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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation WODECROFT FOUNDATION		A Employer identification number 31-6047601
Number and street (or P.O. box number if mail is not delivered to street address) 255 EAST FIFTH STREET	Room/suite 1900	B Telephone number 513-977-8236
City or town, state, and ZIP code CINCINNATI, OH 45202		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,689,405.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		452,409.	452,409.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		102,807.			
b Gross sales price for all assets on line 6a 919,468.					
7 Capital gain net income (from Part IV, line 2)			102,807.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost or goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		555,216.	555,216.		
13 Compensation of officers, directors, trustees, etc.		0.			0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		217.	217.		0.
c Other professional fees STMT 3		57,047.	57,047.		0.
17 Interest					
18 Taxes STMT 4		8,084.	8,084.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		200.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		65,548.	65,348.		0.
25 Contributions, gifts, grants paid		660,000.			660,000.
26 Total expenses and disbursements. Add lines 24 and 25		725,548.	65,348.		660,000.
27 Subtract line 26 from line 12		<170,332.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			489,868.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	185,250.	242,122.	242,122.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	9,230,161.	9,004,572.	14,447,283.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	9,415,411.	9,246,694.	14,689,405.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	9,415,411.	9,246,694.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	9,415,411.	9,246,694.		
31 Total liabilities and net assets/fund balances	9,415,411.	9,246,694.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,415,411.
2 Enter amount from Part I, line 27a	2	<170,332.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,615.
4 Add lines 1, 2, and 3	4	9,246,694.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,246,694.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 919,468.		816,717.	102,807.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			102,807.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	102,807.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	600,000.	13,367,692.	.044884
2010	541,000.	12,298,813.	.043988
2009	716,312.	11,084,633.	.064622
2008	757,037.	14,454,976.	.052372
2007	793,500.	16,663,630.	.047619

2 Total of line 1, column (d)	2	.253485
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050697
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,275,597.
5 Multiply line 4 by line 3	5	723,730.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,899.
7 Add lines 5 and 6	7	728,629.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	660,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	9,797.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	9,797.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	9,797.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 35,275.	7	35,275.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	25,478.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be credited to 2013 estimated tax	25,478. Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OH</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ J. MICHAEL COONEY, ESQ.** Telephone no **▶ 513-977-8236**
 Located at **▶ 255 E. 5TH ST., SUITE 1900, CINCINNATI, OH** ZIP+4 **▶ 45202**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **▶ 15** **N/A**

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country **▶** **X**

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. MICHAEL COONEY	TRUSTEE			
255 E. FIFTH STREET, SUITE 1900				
CINCINNATI, OH 45202	0.00	0.	0.	0.
CECILE DRACKETT ALLYN	TRUSTEE			
4275 WILLOW HILLS LANE				
CINCINNATI, OH 45243	0.00	0.	0.	0.
WILLIAM BAHL	TRUSTEE			
212 E. THIRD STREET, SUITE 300				
CINCINNATI, OH 45202	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,209,667.
b	Average of monthly cash balances	1b	283,325.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,492,992.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,492,992.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	217,395.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,275,597.
6	Minimum investment return. Enter 5% of line 5	6	713,780.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	713,780.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,797.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,797.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	703,983.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	703,983.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	703,983.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	660,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	660,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	660,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				703,983.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			653,078.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 660,000.				
a Applied to 2011, but not more than line 2a			653,078.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				6,922.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				697,061.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 8

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CANCER SOCIETY 2676 SOUTH VISTA AVENUE BOISE, ID 83705	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	2,000.
ANIMAL SHELTER OF THE WOOD RIVER VALLEY P.O. BOX 1496 HAILEY, ID 83333	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	3,000.
BLAINE COUNTRY RECREATION DISTRICT 1050 FOX ACRES ROAD ROOM 100 HAILEY, ID 83333	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	6,000.
BROAD INSTITUTE OF HARVARD AND MIT 415 MAIN STREET, ROOM 5003A CAMBRIDGE, MA 02142	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	20,000.
CHILDREN'S HOSPITAL MEDICAL CENTER ELLAND & BETHESDA AVENUES CINCINNATI, OH 45229	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	30,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	660,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	452,409.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	102,807.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		555,216.	0.
13 Total. Add line 12, columns (b), (d), and (e)				555,216.	555,216.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations



		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  Michael Cooney | 4/22/13  **TRUSTEE**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name Kristin M. Lenhart	Preparer's signature <i>Kristin M. Lenhart</i>	Date 4/19/13	Check <input type="checkbox"/> if self-employed	PTIN P01394886
	Firm's name ▶ DINSMORE & SHOHL LLP			Firm's EIN ▶ 31-0263070	
	Firm's address ▶ 1900 CHEMED CENTER, 255 E. 5TH ST. CINCINNATI, OH 45202			Phone no	

WODECROFT FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	10,000 RPM INC. OHIO	P	07/21/11	06/19/12
b	3000 SHARES ABBOTT LABS	P	04/11/96	06/19/12
c	3000 SHARES BECTON DICKINSON & CO.	P	03/25/08	06/19/12
d	839 SHARES EXXON MOBIL CORPORATION	P	03/25/08	06/19/12
e	2000 SHARES ISHARES MSCI EAFE INDEX FUND	P	06/12/07	08/06/12
f	2000 SHARES PHILLIPS 66 COM	P	02/13/04	06/19/12
g	UNRECAPTURED SECTION 1250 GAIN FROM FIFTH THIRD A	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 264,167.		226,911.	37,256.
b 188,670.		60,900.	127,770.
c 224,336.		268,241.	<43,905.>
d 70,861.		69,857.	1,004.
e 102,838.		158,125.	<55,287.>
f 68,536.		32,683.	35,853.
g			56.
h 60.			60.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			37,256.
b			127,770.
c			<43,905.>
d			1,004.
e			<55,287.>
f			35,853.
g			56.
h			60.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	102,807.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRIST CHURCH CATHEDRAL 4TH & SYCAMORE STREETS CINCINNATI, OH 45202	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	50,000.
CINCINNATI MUSUEM CENTER UNION TERMINAL, 1301 WESTERN AVENUE CINCINNATI, OH 45203	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	8,000.
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI, OH 45202	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	10,000.
COLD SPRING HARBOR LABORATORY ONE BUNG TOWN ROAD COLD SPRING HARBOR, NY 11724	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	70,000
CONSERVANCY OF SW FLORIDA 1450 MERRIHUE DRIVE NAPLES, FL 34102	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
DEXTER SCHOOL 20 NEWTOWN STREET BROOKLINE, MA 02445	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	10,000.
EAGLEBROOK SCHOOL 271 PINE NOOK ROAD, P.O. BOX 7 DEERFIELD, MA 01342	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
FOUNTAIN HOUSE 425 WEST 47TH STREET NEW YORK, NY 10036	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	8,000.
GREATER CINCINNATI ARTS & EDUCATION CENTER 108 WEST CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	200,000.
HARBOR HOUSE 12 BASSETT STREET PROVIDENCE, RI 02903	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
Total from continuation sheets				599,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HIGHER GROUND SUN VALLEY - SUN VALLEY ADAPTIVE SPORTS P.O. BOX 6791 KETCHUM, ID 83340	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
HOBE SOUND COMMUNITY CHEST, INC. P.O. BOX 511 HOBE SOUND, FL 33475	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	6,000.
HOSPICE AND PALLIATIVE CARE OF THE WOOD RIVER VALLEY P.O. BOX 4320 KETCHUM, ID 83340	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	4,000.
INDIAN HILL CHURCH 6000 DRAKE ROAD CINCINNATI, OH 45243	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	10,000.
JUPITER MEDICAL CENTER FOUNDATION 1210 SOUTH OLD DIXIE HIGHWAY, BUILDING EAST 1002 JUPITER, FL 33458	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
LEHIGH UNIVERSITY 27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	
LIVING WITH WOLVES P.O. BOX 896 SUN VALLEY, ID 83353	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	1,000.
NANTUCKET CONSERVATION FOUNDATION P.O. BOX 13 NANTUCKET, MA 02554	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
NATURAL ROWING FOUNDATION 67 MYSTIC ROAD N. STONINGTON, CT 06359	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
NATURE CONSERVANCY OF IDAHO 116 FIRST AVENUE NORTH HAILEY, ID 83333	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORCAS ISLAND CHAMBER MUSIC P.O. BOX 646 EASTSOUND, WA 98245	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	2,000.
RHODE ISLAND CENTER FOR FREEDOM AND PROSPERITY P.O. BOX 10069 CRANSTON, RI 02910	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
SAN FRANCISCO BALLET 455 FRANKLIN STREET SAN FRANCISCO, CA 94102	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	25,000.
SEATTLE ACADEMY OF THE ARTS 1201 EAST UNION SEATTLE, WA 98122	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
ST. GEORGES SCHOOL DEVELOPMENT OFFICE P.O. BOX 1910 NEWPORT, RI 02840	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	10,000.
ST. LUKE'S WOOD RIVER FOUNDATION P.O. BOX 7005 KETCHUM, ID 83340	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	12,000.
SUN VALLEY CENTER FOR THE ARTS P.O. BOX 656 SUN VALLEY, ID 83353	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	10,000.
SUN VALLEY SUMMER SYMPHONY P.O. BOX 1914 SUN VALLEY, ID 83353	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	68,000.
TAFT MUSEUM 316 PIKE STREET CINCINNATI, OH 45202	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	10,000.
THE RIVERS SCHOOL 333 WINTER STREET WESTON, MA 02493	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	1,000.
TRINITY-PAWLING SCHOOL 700 ROUTE 22 PAWLING, NY 12564	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	10,000.
UNIVERSITY OF WASHINGTON ROWING 3910 MONTLAKE BLVD NE SEATTLE, WA 98195	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	10,000.
WELLESLEY STARS, INC. 42 AVON ROAD WELLESLEY, MA 02482	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
WESTON EDUCATION ENRICHMENT FUND 89 WELLESLEY ST. WESTON, MA 02493	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	5,000.
WOOD RIVER LAND TRUST 119 E. BULLION STREET HAILEY, ID 83333	NONE	501(C)(3) PUBLIC CHARITY	CHARITABLE SUPPORT	3,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
FIFTH THIRD BANK (FOREIGN DIVIDENDS)	74,919.	0.	74,919.	
FIFTH THIRD BANK (INTEREST REPORTED AS DIVIDENDS)	8.	0.	8.	
FIFTH THIRD BANK (US DIVIDENDS)	377,542.	60.	377,482.	
TOTAL TO FM 990-PF, PART I, LN 4	452,469.	60.	452,409.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FIFTH THIRD BANK	217.	217.		0.	
TO FORM 990-PF, PG 1, LN 16B	217.	217.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TRUSTEE FEE - FIFTH THIRD BANK	28,901.	28,901.		0.	
ADMINISTRATIVE EXPENSES - BAHL & GAYNOR	28,146.	28,146.		0.	
TO FORM 990-PF, PG 1, LN 16C	57,047.	57,047.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	8,084.	8,084.			0.
TO FORM 990-PF, PG 1, LN 18	8,084.	8,084.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEE- STATE OF OHIO REGISTRATION	200.	0.			0.
TO FORM 990-PF, PG 1, LN 23	200.	0.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
NONDIVIDEND DISTRIBUTIONS	1,153.				
MISCELLANEOUS	462.				
TOTAL TO FORM 990-PF, PART III, LINE 3	1,615.				

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
INVESTMENT	9,004,572.	14,447,283.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,004,572.	14,447,283.		

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. MICHAEL COONEY, ESQ.
255 E. FIFTH ST., SUITE 1900
CINCINNATI, OH 45202

TELEPHONE NUMBER

513-977-8236

FORM AND CONTENT OF APPLICATIONS

NO PARTICULAR FORM IS REQUIRED. A LETTER STATING THE AMOUNT AND PURPOSE REQUESTED IS SUFFICIENT. FEW UNSOLICITED APPLICATIONS ARE GRANTED.

ANY SUBMISSION DEADLINES

JUNE 30

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO LIMITS. PROJECTS IN SOUTHWESTERN OHIO AND SOUTHWESTERN FLORIDA ARE PREFERRED.