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CHANGE OF ACCOUNTING PERIOD

Form **990****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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **DEC 31, 2012**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CINCINNATI CENTER CITY DEVELOPMENT CORP		D Employer identification number 20-0446324
	Doing Business As		E Telephone number 513-621-4400
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 12,634,602.
	1410 RACE STREET		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City, town, or post office, state, and ZIP code CINCINNATI, OH 45202		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
F Name and address of principal officer STEPHANIE P. GAITHER SAME AS C ABOVE			
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: 3CDC.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2003 M State of legal domicile: OH	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. TO STRENGTHEN THE CORE ASSETS OF DOWNTOWN CINCINNATI; CREATE GREAT CIVIC SPACES, HIGH-DENSITY/			
	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)	3	34	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	31	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	100	
	6 Total number of volunteers (estimate if necessary)	6	100	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
		9 Program service revenue (Part VIII, line 2g)	6,388,459.	3,908,508.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		7,538,755.	3,499,098.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		840,806.	314,381.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		64,156.	131,772.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		14,832,176.	7,853,759.	
14 Benefits paid to or for members (Part IX, column (A), line 4)		28,770.	3,070.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.	0.	
16a Professional fundraising fees (Part IX, column (A), line 11e)		2,790,153.	1,456,567.	
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 12,301.		0.	0.	
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	10,655,156.	6,984,375.	
	18 Total expenses - add lines 14 through 17 (must equal Part IX, column (A), line 25)	13,474,079.	8,444,012.	
	19 Revenue less expenses: Subtract line 18 from line 12	1,358,097.	<590,253.>	
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year	
Net Assets or Fund Balances	21 Total liabilities (Part X, line 26)	155,913,817.	172,237,409.	
	22 Net assets or fund balances: Subtract line 21 from line 20	155,819,594.	171,388,398.	
		94,223.	849,011.	

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		Date 11/2/13
	STEPHANIE P. GAITHER, EVP, CFO, AND TREASURER		
Paid	Print/Type preparer's name MICHAEL W. GENTRY, CPA	Preparer's signature	Date 11/14/13
Preparer	Firm's name ▶ JOSEPH DECOSIMO & COMPANY, LLC	Firm's EIN ▶ 31-1344165	Check if self-employed <input type="checkbox"/> PTIN P00099961
Use Only	Firm's address ▶ 201 EAST 5TH ST., SUITE 2100 CINCINNATI, OH 45202	Phone no. (513) 579-1717	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

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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:

TO STRENGTHEN THE CORE ASSETS OF DOWNTOWN CINCINNATI; CREATE GREAT CIVIC SPACES, HIGH-DENSITY/ MIXED-USE DEVELOPMENTS, PRESERVE HISTORIC STRUCTURES AND CREATE DIVERSE, MIXED-INCOME NEIGHBORHOODS SUPPORTED BY LOCAL BUSINESS.

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?

☒ X 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 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 \$ **3,400,809.** including grants of \$ **3,070.**) (Revenue \$ **2,747,992.**)

FOUNTAIN SQUARE/CENTRAL BUSINESS DISTRICT: THE ORGANIZATION CONTINUED TO PROGRAM THE SQUARE WITH 202 EVENTS DRAWING OVER 600,000 PEOPLE TO THE CITY'S CENTER. CONSTRUCTION COMMENCED AND WAS MORE THAN 80% COMPLETE FOR 3 RESTAURANTS IN THE 6TH STREET CORRIDOR. PRE-CONSTRUCTION WORK COMMENCED FOR THE SITE OF THE DUNHUMBY USA HEADQUARTERS WHICH INCLUDES A 1,000 SPACE PARKING GARAGE, 30,000 SQUARE FEET OF COMMERCIAL SPACE, AND A 280,000 SQUARE FOOT OFFICE BUILDING.

4b (Code) (Expenses \$ **3,775,610.** including grants of \$) (Revenue \$ **924,020.**)

OVER THE RHINE: CONSTRUCTION COMPLETED ON THE 8-ACRE PUBLIC PARK AND UNDERGROUND PUBLIC PARKING STRUCTURE WITH THE GARAGE PORTION OPENING IN APRIL 2012. THIS PROJECT WAS CRITICAL TO STABILIZING THE LOW-INCOME COMMUNITY. CONSTRUCTION OF THE PHASE V PROJECTS CONTINUED AND WILL PRODUCE OVER 170 NEW RESIDENTIAL UNITS AND 30,000 SQUARE FEET OF COMMERCIAL SPACE. FUNDING CLOSED AND CONSTRUCTION ACTIVITIES BEGAN ON MERCER COMMONS WHICH WILL YIELD 154 RESIDENTIAL UNITS, 17,600 SQUARE FEET OF COMMERCIAL SPACE, AND A 340 SPACE PARKING GARAGE.

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 **7,176,419.**

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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 <i>Schedule B, Schedule of Contributors</i> ?	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 Section 501(c)(3) organizations. 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>		X
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, for escrow or custodial account liability, 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 and XII</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 and XII 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?		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 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>		X
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? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 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>	X	
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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	X	
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b 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>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest 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>		X
27 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>		X
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)		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
28c 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>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
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? <i>If "Yes," complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35b If "Yes" to line 35a, 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>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

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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		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	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	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)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
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)?		X
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.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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 as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
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? Note. See the instructions for additional information the organization must report on Schedule O.		
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		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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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

	Yes	No
1a 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.	34	
b Enter the number of voting members included in line 1a, above, who are independent	31	
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 <input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4 <input checked="" type="checkbox"/>	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	<input checked="" type="checkbox"/>
6 Did the organization have members or stockholders?	6	<input checked="" type="checkbox"/>
7a 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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a <input checked="" type="checkbox"/>	
b Each committee with authority to act on behalf of the governing body?	8b <input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	<input checked="" type="checkbox"/>
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	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a <input checked="" type="checkbox"/>	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a <input checked="" type="checkbox"/>	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b <input checked="" type="checkbox"/>	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c <input checked="" type="checkbox"/>	
13 Did the organization have a written whistleblower policy?	13 <input checked="" type="checkbox"/>	
14 Did the organization have a written document retention and destruction policy?	14 <input checked="" type="checkbox"/>	
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 <input checked="" type="checkbox"/>	
b Other officers or key employees of the organization	15b <input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>
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 ☐ Other (explain in Schedule O)

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

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

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(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			
(1) DIMITRI PANAYOTOPOULOS CHAIR	5.00	X						0.	0.	0.
(2) JOSEPH A. PICHLER VICE CHAIR	5.00	X						0.	0.	0.
(3) JAMES M. ZIMMERMAN VICE CHAIR	5.00	X						0.	0.	0.
(4) BRIAN HODGETT BOARD MEMBER	5.00	X						0.	0.	0.
(5) CALVIN D. BUFORD BOARD MEMBER	5.00	X						0.	0.	0.
(6) CLARK D. HANDY BOARD MEMBER	5.00	X						0.	0.	0.
(7) CLAUDE DAVIS BOARD MEMBER	5.00	X						0.	0.	0.
(8) DAVID B. DILLON BOARD MEMBER	5.00	X						0.	0.	0.
(9) ELLEN VAN DER HORST BOARD MEMBER	5.00	X						0.	0.	0.
(10) GREGORY H. WILLIAMS BOARD MEMBER	5.00	X						0.	0.	0.
(11) J. PHILLIP HOLLOMAN BOARD MEMBER	5.00	X						0.	0.	0.
(12) JACK ROUSE BOARD MEMBER	5.00	X						0.	0.	0.
(13) JAMES ELLERHORST BOARD MEMBER	5.00	X						0.	0.	0.
(14) JOHN C. MERCHANT BOARD MEMBER	5.00	X						0.	0.	0.
(15) JOHN F. BARRETT BOARD MEMBER	5.00	X						0.	0.	0.
(16) JOHN F. CASSIDY BOARD MEMBER	5.00	X						0.	0.	0.
(17) JULIE S. JANSON BOARD MEMBER	5.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(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			
(18) KAREN M. HOGUET BOARD MEMBER	5.00	X						0.	0.	0.
(19) KENNETH W. LOWE BOARD MEMBER	5.00	X						0.	0.	0.
(20) LARRY SAVAGE BOARD MEMBER	5.00	X						0.	0.	0.
(21) MARGARET E. BUCHANAN BOARD MEMBER	5.00	X						0.	0.	0.
(22) MICHAEL COMER BOARD MEMBER	5.00	X						0.	0.	0.
(23) NEIL K. BORTZ BOARD MEMBER	5.00	X						0.	0.	0.
(24) PAUL F. GELTER BOARD MEMBER	5.00	X						0.	0.	0.
(25) R. MICHAEL PRESCOTT BOARD MEMBER	5.00	X						0.	0.	0.
(26) RALPH S. MICHAEL BOARD MEMBER	5.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,131,585.	0.	131,949.
d Total (add lines 1b and 1c)								1,131,585.	0.	131,949.

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 **5**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 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	
5 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
MESSER CONSTRUCTION CO. 5158 FISHWICK DRIVE, CINCINNATI, OH 45216	CONSTRUCTION	3,797,019.
CORE RESOURCES, INC. 1404 VINE STREET, CINCINNATI, OH 45202	CONSTRUCTION	3,624,784.
THE TURNER CORPORATION 250 WEST COURT STREET, CINCINNATI, OH 45202	CONSTRUCTION	2,625,438.
CENTRAL PARKING SYSTEM OF OHIO, INC., ONE WEST FOURTH STREET, SUITE 2150,	MANAGEMENT SERVICES	630,924.
M. ARTHUR GENSLER, JR. & ASSOCIATES, INC., 4549 COLLECTIONS CENTER DRIVE, CHICAGO, IL	ARCHITECTURE/DESIGN	485,832.
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		

SEE PART VII, SECTION A CONTINUATION SHEETS

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Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	2,008,345.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,900,163.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f		3,908,508.				
	Program Service Revenue	Business Code					
2 a PARKING INCOME		812930	1,884,621.	1,884,621.			
b MANAGEMENT FEE INCOME		541610	968,527.	968,527.			
c EVENT & PROGRAMMING		713990	645,950.	645,950.			
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			3,499,098.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		214,558.			214,558.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		505,412.					
		b Less: rental expenses	446,731.				
		c Rental income or (loss)	58,681.				
	d Net rental income or (loss)			58,681.		58,681.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			3,568,935.				
		b Less cost or other basis and sales expenses	3,469,112.				
		c Gain or (loss)	99,823.				
	d Net gain or (loss)			99,823.	99,823.		
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a					
		b Less direct expenses					
		c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities See Part IV, line 19	a					
		b Less direct expenses					
		c Net income or (loss) from gaming activities					
	10 a Gross sales of inventory, less returns and allowances	a	926,169.				
b Less cost of goods sold		865,000.					
c Net income or (loss) from sales of inventory			61,169.	61,169.			
Miscellaneous Revenue		Business Code					
11 a ATM AND VENDING FEES	900099	6,486.	6,486.				
	b MISCELLANEOUS	900099	5,436.	5,436.			
	c						
	d All other revenue						
	e Total. Add lines 11a-11d		11,922.				
12 Total revenue. See instructions.			7,853,759.	3,672,012.	0.	273,239.	

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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)

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	3,070.	3,070.		
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	631,767.	317,682.	314,085.	
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	653,104.	218,104.	422,699.	12,301.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	20,372.		20,372.	
9 Other employee benefits	74,345.		74,345.	
10 Payroll taxes	76,979.		76,979.	
11 Fees for services (non-employees)				
a Management	610,875.	573,392.	37,483.	
b Legal	206,377.	125,253.	81,124.	
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	161,475.	156,394.	5,081.	
12 Advertising and promotion	117,465.	101,010.	16,455.	
13 Office expenses	41,761.	12,433.	29,328.	
14 Information technology	114,493.	83,206.	31,287.	
15 Royalties				
16 Occupancy	532,072.	466,631.	65,441.	
17 Travel	21,174.	10,356.	10,818.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	2,386,204.	2,386,204.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,309,322.	1,304,315.	5,007.	
23 Insurance	153,375.	124,251.	29,124.	
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 EVENT AND PROGRAMMING E	578,066.	578,066.		
b SAFE AND CLEAN PROGRAM	151,879.	151,879.		
c CINCINNATI OWNED PROPER	66,992.	66,992.		
d FINANCING EXPENSE	5,000.	5,000.		
e All other expenses	527,845.	492,181.	35,664.	
25 Total functional expenses. Add lines 1 through 24e	8,444,012.	7,176,419.	1,255,292.	12,301.
26 Joint costs. 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)

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Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	13,487,951.	1	6,623,634.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	1,305,391.	3	476,502.
	4 Accounts receivable, net	3,353,531.	4	5,391,716.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.		5	
	6 Loans and other 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 instr). Complete Part II of Sch L.		6	
	7 Notes and loans receivable, net	8,104,835.	7	7,990,063.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	6,580,714.	9	6,542,074.
	10a Land, buildings, and equipment - cost or other basis. Complete Part VI of Schedule D.	99,079,308.		
	10b Less: accumulated depreciation	9,921,981.	10c	89,157,327.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11.	22,217,028.	12	26,960,362.
	13 Investments - program-related. See Part IV, line 11.	10,894,866.	13	6,212,681.
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11.	14,297,975.	15	22,883,050.
16 Total assets. Add lines 1 through 15 (must equal line 34).	155,913,817.	16	172,237,409.	
Liabilities	17 Accounts payable and accrued expenses	8,366,490.	17	4,675,252.
	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.	2,894,859.	21	656,440.
	22 Loans and other 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	121,189,919.	23	141,378,189.
	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.	23,368,326.	25	24,678,517.
	26 Total liabilities. Add lines 17 through 25.	155,819,594.	26	171,388,398.
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		<296,808.>	27	<1,015,654.>
28 Temporarily restricted net assets		391,031.	28	1,864,665.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117 (ASC 958), 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		94,223.	33	849,011.
34 Total liabilities and net assets/fund balances	155,913,817.	34	172,237,409.	

Form 990 (2012)

**CINCINNATI CENTER CITY DEVELOPMENT
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Form 990 (2012)

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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	7,853,759.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,444,012.
3	Revenue less expenses Subtract line 2 from line 1	3	<590,253.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	94,223.
5	Net unrealized gains (losses) on investments	5	1,630.
6	Donated services and use of facilities	6	60,106.
7	Investment expenses	7	
8	Prior period adjustments	8	1,462,781.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	<179,476.>
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	849,011.

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?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both.
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both.
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- 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.
- 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** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization **CINCINNATI CENTER CITY DEVELOPMENT
CORP**

Employer identification number
20-0446324

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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

Schedule A (Form 990 or 990-EZ) 2012

CINCINNATI CENTER CITY DEVELOPMENT

Schedule A (Form 990 or 990-EZ) 2012 CORP

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	5,661,622.	5,061,692.	5,843,607.	6,388,459.	3,908,508.	26,863,888.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	5,661,622.	5,061,692.	5,843,607.	6,388,459.	3,908,508.	26,863,888.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						26,863,888.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	5,661,622.	5,061,692.	5,843,607.	6,388,459.	3,908,508.	26,863,888.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	217,931.	883,555.	799,546.	662,645.	719,970.	3,283,647.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		25,482.	119,041.	38,102.	11,922.	194,547.
11 Total support. Add lines 7 through 10						30,342,082.
12 Gross receipts from related activities, etc. (see instructions)					12	27,903,812.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	88.54 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	89.59 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2012

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

CINCINNATI CENTER CITY DEVELOPMENT

Schedule A (Form 990 or 990-EZ) 2012 CORP

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Part IV

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information (See instructions)

THE ORGANIZATION CHANGED ITS YEAR-END TO DECEMBER 31ST IN 2012.

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

2012Open to Public
InspectionName of the organization **CINCINNATI CENTER CITY DEVELOPMENT
CORP**Employer identification number
20-0446324**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 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?		<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)

<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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
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 XIII, 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 XIII, 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	▶ \$ _____

CINCINNATI CENTER CITY DEVELOPMENT

Schedule D (Form 990) 2012

CORP

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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 d ☐ Loan or exchange programs
- b ☐ Scholarly research e ☐ Other _____
- c ☐ Preservation for future generations
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 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 XIII and complete the following table
- | | Amount |
|---------------------------------|------------|
| c Beginning balance | 3,279,047. |
| d Additions during the year | 1,618,226. |
| e Distributions during the year | 4,240,833. |
| f Ending balance | 656,440. |
- 2a Did the organization include an amount on Form 990, Part X, line 21? ☒ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☒

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

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

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

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

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		794,105.		794,105.
b Buildings		4,389,138.	543,813.	3,845,325.
c Leasehold improvements		70,539,314.	7,244,610.	63,294,704.
d Equipment		3,159,298.	1,654,892.	1,504,406.
e Other		20,197,453.	478,666.	19,718,787.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				89,157,327.

Schedule D (Form 990) 2012

CINCINNATI CENTER CITY DEVELOPMENT
CORP

Schedule D (Form 990) 2012

20-0446324 Page 3

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) INVESTMENT IN 99% OWNED		
(B) LLC	26,960,362.	COST
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	26,960,362.	

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)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

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

(a) Description	(b) Book value
(1) ACCRUED INTEREST RECEIVABLE	143,223.
(2) EARNST AND SECURITY DEPOSITS	4,440.
(3) OTHER	24,125.
(4) RESTRICTED CASH	20,871,834.
(5) RESIDENTIAL MORTGAGE LOANS RECEIVABLE	141,302.
(6) DEBT ISSUANCE COSTS, NET	1,538,047.
(7) LEASE ISSUANCE COST, NET	160,079.
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	22,883,050.

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

(a) Description of liability	(b) Book value
1. (1) Federal income taxes	
(2) TAXES PAYABLE	307,858.
(3) LEASE SECURITY DEPOSIT	54,521.
(4) REFUNDABLE ADVANCE	600,000.
(5) UNEARNED REVENUE	62,445.
(6) WITHHOLDINGS	1,702.
(7) ACCRUED INTEREST PAYABLE	856,952.
(8) GIFT CARD OBLIGATIONS	14,184.
(9) DEFERRED GOVERNMENT GRANT	16,614,708.
(10) DEFERRED GAIN ON SALE	1,588,943.
(11) DEFERRED RENT EXPENSE	6,702.
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	24,678,517.

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII ☒

Schedule D (Form 990) 2012

**CINCINNATI CENTER CITY DEVELOPMENT
CORP**

Schedule D (Form 990) 2012

20-0446324 Page 4

Part XI 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 XIII)	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 XIII)	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 XII 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 XIII)	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 XIII)	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 XIII 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, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART IV, LINE 2B: DURING THE TAX YEAR GATEWAY II, LLC SERVED AS ESCROW

AGENT OVER FOUR SEPARATE BANK ACCOUNTS, WITH ONE ENDING DURING THE TAX YEAR. THE PURPOSE FOR THIS ROLE IS TO AID MULTIPLE LENDERS ON DEVELOPMENT PROJECTS IN OVER-THE-RHINE IN DISTRIBUTING THE SALES PROCEEDS FROM HOMEOWNERSHIP UNIT SALES ACCORDING TO THE COLLATERAL SHARING AGREEMENTS IN PLACE FOR EACH PROJECT, RESPECTIVELY.

PART X, LINE 2: 3CDC EVALUATES ITS UNCERTAIN TAX POSITIONS AS TO

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

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 ANALYZED ITS INCOME TAX POSITIONS AND CONCLUDED THAT IT HAD NO UNCERTAIN TAX POSITIONS AS OF DECEMBER 31, 2012 AND JUNE 30, 2012. TAX YEARS OPEN TO EXAMINATION INCLUDE 2012, 2011, AND 2010.

Part XIII Supplemental Information (continued)**Part X** Other Liabilities. See Form 990, Part X, line 25

(a) Description of liability

(b) Amount

FINANCING LIABILITY

4,570,502.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

CINCINNATI CENTER CITY DEVELOPMENT
CORP

Employer identification number
20-0446324

Part I General Information on Grants and Assistance

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. 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

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

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

Schedule I (Form 990) (2012)

SCHEDULE J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

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.

Name of the organization

**CINCINNATI CENTER CITY DEVELOPMENT
CORP**

Employer identification number

20-0446324

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.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> 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, but explain in Part III.

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <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?
- 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

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

Schedule J (Form 990) 2012

20-0446324

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[illegible]

CINCINNATI CENTER CITY DEVELOPMENT

Schedule J (Form 990) 2012

CORP

20-0446324

Page 3

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 PERFORMANCE OF THE
INDIVIDUAL EMPLOYEE AGAINST POSITION REQUIREMENTS.

SCHEDULE K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990.

► See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization **CINCINNATI CENTER CITY DEVELOPMENT
CORP**

Employer identification number
20-0446324

Part I Bond Issues SEE PART VI FOR COLUMN (A) CONTINUATIONS

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
PORT OF GREATER A CINCINNATI DEVELOPMENT A31-1752368		NONE	12/28/11	14,540,450.	REFUND SERIES 2009 BONDS ISSUED				X		X
PORT OF GREATER B CINCINNATI DEVELOPMENT A31-1752368		NONE	12/28/11	8,928,000.	SERIES 2011 BONDS				X		X
PORT OF GREATER C CINCINNATI DEVELOPMENT A31-1752368		NONE	12/28/11	820,000.	SERIES 2011 BONDS				X		X
PORT OF GREATER D CINCINNATI DEVELOPMENT A31-1752368		NONE	12/28/11	956,276.	SERIES 2011 BONDS				X		X

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue								
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds								
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion								
14 Were the bonds issued as part of a current refunding issue?	X		X		X		X	
15 Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16 Has the final allocation of proceeds been made?	X		X		X		X	
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		X

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CINCINNATI CENTER CITY DEVELOPMENT

Schedule K (Form 990) 2012

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Page 2

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?								

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?	X		X		X		X	
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?								
b Exception to rebate?								
c No rebate due?								
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X		X		X		X
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

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Schedule K (Form 990) 2012

CINCINNATI CENTER CITY DEVELOPMENT

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Schedule K (Form 990) 2012

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Page 3

Part IV Arbitrage (Continued)

5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?	A	Yes	No	B	Yes	No	C	Yes	No	D	Yes	No
b	Name of provider			X			X			X			X
c	Term of GIC												
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?												
6	Were any gross proceeds invested beyond an available temporary period?			X			X			X			X
7	Has the organization established written procedures to monitor the requirements of section 148?			X			X			X			X

Part V Procedures To Undertake Corrective Action

	Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	A	Yes	No	B	Yes	No	C	Yes	No	D	Yes	No
				X			X			X			X

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY

(A) ISSUER NAME: PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY

(A) ISSUER NAME: PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY

(A) ISSUER NAME: PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered**
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

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2012

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Inspection**

Name of the organization **CINCINNATI CENTER CITY DEVELOPMENT
CORP** Employer identification number
20-0446324

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
			Yes	No

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No

Total ▶ \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

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

Schedule L (Form 990 or 990-EZ) 2012

CINCINNATI CENTER CITY DEVELOPMENT

Schedule L (Form 990 or 990-EZ) 2012 CORP

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Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
ADAM GELTER (PAUL GELTER)	ADAM GELTER IS THE	169,333.	PAUL GELTER		X
ELLEN VAN DER HORST AND CHAD MUNITZ	DIRECTORS OF 3CDC	200,714.	BOTH ARE DI		X

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: ADAM GELTER (PAUL GELTER)

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

ADAM GELTER IS THE SON OF A CURRENT DIRECTOR (PAUL GELTER)

(C) AMOUNT OF TRANSACTION \$ 169,333.

(D) DESCRIPTION OF TRANSACTION: PAUL GELTER'S SON, ADAM GELTER, IS AN OFFICER OF 3CDC RECEIVING COMPENSATION (REPORTING BOX 5 OF W-2)

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: ELLEN VAN DER HORST AND CHAD MUNITZ

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

DIRECTORS OF 3CDC

(C) AMOUNT OF TRANSACTION \$ 200,714.

(D) DESCRIPTION OF TRANSACTION: BOTH ARE DIRECTORS OF DOWNTOWN CINCINNATI, INC. (DCI) WHICH 3CDC DOES BUSINESS WITH ON THE SQUARE (FOR SAFE AND CLEAN SERVICES)

(E) SHARING OF ORGANIZATION REVENUES? = NO

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

2012

Open to Public
Inspection

Name of the organization

CINCINNATI CENTER CITY DEVELOPMENT
CORP

Employer identification number

20-0446324

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

MIXED-USE DEVELOPMENTS, PRESERVE HISTORIC STRUCTURES AND CREATE

DIVERSE, MIXED-INCOME NEIGHBORHOODS SUPPORTED BY LOCAL BUSINESS.

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

NO LONGER ASSISTING WITH THE RIVER FRONT BANKS PROJECT.

FORM 990, PART VI, SECTION A, LINE 2: ADAM GELTER'S FATHER, PAUL GELTER,
IS A BOARD MEMBER.

FORM 990, PART VI, SECTION A, LINE 4: THE ORGANIZATION CHANGED THE
QUALIFICATIONS FOR DIRECTORS SERVING ON THE BOARD. DIRECTORS ARE NOW
NOMINATED BY THE EXECUTIVE COMMITTEE, MUST BE AFFILIATED WITH A FINANCIAL
SPONSOR, AND SERVE A 3 YEAR TERM. THERE HAVE HAVE ALSO BEEN CHANGES TO THE
EXECUTIVE, AUDIT, AND DEVELOPMENT AND FINANCE COMMITTEES. PLEASE SEE
ATTACHED STATEMENT FOR A DETAILED DISCUSSION OF ALL THE CHANGES TO THE
GOVERNING DOCUMENTS.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS REVIEWED BY CFO AND CEO
PRIOR TO DRAFT GIVEN TO AUDIT COMMITTEE FOR REVIEW. EXECUTIVE COMMITTEE
REVIEWS THE GOVERNANCE AND COMPENSATION DATA, AND IS GIVEN A COPY OF THE
FULL TAX RETURN AS WELL.

DISREGARDED ENTITIES AND PART VI SECTION B QUESTIONS 12-16

ALL POLICIES APPLY TO THE ORGANIZATION'S DISREGARDED ENTITIES.

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization CINCINNATI CENTER CITY DEVELOPMENT
CORP

Employer identification number
20-0446324

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 FOR REVIEW AND DISCLOSE 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 LOCAL OR REGIONAL SALARY DATA AS WELL AS THE INDIVIDUAL'S PERFORMANCE.

FORM 990, PART VI, SECTION C, LINE 18: THE EXEMPTION APPLICATION AND 990 IS AVAILABLE UPON REQUEST OR ON THE GUIDE-STAR WEBSITE.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

Name of the organization CINCINNATI CENTER CITY DEVELOPMENT
CORPEmployer identification number
20-0446324

CHANGES TO NET ASSETS DUE TO NON-CONTROLLING INTEREST -179,476.

AUDIT COMMITTEE CHANGES

PURPOSE OF AUDIT COMMITTEE HAS BEEN REFOCUSED AND NARROWED. THERE HAVE
ALSO BEEN MEMBERSHIP CHANGES.

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

2012

Open to Public
Inspection

Name of the organization	CINCINNATI CENTER CITY DEVELOPMENT CORP	Employer identification number	20-0446324
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Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) 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
FOUNTAIN SQUARE, LLC - 20-0446324 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	1,647,406.	36,816,263.	
GATEWAY II, LLC - 20-4853806 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	76,841.	4,170,230.	
CCCP, LLC - 26-0285149 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	103,620.	868,067.	
FOUNTAIN SQUARE MANAGEMENT GROUP, LLC - 20-5399588, 1410 RACE STREET, CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	1,003,037.	934,582.	

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
OTR HOLDINGS, INC - 20-2363373 1410 RACE STREET CINCINNATI, OH 45202	REDEVELOPMENT OF THE OVER THE RHINE REGION OF DOWNTOWN CINCINNATI	OHIO	501(C)(2)				X
CBD HOLDINGS, INC - 26-2835540 1410 RACE STREET CINCINNATI, OH 45202	RENOVATION AND REDEVELOPMENT OF THE CENTRAL BUSINESS DISTRICT	OHIO	501(C)(2)				X

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

Schedule R (Form 990) 2012

**CINCINNATI CENTER CITY DEVELOPMENT
CORP**

Schedule R (Form 990)

20-0446324

Part I Continuation of Identification of Disregarded Entities

(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
AZEOTROPIC PARTNERS, LLC - 26-4490064 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	0.	0.	
WASHINGTON PARK RESTORATION LLC - 27-1436027 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	963,174.	44,149,803.	
1400 RACE LEVERAGED LENDER LLC - 27-2610479 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	123,436.	4,304,966.	
1400 RACE MASTER TENANT MANAGER LLC - 27-2610288, 1410 RACE STREET, CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	1,730.	137,710.	
OTR PREDEVELOPMENT - 27-3117811 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	189,823.	4,476,127.	
1202 MAIN STREET, LLC - 45-2447277 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	85,170.	1,265,481.	
120 E SIXTH, LLC - 45-2246433 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	172,427.	15,168,521.	
032811 HOLDINGS, LLC - 36-4702169 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	0.	5,906,870.	
URBAN LEGACY VII, LLC - 30-0706445 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	130,094.	820,451.	
URBAN LEGACY VIII, LLC - 32-0359245 1410 RACE STREET CINCINNATI, OH 45202	SAME AS 3CDC	OHIO	880,904.	714,017.	

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(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
1400 RACE MASTER SUB-TENANT LLC - 27-2622855, 1410 RACE STREET, CINCINNATI, OH 45202	TO SERVE AS THE MASTER SUB-TENANT	OH		RELATED	14,100.	<137,343.			N/A	X	99.00%
WPR LEVERAGED LENDER LLC - 30-0649219, 1410 RACE STREET, CINCINNATI, OH 45202	TO RECEIVE GRANTS/LOANS AND TO LEVERAGE LOANS	OH		RELATED	72,828.	28,270,385.			N/A	X	99.00%
120 E SIXTH LEVERAGE LENDER LLC - 45-2246433, 1410 RACE STREET, CINCINNATI, OH 45202	TO RECEIVE GRANTS/LOANS AND TO LEVERAGE LOANS	OH		RELATED	<110,615.	2,127,681.			N/A	X	99.00%
MERCER COMMONS LEVERAGE LENDER, LLC - 45-2447322, 1410 RACE STREET, CINCINNATI, OH 45202	TO RECEIVE GRANTS/LOANS AND TO LEVERAGE LOANS	OH		RELATED	<63,089.	7,480,576.			N/A	X	99.00%

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

[illegible]

CINCINNATI CENTER CITY DEVELOPMENT

20-0446324 Page 3

Schedule R (Form 990) 2012 CORP

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**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 or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**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) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) OTR HOLDINGS, INC.	H	2,251,386.SALES PROCEEDS	
(2) OTR HOLDINGS, INC.	O	51,838.RESOURCE SHARING AGREEMENT	
(3) OTR HOLDINGS, INC.	S	90,000.DEVELOPER FEES	
(4) WPR LEVERAGED LENDER, LLC	S	1,642,724.CAPITAL CONTRIBUTION	
(5) MERCER COMMONS LEVERAGED LENDER, LLC	S	2,587,794.CAPITAL CONTRIBUTION	
(6)			

total assets or gross revenue)

[illegible]

Form

1128(Rev. January 2008)
Department of the Treasury
Internal Revenue Service**Application To Adopt, Change, or Retain a Tax Year**

OMB No. 1545-0134

Attachment
Sequence No. **148**

► See separate instructions.

Part I General Information**Important:** All filers must complete Part I and sign below. See instructions.

Name of filer (if a joint return is filed, also enter spouse's name) (see instructions)	Filer's identifying number
Cincinnati Center City Development Corporation	20-0446324
Number, street, and room or suite no. (if a P.O. box, see instructions)	Service Center where income tax return will be filed
1410 Race Street	
City or town, state, and ZIP code	Filer's area code and telephone number/Fax number
Cincinnati, Ohio 45202	(513) 621-4400 / (513) 621-5900
Name of applicant, if different than the filer (see instructions)	Applicant's identifying number (see instructions)
Name of person to contact (if not the applicant or filer, attach a power of attorney)	Contact person's area code and telephone number/Fax number
Stephanie Gaither	(513) 621-4400 / (513) 621-5900

1 Check the appropriate box(es) to indicate the type of applicant (see instructions).

- | | | |
|---|--|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Cooperative (sec. 1381(a)) | <input type="checkbox"/> Passive foreign investment company (PFIC) (sec. 1297) |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Controlled foreign corporation (CFC) (sec. 957) | <input type="checkbox"/> Other foreign corporation |
| <input type="checkbox"/> Estate | <input type="checkbox"/> Foreign sales corporation (FSC) or interest-charge domestic international sales corporation (IC-DISC) | <input checked="" type="checkbox"/> Tax-exempt organization |
| <input type="checkbox"/> Domestic corporation | <input type="checkbox"/> Specified foreign corporation (SFC) (sec. 898) | <input type="checkbox"/> Homeowners Association (sec. 528) |
| <input type="checkbox"/> S corporation | <input type="checkbox"/> 10/50 corporation (sec. 904(d)(2)(E)) | <input type="checkbox"/> Other |
| <input type="checkbox"/> Personal service corporation (PSC) | <input type="checkbox"/> Trust | (Specify entity and applicable Code section) |

2a Approval is requested to (check one) (see instructions):

- ☐ Adopt a tax year ending ► (Partnerships and PSCs: Go to Part III after completing Part I.)
- ☒ Change to a tax year ending ► **December 31** ☐ Retain a tax year ending ►

b If changing a tax year, indicate the date the present tax year ends. ► **June 30****c If adopting or changing a tax year, the first return or short period return will be filed for the tax year beginning ► **July 1**, 20 **12**, and ending ► **December 31**, 20 **12******3 Is the applicant's present tax year, as stated on line 2b above, also its current financial reporting year? ► ☐ Yes ☒ No**If "No," attach an explanation. Current financial reporting year has been changed to Dec 31.**4 Indicate the applicant's present overall method of accounting.**

- ☐ Cash receipts and disbursements method ☒ Accrual method
- ☐ Other method (specify) ►

5 State the nature of the applicant's business or principal source of income.**REAL ESTATE REDEVELOPMENT****Signature—All Filers (See Who Must Sign in the instructions.)**

Under penalties of perjury, I declare that I have examined this application, 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 filer) is based on all information of which preparer has any knowledge.

Filer*



Signature and date

Stephanie P. Gaither
Chief Financial Officer

Name and title (print or type)

3-12-13

Preparer (other than filer)

Signature of individual preparing the application and date

Name of individual preparing the application

*If the application is filed on behalf of a controlled foreign corporation or a 10/50 corporation by a controlling domestic shareholder, see instructions.

Name of firm preparing the application

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Cat. No. 21115C

Form **1128** (Rev. 1-2008)

Part II Automatic Approval Request (see instructions)

- Identify the revenue procedure under which this automatic approval request is filed ▶

Section A—Corporations (Other Than S Corporations or Personal Service Corporations) (Rev. Proc. 2006-45, or its successor)

	Yes	No
1 Is the applicant a corporation (including a homeowners association (section 528)) that is requesting a change in tax year and is not precluded from using the automatic approval rules under section 4 of Rev. Proc. 2006-45 (or its successor)? (see instructions) ▶		
2 Does the corporation intend to elect to be an S corporation for the tax year immediately following the short period? If "Yes" and the corporation is electing to change to a permitted tax year, file Form 1128 as an attachment to Form 2553.		
3 Is the applicant a corporation requesting a concurrent change for a CFC, FSC or IC-DISC? (see instructions) ▶		

Section B—Partnerships, S Corporations, Personal Service Corporations (PSCs), and Trusts (Rev. Proc. 2006-46, or its successor)

	Yes	No
4 Is the applicant a partnership, S corporation, PSC, or trust that is requesting a tax year and is not precluded from using the automatic approval rules under section 4 of Rev. Proc. 2006-46 (or its successor)? (see instructions) ▶		
5 Is the partnership, S corporation, PSC, or trust requesting to change to its required tax year or a partnership, S corporation, or PSC that wants to change to a 52-53 week tax year ending with reference to such tax year? ▶		
6 Is the partnership, S corporation, or PSC (other than a member of a tiered structure) requesting a tax year that coincides with its natural business year described in section 4.01(2) of Rev. Proc. 2006-46 (or its successor)? Attach a statement showing gross receipts for the most recent 47 months. (See instructions for information required to be submitted) ▶		
7 Is the S corporation requesting an ownership tax year? (see instructions) ▶		
8 Is the applicant a partnership requesting a concurrent change pursuant to section 6.09 of Rev. Proc. 2006-45 (or its successor) or section 5.04(8) of Rev. Proc. 2002-39 (or its successor)? (see instructions) ▶		

Section C—Individuals (Rev. Proc. 2003-62, or its successor) (see instructions)

	Yes	No
9 Is the applicant an individual requesting a change from a fiscal year to a calendar year? ▶		

Section D—Tax-Exempt Organizations (Rev. Proc. 76-10 or 85-58) (see instructions)

	Yes	No
10 Is the applicant a tax-exempt organization requesting a change? ▶	✓	

Part III Ruling Request (All applicants requesting a ruling must complete Section A and any other section that applies to the entity. See instructions.) (Rev. Proc. 2002-39, or its successor)**Section A—General Information**

	Yes	No
1 Is the applicant a partnership, S corporation, personal service corporation, or trust that is under examination by the IRS, before an appeals office, or a Federal court? ▶ If "Yes," see the instructions for information that must be included on an attached explanation.		
2 Has the applicant changed its annual accounting period at any time within the most recent 48-month period ending with the last month of the requested tax year? ▶ If "Yes" and a letter ruling was issued granting approval to make the change, attach a copy of the letter ruling, or if not available, an explanation including the date approval was granted. If a letter ruling was not issued, indicate when and explain how the change was implemented.		
3 Within the most recent 48-month period, has any accounting period application been withdrawn, not perfected, denied, or not implemented? ▶ If "Yes," attach an explanation.		
4a Is the applicant requesting to establish a business purpose under section 5.02(1) of Rev. Proc. 2002-39 (or its successor)? ▶ If "Yes," attach an explanation of the legal basis supporting the requested tax year (see instructions).		
b If your business purpose is based on one of the natural business year tests under section 5.03, check the applicable box. <input type="checkbox"/> Annual business cycle test <input type="checkbox"/> Seasonal business test <input type="checkbox"/> 25-percent gross receipts test Attach a statement showing gross receipts from sales and services (and inventory cost if applicable) for the test period. (see instructions)		
5 Enter the taxable income or (loss) for the 3 tax years immediately preceding the year of change and for the short period. If necessary, estimate the amount for the short period. Short period \$ First preceding year \$ Second preceding year \$ Third preceding year \$ Note: Individuals, enter adjusted gross income. Partnerships and S corporations, enter ordinary income. Section 501(c) organizations, enter unrelated business taxable income. Estates, enter adjusted total income. All other applicants, enter taxable income before net operating loss deduction and special deductions.		

6 Corporations only, enter the losses or credits, if any, that were generated or that expired in the short period:		Yes	No
	Generated Expiring		
Net operating loss	\$ _____ \$ _____		
Capital loss	\$ _____ \$ _____		
Unused credits	\$ _____ \$ _____		
7 Enter the amount of deferral, if any, resulting from the change (see section 5.05(1), (2), (3) and 6.01(7) of Rev. Proc. 2002-39, or its successor) _____ ▶ \$ _____			
8a Is the applicant a U.S. shareholder in a CFC? _____ ▶			
If "Yes," attach a statement for each CFC providing the name, address, identifying number, tax year, the percentage of total combined voting power of the applicant, and the amount of income included in the gross income of the applicant under section 951 for the 3 tax years immediately before the short period and for the short period.			
b Will each CFC concurrently change its tax year? _____ ▶			
If "Yes" to line 8b, go to Part II, line 3.			
If "No," attach a statement explaining why the CFC will not be conforming to the tax year requested by the U.S. shareholder.			
9a Is the applicant a U.S. shareholder in a PFIC as defined in section 1297? _____ ▶			
If "Yes," attach a statement providing the name, address, identifying number, and tax year of the PFIC, the percentage of interest owned by the applicant, and the amount of distributions or ordinary earnings and net capital gain from the PFIC included in the income of the applicant.			
b Did the applicant elect under section 1295 to treat the PFIC as a qualified electing fund? _____ ▶			
10a Is the applicant a member of a partnership, a beneficiary of a trust or estate, a shareholder of an S corporation, a shareholder of an IC-DISC, or a shareholder of an FSC? _____ ▶			
If "Yes," attach a statement providing the name, address, identifying number, type of entity (partnership, trust, estate, S corporation, IC-DISC, or FSC), tax year, percentage of interest in capital and profits, or percentage of interest of each IC-DISC or FSC and the amount of income received from each entity for the first preceding year and for the short period. Indicate the percentage of gross income of the applicant represented by each amount.			
b Will any partnership concurrently change its tax year to conform with the tax year requested? _____ ▶			
c If "Yes" to line 10b, has any Form 1128 been filed for such partnership? _____ ▶			
11 Does the applicant or any related entity currently have any accounting method, tax year, ruling, or technical advice request pending with the IRS National Office? _____ ▶			
If "Yes," attach a statement explaining the type of request (method, tax year, etc.) and the specific issues involved in each request.			
12 Is Form 2848, Power of Attorney and Declaration of Representative, attached to this application? _____ ▶			
13 Does the applicant request a conference of right (in person or by telephone) with the IRS National Office, if the IRS proposes to disapprove the application? _____ ▶			
14 Enter amount of user fee attached to this application (see instructions) _____ ▶ \$ _____			
Section B—Corporations (other than S corporations and controlled foreign corporations) (see instructions)			
15 Enter the date of incorporation. ▶ _____			
16a Does the corporation intend to elect to be an S corporation for the tax year immediately following the short period? _____ ▶		Yes	No
b If "Yes," will the corporation be going to a permitted S corporation tax year? _____ ▶			
If "No" to line 16b, attach an explanation.			
17 Is the corporation a member of an affiliated group filing a consolidated return? _____ ▶			
If "Yes," attach a statement providing (a) the name, address, identifying number used on the consolidated return, tax year, and Service Center where the applicant files the return; (b) the name, address, and identifying number of each member of the affiliated group; (c) the taxable income (loss) of each member for the 3 years immediately before the short period and for the short period; and (d) the name of the parent corporation.			
18a Personal service corporations (PSCs): Attach a statement providing each shareholder's name, type of entity (individual, partnership, corporation, etc.), address, identifying number, tax year, percentage of ownership, and amount of income received from the PSC for the first preceding year and the short period.			
b If the PSC is using a tax year other than the required tax year, indicate how it obtained its tax year.			
<input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____)			
<input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))			

Section C—S Corporations (see instructions)

	Yes	No
19 Enter the date of the S corporation election. ▶		
20 Is any shareholder applying for a corresponding change in tax year? ▶ If "Yes," each shareholder requesting a corresponding change in tax year must file a separate Form 1128 to get advance approval to change its tax year.		
21 If the corporation is using a tax year other than the required tax year, indicate how it obtained its tax year. <input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____) <input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))		
22 Attach a statement providing each shareholder's name, type of shareholder (individual, estate, qualified subchapter S Trust, electing small business trust, other trust, or exempt organization), address, identifying number, tax year, percentage of ownership, and the amount of income each shareholder received from the S corporation for the first preceding year and for the short period.		

Section D—Partnerships (see instructions)

	Yes	No
23 Enter the date the partnership's business began. ▶		
24 Is any partner applying for a corresponding change in tax year? ▶		
25 Attach a statement providing each partner's name, type of partner (individual, partnership, estate, trust, corporation, S corporation, IC-DISC, etc.), address, identifying number, tax year, and the percentage of interest in capital and profits.		
26 Is any partner a shareholder of a PSC as defined in Regulations section 1.441-3(c)? ▶ If "Yes," attach a statement providing the name, address, identifying number, tax year, percentage of interest in capital and profits, and the amount of income received from each PSC for the first preceding year and for the short period.		
27 If the partnership is using a tax year other than the required tax year, indicate how it obtained its tax year. <input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____) <input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))		

Section E—Controlled Foreign Corporations (CFC)

28 Attach a statement for each U.S. shareholder (as defined in section 951(b)) providing the name, address, identifying number, tax year, percentage of total value and percentage of total voting power, and the amount of income included in gross income under section 951 for the 3 tax years immediately before the short period and for the short period.		
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Section F—Tax-Exempt Organizations

	Yes	No
29 Type of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Other (specify) ▶		
30 Date of organization. ▶		
31 Code section under which the organization is exempt. ▶		
32 Is the organization required to file an annual return on Form 990, 1120-C, 990-PF, 990-T, 1120-H, or 1120-POL? ▶		
33 Enter the date the tax exemption was granted. ▶ Attach a copy of the letter ruling granting exemption. If a copy of the letter ruling is not available, attach an explanation.		
34 If the organization is a private foundation, is the foundation terminating its status under section 507? . . . ▶		

Section G—Estates

35 Enter the date the estate was created. ▶	
36a Attach a statement providing the name, identifying number, address, and tax year of each beneficiary and each person who is an interested party of any portion of the estate.	
b Based on the adjusted total income of the estate entered in Part III, Section A, line 5, attach a statement showing the distribution deduction and the taxable amounts distributed to each beneficiary for the 2 tax years immediately before the short period and for the short period.	

Section H—Passive Foreign Investment Companies

37 If the applicant is a passive foreign investment company, attach a statement providing each U.S. shareholder's name, address, identifying number, and percentage of interest owned.	
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Form 990

CORP

Part VII

Total to Part VII, Section A, line 1c

• 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).

Type or print File by the due date for filing your return. See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions CINCINNATI CENTER CITY DEVELOPMENT CORP	Employer identification number (EIN) or 20-0446324
	Number, street, and room or suite no. If a P O box, see instructions 1410 RACE STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CINCINNATI, OH 45202	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 **NOVEMBER 15, 2013**

5 For calendar year **2012**, or other tax year beginning **JUL 1, 2012**, and ending **DEC 31, 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 ALLOW THE ORGANIZATION ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE 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 Balance due. 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. 1-2013)