<br>Amount involved | (d)<br>Method of determining amount<br>involved |
|-----------------------------------|---------------------------------|------------------------|---|
| (1)                               |                                 |                        |   |
| (2)                               |                                 |                        |   |
| (3)                               |                                 |                        |   |
| (4)                               |                                 |                        |   |
| (5)                               |                                 |                        |   |
| (6)                               |                                 |                        |   |

Schedule R (Form 990) 2010

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.

[illegible]

**Part VII**   **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|