



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



# Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

**2011**

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements

**A** For the 2011 calendar year, or tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**

**B** Check if applicable

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Terminated  
☐ Amended return  
☐ Application pending

**C** Name of organization

**OTR HOLDINGS, INC**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

**1410 RACE STREET**

Room/suite

City or town, state or country, and ZIP + 4

**CINCINNATI, OH 45202**

**F** Name and address of principal officer **STEPHANIE GAITHER**

**1410 RACE STREET, CINCINNATI, OH 45202**

**D** Employer identification number

**20-2363373**

**E** Telephone number

**5136214400**

**G** Gross receipts \$

**2,316,742.**

**H(a)** Is this a group return

for affiliates? ☐ Yes ☒ No

**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

**H(c)** Group exemption number

**I** Tax-exempt status ☐ 501(c)(3) ☒ 501(c)( 2 ) (insert no.) ☐ 4947(a)(1) or ☐ 527

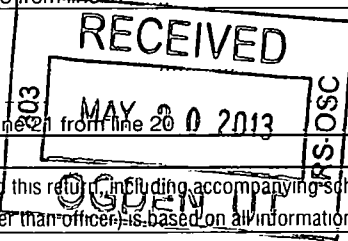
**J** Website: **N/A**

**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other

**L** Year of formation: **2005** **M** State of legal domicile: **OH**

## Part I Summary

SCANNED JUN 11 2012 Activities & Governance	1	Briefly describe the organization's mission or most significant activities	<b>HOLDING COMPANY FOR THE REDEVELOPMENT OF OVER THE RHINE IN CINCINNATI, OH (SEE SCHEDULE O)</b>		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>2</b>	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>0</b>	
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	<b>5</b>	<b>0</b>	
	6	Total number of volunteers (estimate if necessary)	<b>6</b>	<b>0</b>	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>	
	7b	Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>	
	Expenses	8	Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
		9	Program service revenue (Part VIII, line 2g)	<b>302,560.</b>	<b>504,565.</b>
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>10,501.</b>	<b>20,147.</b>	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>676,325.</b>	<b>&lt;247,702.&gt;</b>	
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>&lt;215,177.&gt;</b>	<b>86,730.</b>	
13		Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>774,209.</b>	<b>363,740.</b>	
14		Benefits paid to or for members (Part IX, column (A), line 4)	<b>13,550.</b>	<b>82,940.</b>	
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>	
16a		Professional fundraising fees (Part IX, column (A), line 11e)	<b>0.</b>	<b>0.</b>	
16b		Total fundraising expenses (Part IX, column (D), line 25)	<b>0.</b>	<b>0.</b>	
Net Assets or Fund Balances	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>488,234.</b>	<b>648,528.</b>	
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>501,784.</b>	<b>731,468.</b>	
	19	Revenue less expenses Subtract line 18 from line 12	<b>272,425.</b>	<b>&lt;367,728.&gt;</b>	
	20	Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>	
	21	Total liabilities (Part X, line 26)	<b>18,180,171.</b>	<b>18,885,060.</b>	
	22	Net assets or fund balances Subtract line 21 from line 20	<b>23,740,954.</b>	<b>24,956,931.</b>	
			<b>&lt;5,560,783.&gt;</b>	<b>&lt;6,071,871.&gt;</b>	



## Part II Signature Block

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

**Sign Here**  
Signature of officer: **STEPHANIE GAITHER, CFO**  
Date: **5/15/13**

**Paid Preparer Use Only**  
Print/Type preparer's name: **MICHAEL W. GENTRY, CPA**  
Preparer's signature: **[Signature]**  
Date: **5/15/13**  
Check if self-employed: ☐ PTIN: **P00099961**  
Firm's name: **JOSEPH DECOSIMO & COMPANY, LLC**  
Firm's EIN: **31-1344165**  
Firm's address: **255 EAST FIFTH ST, SUITE 2200 CINCINNATI, OH 45202**  
Phone no.: **(513) 579-1717**

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

**Part III** Statement of Program Service Accomplishments

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

☒ X

- 1 Briefly describe the organization's mission.

**TITLE HOLDING COMPANY FOR THE REDEVELOPMENT OF THE OVER THE RHINE  
REGION OF DOWNTOWN CINCINNATI, OHIO - BENEFITS INURE TO CINCINNATI  
CENTER CITY DEVELOPMENT CORPORATION, AN OHIO NONPROFIT CORPORATION  
(501(C)(3)). (TO CREATE GREAT CIVIC SPACES, HIGH DENSITY/MIXED-USE**

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

- 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

- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code \_\_\_\_\_) (Expenses \$ 731,468. including grants of \$ 82,940.) (Revenue \$ \_\_\_\_\_)

**STARTED PREDEVELOPMENT WORK ON PHASE V RESIDENTIAL AND COMMERCIAL UNITS  
IN OTR, WHICH WILL RESULT IN OVER 100 UNITS IN THIS LOW INCOME  
COMMUNITY, AS WELL AS WORKING ON MERCER COMMONS PROJECT WHICH WILL  
BRING MORE AFFORDABLE UNITS INTO THIS NEIGHBORHOOD ALONG WITH MARKET  
RATE RENTAL AND FOR-SALE UNITS.**

4b (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4c (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

- 4d Other program services (Describe in Schedule O )

(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4e Total program service expenses **731,468.**

**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)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
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? <i>If "Yes," complete Schedule C, Part II</i>		
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? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
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? <i>If "Yes," complete Schedule D, Part VI</i>	X	
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? <i>If "Yes," complete Schedule D, Part VII</i>		X
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? <i>If "Yes," complete Schedule D, Part VIII</i>	X	
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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
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? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Form 990 (2011)

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	<b>21</b> X	
<b>22</b> 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? <i>If "Yes," complete Schedule I, Parts I and III</i>	<b>22</b>	X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	<b>23</b> X	
<b>24a</b> 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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	<b>24a</b>	X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<b>24b</b>	
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<b>24c</b>	
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<b>24d</b>	
<b>25a</b> <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? <i>If "Yes," complete Schedule L, Part I</i>	<b>25a</b>	
<b>b</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? <i>If "Yes," complete Schedule L, Part I</i>	<b>25b</b>	
<b>26</b> 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? <i>If "Yes," complete Schedule L, Part II</i>	<b>26</b>	X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	<b>27</b>	X
<b>28</b> 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)		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28a</b>	X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28b</b>	X
<b>c</b> 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? <i>If "Yes," complete Schedule L, Part IV</i>	<b>28c</b>	X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	<b>29</b>	X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	<b>30</b>	X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	<b>31</b>	X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	<b>32</b>	X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	<b>33</b> X	
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	<b>34</b> X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>35a</b>	X
<b>b</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<b>35b</b>	X
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<b>36</b>	
<b>37</b> 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? <i>If "Yes," complete Schedule R, Part VI</i>	<b>37</b>	X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	<b>38</b> X	

Note. All Form 990 filers are required to complete Schedule O

Form 990 (2011)

**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

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

Form 990 (2011)

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 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**

	1a	2	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		2		
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent	1b	0		
<b>2</b> 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		X
<b>3</b> 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		X
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
<b>6</b> Did the organization have members or stockholders?		6	X	
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a	X	
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
<b>a</b> The governing body?		8a	X	
<b>b</b> Each committee with authority to act on behalf of the governing body?		8b	X	
<b>9</b> 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		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?	10a	X
<b>b</b> If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
<b>13</b> Did the organization have a written whistleblower policy?	13	X
<b>14</b> Did the organization have a written document retention and destruction policy?	14	X
<b>15</b> 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?		
<b>a</b> The organization's CEO, Executive Director, or top management official	15a	X
<b>b</b> Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
<b>16a</b> 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	X
<b>b</b> If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 **NONE**

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☐ Another's website ☒ Upon request

**19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization **STEPHANIE GAITHER - 513-621-4400**  
**1410 RACE STREET, CINCINNATI, OH 45202**





**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
<b>1b Sub-total</b>								0.	860,853.	106,311.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								0.	860,853.	106,311.

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

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

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CITY ARCHITECTURE, INC, 3636 ECULID AVE, SUITE 300, CLEVELAND, OH 44115	ARCHITECTURE	532,120.
URBAN SITES DEVELOPMENT INC. 6225 RIDGE AVE, CINCINNATI, OH 45213	STABILIZATION AND BUILDOUT	463,347.
STRUCTURAL SYSTEMS REPAIR GROUP, LLC 2824 STANTON AVE., CINCINNATI, OH 45206	STABILIZATION	458,110.
CITY LOFTS DEVELOPMENT, LLC PO BOX 141462, CINCINNATI, OH 45250	CONSTRUCTION	237,199.
A TAVOLA TRATTORIA, LLC 1121 CARNEY STREET, CINCINNATI, OH 45202	CONSTRUCTION	115,761.

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **5**

**Part VIII Statement of Revenue**

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>					
	<b>b</b> Membership dues	<b>1b</b>					
	<b>c</b> Fundraising events	<b>1c</b>					
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>	109,776.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	394,789.				
	<b>g</b> Noncash contributions included in lines 1a-1f \$						
	<b>h Total.</b> Add lines 1a-1f			504,565.			
<b>Program Service Revenue</b>	<b>2 a</b> <u>PARKING INCOME</u>	<b>Business Code</b> 812930		20,147.	20,147.		
	<b>b</b>						
	<b>c</b>						
	<b>d</b>						
	<b>e</b>						
	<b>f</b> All other program service revenue						
	<b>g Total.</b> Add lines 2a-2f			20,147.			
	<b>3</b> Investment income (including dividends, interest, and other similar amounts)			1,624.			1,624.
<b>4</b> Income from investment of tax-exempt bond proceeds							
<b>5</b> Royalties							
<b>Other Revenue</b>	<b>6 a</b> Gross rents	(i) Real 110563.	(ii) Personal				
	<b>b</b> Less rental expenses	282203.					
	<b>c</b> Rental income or (loss)	<171,640.>					
	<b>d</b> Net rental income or (loss)			<171,640.>	<171,640.>		
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	<b>b</b> Less cost or other basis and sales expenses		1,421,473.				
	<b>c</b> Gain or (loss)		1,670,799.				
	<b>d</b> Net gain or (loss)		<249,326.>	<249,326.>	<249,326.>		
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	<b>a</b>					
	<b>b</b> Less direct expenses	<b>b</b>					
	<b>c</b> Net income or (loss) from fundraising events						
	<b>9 a</b> Gross income from gaming activities See Part IV, line 19	<b>a</b>					
	<b>b</b> Less direct expenses	<b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities						
	<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>					
	<b>b</b> Less cost of goods sold	<b>b</b>					
	<b>c</b> Net income or (loss) from sales of inventory						
	<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
	<b>11 a</b> <u>CANCELLATION OF DEBT I</u>	900099		201,748.	201,748.		
	<b>b</b> <u>INTEREST RATE REDUCTIO</u>	900099		55,178.	55,178.		
<b>c</b> <u>OTHER</u>	900099		1,444.	1,444.			
<b>d</b> All other revenue							
<b>e Total.</b> Add lines 11a-11d			258,370.				
<b>12 Total revenue.</b> See instructions.			363,740.	<142,449.>	0.	1,624.	

**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).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	82,940.	82,940.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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 accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management	285,339.	285,339.		
b Legal	10,482.	10,482.		
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	61,497.	61,497.		
12 Advertising and promotion	2,620.	2,620.		
13 Office expenses	5,102.	5,102.		
14 Information technology				
15 Royalties				
16 Occupancy	17,805.	17,805.		
17 Travel	725.	725.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	40,167.	40,167.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	64,133.	64,133.		
23 Insurance	4,414.	4,414.		
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>SAFE AND CLEAN PROGRAM</u>	107,688.	107,688.		
b <u>CITY OF CINCINNATI IMPR</u>	45,603.	45,603.		
c <u>OTHER</u>	2,953.	2,953.		
d				
e All other expenses				
25 <b>Total functional expenses</b> Add lines 1 through 24e	731,468.	731,468.	0.	0.
26 <b>Joint costs</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing	132,885.	1	292,671.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	491,274.	4	701,084.
	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)		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	22,223.	9	8,799.
	10a Land, buildings, and equipment - cost or other basis. Complete Part VI of Schedule D	10a 1,373,482.		
	b Less: accumulated depreciation	10b 124,505.	10c	1,248,977.
	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	14,490,968.	13	16,009,982.
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	607,742.	15	583,047.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	18,180,171.	16	18,885,060.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	266,758.	17	717,232.
	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	18,109,379.	23	20,051,805.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	5,364,817.	25	4,187,894.
	26 <b>Total liabilities.</b> Add lines 17 through 25	23,740,954.	26	24,956,931.
	<b>Net Assets or Fund Balances</b>	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		<5,560,783.>	27	<6,071,871.>
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 <b>Total net assets or fund balances</b>		<5,560,783.>	33	<6,071,871.>
34 <b>Total liabilities and net assets/fund balances</b>	18,180,171.	34	18,885,060.	

Form 990 (2011)

**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	363,740.
2	Total expenses (must equal Part IX, column (A), line 25)	2	731,468.
3	Revenue less expenses Subtract line 2 from line 1	3	<367,728.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	<5,560,783.>
5	Other changes in net assets or fund balances (explain in Schedule O)	5	<143,361.>
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	<6,071,872.>

**Part XII Financial Statements and Reporting**

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

☒

- 1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other \_\_\_\_\_  
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?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 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?  
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 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  
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate 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?
- 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

Yes No

2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2011)

**SCHEDULE D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

OMB No 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

**OTR HOLDINGS, INC**

Employer identification number

**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? ☐ Yes ☐ No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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? ☐ Yes ☐ 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)
- |  |  |
|--|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat                                       | <input type="checkbox"/> Preservation of a certified historic structure      |
| <input type="checkbox"/> Preservation of open space  |  |
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year
- |    |  |
|----|--|
|    | <b>Held at the End of the Tax Year</b>   |
| 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, and not on a historic structure listed in the National Register |
| 2d |  |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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? ☐ Yes ☐ 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 section 170(h)(4)(B)(ii)? ☐ Yes ☐ 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 (ASC 958), 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 (ASC 958), 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 | ▶ \$ _____ |
| (ii) Assets included in Form 990, Part X             | ▶ \$ _____ |
- 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 (ASC 958) relating to these items
- |  |            |
|--|------------|
| a Revenues included in Form 990, Part VIII, line 1 | ▶ \$ _____ |
| b Assets included in Form 990, Part X              | ▶ \$ _____ |

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

3 Using the organization's acquisition, 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

b 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

b 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi endowment ► \_\_\_\_\_ %  
 b Permanent endowment ► \_\_\_\_\_ %  
 c Temporarily restricted endowment ► \_\_\_\_\_ %

The percentages in lines 2a, 2b, and 2c should equal 100%

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

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

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

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

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		561,462.		561,462.
b Buildings		660,572.	14,770.	645,802.
c Leasehold improvements		140,630.	106,730.	33,900.
d Equipment		10,818.	3,005.	7,813.
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))

1,248,977.

Schedule D (Form 990) 2011

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) VACANT BUILDINGS AND LOTS	16,009,982.	END-OF-YEAR MARKET VALUE
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶ 16,009,982.		

**Part IX Other Assets.** See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED LIABILITIES	576,065.
(3) REAL ESTATE TAXES PAYABLE	90,804.
(4) ACCRUED INTEREST PAYABLE	1,896,319.
(5) REFUNDABLE ADVANCE	187,000.
(6) UNEARNED REVENUE	3,045.
(7) LEASE SECURITY DEPOSIT	682,241.
(8) DEFERRED GAIN ON SALE	752,420.
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶ 4,187,894.	

FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)



**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	363,740.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	731,468.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	<367,728.>
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	<143,361.>
9	Total adjustments (net) Add lines 4 through 8	9	<143,361.>
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	<511,089.>

**Part XII Reconciliation 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 must equal Form 990, Part I, line 12)	5	

**Part XIII Reconciliation 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 must equal Form 990, Part I, line 18)	5	

**Part XIV Supplemental 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, line 2, 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.

**PART X, LINE 2: 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**

**Part XIV** Supplemental Information (continued)

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, 2012 AND 2011. TAX YEARS SUBSEQUENT TO 2008 REMAIN OPEN TO EXAMINATION BY THE INTERNAL REVENUE SERVICE (IRS), AND 2007 REMAINS OPEN TO OTHER STATE AND LOCAL TAX AUTHORITIES. AS OF JUNE 30, 2012, 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 -143,361.

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

► Attach to Form 990.

Name of the organization

OTR HOLDINGS, INC

<b>Part I</b>	<b>General Information on Grants and Assistance</b>
---------------	---

**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	Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

recipient that received more than \$5,000 Check this box if no one recipient received more than \$5,000 Part II can be duplicated if additional space is needed							
1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OVER-THE-RHINE CHAMBER OF COMMERCE 111 EAST 13TH STREET CINCINNATI, OH 45202	31-1300658		6,300.	0.			6TH ANNUAL GO OTR 5K RUN SPONSOR; ANNUAL LUNCHEON GOLD SPONSORSHIP
OVER-THE-RHINE COMMUNITY HOUSING 114 WEST 14TH STREET CINCINNATI, OH 45202	31-1272434		75,000.	0.			HOUSING CONTRIBUTION

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

2.

**LHA** For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)



**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

► Complete if the organization answered "Yes" to Form 990,  
Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

**OTR HOLDINGS, INC**

Employer identification number

**20-2363373**

**Part I Questions Regarding Compensation**

**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

☐ First-class or charter travel

☐ Housing allowance or residence for personal use

☐ Travel for companions

☐ Payments for business use of personal residence

☐ Tax indemnification and gross-up payments

☐ Health or social club dues or initiation fees

☐ Discretionary spending account

☐ Personal services (e.g., maid, chauffeur, chef)

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or  
reimbursement or provision of all of 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 filing organization used to establish the compensation of the organization's  
CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to  
establish compensation of the CEO/Executive Director. Explain in Part III.

☐ Compensation committee

☒ Written employment contract

☐ Independent compensation consultant

☒ Compensation survey or study

☒ Form 990 of other organizations

☒ 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?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations 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 Regulations 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)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

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

Schedule J (Form 990) 2011

**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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 STEPHEN G. LEEPER	(i)	0.	0.	0.	0.	0.	0.
	(ii)	270,680.	72,000.	38,534.	16,312.	397,526.	0.
2 STEPHANIE P. GAITHER	(i)	0.	0.	0.	0.	0.	0.
	(ii)	171,195.	27,500.	8,560.	12,291.	219,546.	0.
3 CHAD MUNITZ	(i)	0.	0.	0.	0.	0.	0.
	(ii)	171,195.	16,950.	8,560.	12,291.	208,996.	0.
4	(i)						
	(ii)						
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

**Part III** Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

**PART I, LINE 4B: STEPHEN G. LEEPER \$25,000**

**PART I, LINE 7: ANNUAL BONUSES ARE AWARDED BASED ON THE PERFORMANCE OF THE INDIVIDUAL EMPLOYEE AGAINST POSITION REQUIREMENTS.**

**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 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

OTR HOLDINGS, INC

Employer identification number

20-2363373

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

BENEFITS INURE TO CINCINNATI CENTER CITY DEVELOPMENT CORPORATION, AN  
OHIO NONPROFIT CORPORATION (501(C)(3)). (TO CREATE GREAT CIVIC SPACES,  
HIGH DENSITY/MIXED-USE DEVELOPMENT, PRESERVE HISTORIC STRUCTURES AND  
IMPROVE STREETSCAPES AND CREATE DIVERSE, MIXED-INCOME NEIGHBORHOODS  
SUPPORTED BY LOCAL BUSINESSES.)

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

DEVELOPMENT, PRESERVE HISTORIC STRUCTURES AND IMPROVE STREETSCAPES AND  
CREATE DIVERSE, MIXED-INCOME NEIGHBORHOODS SUPPORTED BY LOCAL  
BUSINESSES.)

FORM 990, PART VI, SECTION A, LINE 6: SOLE MEMBER IS CINCINNATI CITY  
CENTER DEVELOPMENT CORP. (3CDC)

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.

FORM 990, PART VI, SECTION B, LINE 11: REVIEWED BY BOTH DIRECTORS OF OTR  
PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: VERBALLY DISCUSSED AT REGULAR,  
WEEKLY STAFF MEETINGS. EACH YEAR ALL OFFICERS, DIRECTORS AND EMPLOYEES ARE  
REQUIRED TO FILL OUT A 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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2011)

132211  
01-23-12



Name of the organization

OTR HOLDINGS, INC

Employer identification number

20-2363373

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.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE COMMITTEE UTILIZED COMPARABILITY DATA WHEN DETERMINING THE CEO'S COMPENSATION IN COMPLETING HIS EMPLOYMENT CONTRACT. EACH YEAR THE COMMITTEE REVIEWS THE ORGANIZATION'S SCORECARD AND RESULTS AS WELL AS THE CEO'S PERFORMANCE IN ASSESSING HIS COMPENSATION CHANGES. FINALLY, THE CHAIR DISCUSSES THE RESULTS WITH THE BOARD MEMBERS. OTHER KEY STAFF COMPENSATION IS DETERMINED BY COMPARING TO LOCAL OR REGIONAL SALARY DATA AS WELL AS THE INDIVIDUAL'S PERFORMANCE.

FORM 990, PART VI, SECTION C, LINE 19: AVAILABLE UPON REQUEST AT OFFICE LOCATION.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:  
GAIN ON SALES TO OTR PREDEVELOPMENT THAT WERE DEFERRED FOR  
BOOK PURPOSES -143,361.

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

**2011**

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" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
OTR VINE HOLDINGS I, LLC 1410 RACE STREET CINCINNATI, OH 45202	SAME	OHIO			

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
CINCINNATI CENTER CITY DEVELOPMENT CORPORATION (3CDC) - 20-0446324, 1410 RACE STREET, CINCINNATI, OH 45202	REDEVELOPMENT OF THE CENTRAL DISTRICT OF THE CITY OF CINCINNATI	OHIO	501(C)(3)	170(B)(1)(A)			X
CBD HOLDINGS, INC - 26-2835540 1410 RACE STREET CINCINNATI, OH 45202	HOLDING COMPANY FOR FOUNTAIN SQUARE DISTRICT REVITALIZATION PLAN	OHIO	501(C)(2)	N/A			X

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

Schedule R (Form 990) 2011



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

<b>Note.</b> Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule	
<b>1</b>	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?
<b>a</b>	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
<b>b</b>	Gift, grant, or capital contribution to related organization(s)
<b>c</b>	Gift, grant, or capital contribution from related organization(s)
<b>d</b>	Loans or loan guarantees to or for related organization(s)
<b>e</b>	Loans or loan guarantees by related organization(s)
<b>f</b>	Sale of assets to related organization(s)
<b>g</b>	Purchase of assets from related organization(s)
<b>h</b>	Exchange of assets with related organization(s)
<b>i</b>	Lease of facilities, equipment, or other assets to related organization(s)
<b>j</b>	Lease of facilities, equipment, or other assets from related organization(s)
<b>k</b>	Performance of services or membership or fundraising solicitations for related organization(s)
<b>l</b>	Performance of services or membership or fundraising solicitations by related organization(s)
<b>m</b>	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
<b>n</b>	Sharing of paid employees with related organization(s)
<b>o</b>	Reimbursement paid to related organization(s) for expenses
<b>p</b>	Reimbursement paid by related organization(s) for expenses
<b>q</b>	Other transfer of cash or property to related organization(s)
<b>r</b>	Other transfer of cash or property from related organization(s)
<b>2</b>	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) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				



## Part VII Supplemental Information

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions <b>OTR HOLDINGS, INC</b> Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>20-2363373</b> Number, street, and room or suite no. If a P O box, see instructions <b>1410 RACE STREET</b> Social security number (SSN) <input type="checkbox"/> City, town or post office, state, and ZIP code For a foreign address, see instructions <b>CINCINNATI, OH 45202</b>

Enter the Return code for the return that this application is for (file a separate application for each return)

**01**

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**STEPHANIE GAITHER**

- The books are in the care of ☒ **1410 RACE STREET - CINCINNATI, OH 45202**

Telephone No ☒ **513-621-4400**

FAX No ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **MAY 15, 2013**

5 For calendar year ☐ , or other tax year beginning **JUL 1, 2011** , and ending **JUN 30, 2012**

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period

7 State in detail why you need the extension

**THE RETURN IS BEING EXTENDED IN ORDER TO GIVE THE ORGANIZATION MORE TIME TO GATHER THE INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c <b>Balance due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☒ **CPA**

Date ☐

Form 8868 (Rev. 1-2012)