



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



Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

B Check if applicable

☒ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

NEIGHBORHOOD PROGRESS INC

Doing Business As

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

11327 SHAKER BLVD NO 500W

Room/suite

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

CLEVELAND, OH 44104

F Name and address of principal officer

JOEL RATNER
11327 SHAKER BLVD NO 500W
CLEVELAND, OH 44104

H(a) Is this a group return for affiliates?

☐ Yes☒ No

H(b) Are all affiliates included?

☐ Yes☐ No

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

H(c) Group exemption number

I Tax-exempt status

☒ 501(c)(3)☐ 501(c) ()☐ (insert no)☐ 4947(a)(1) or ☐ 527

J Website:

WWW.NEIGHBORHOODPROGRESS.ORG

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation

1988

M State of legal domicile

OH

Part I	Summary																																
Activities & Governance	1 Briefly describe the organization's mission or most significant activities CLEVELAND NEIGHBORHOOD PROGRESS IS A LOCAL COMMUNITY DEVELOPMENT FUNDING INTERMEDIARY WITH OVER TWENTY-FIVE YEARS OF EXPERIENCE INVESTING IN COMMUNITY REVITALIZATION WORK IN THE CITY OF CLEVELAND. NEIGHBORHOOD PROGRESS WAS FOUNDED IN 1988 AND SERVES A UNIQUE FUNCTION AS IT IS THE ONLY LOCAL INTERMEDIARY IN THE NORTHEAST OHIO REGION AND IS PROUD TO BE NATIONALLY HIGHLIGHTED AS A LEADER FOR ENGAGING IN BEST PRACTICES IN VARIOUS FACETS OF NONPROFIT PROGRAMMING. THE ORGANIZATION WAS ESTABLISHED BY PHILANTHROPIC AND BUSINESS LEADERS IN ORDER TO MARSHAL THE RESOURCES OF CLEVELAND'S PUBLIC AND PRIVATE SECTORS TO COUNTER DISINVESTMENT THAT IMPAIRS THE HEALTH AND LIVABILITY OF THE CITY'S NEIGHBORHOODS. THE PROGRAMMING AGENDA FOR NEIGHBORHOOD PROGRESS IS INTENDED TO ADDRESS THE MOST CRITICAL ISSUES CONFRONTING THE ENTIRE COMMUNITY DEVELOPMENT SYSTEM. WORKING IN PARTNERSHIP WITH COMMUNITY DEVELOPMENT CORPORATIONS, LOCAL FOUNDATIONS, THE BUSINESS COMMUNITY, AND GOVERNMENT,																																
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets																																
	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>3</td><td>17</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>4</td><td>16</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2012 (Part V, line 2a)</td><td>5</td><td>28</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>6</td><td>0</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>7a</td><td>0</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>7b</td><td>0</td></tr></table>	3	Number of voting members of the governing body (Part VI, line 1a)	3	17	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	28	6	Total number of volunteers (estimate if necessary)	6	0	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0								
3	Number of voting members of the governing body (Part VI, line 1a)	3	17																														
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16																														
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	28																														
6	Total number of volunteers (estimate if necessary)	6	0																														
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0																														
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0																														
Revenue	<table><tr><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td>Prior Year</td><td>Current Year</td></tr><tr><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td>3,971,944</td><td>14,023,550</td></tr><tr><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td>130,341</td><td>992,635</td></tr><tr><td>11</td><td>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>115,221</td><td>-9,207</td></tr><tr><td>12</td><td>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td>195,619</td><td>71,133</td></tr><tr><td></td><td></td><td>4,413,125</td><td>15,078,111</td></tr><tr><td></td><td></td><td></td><td></td></tr></table>	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	9	Program service revenue (Part VIII, line 2g)	3,971,944	14,023,550	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	130,341	992,635	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	115,221	-9,207	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	195,619	71,133			4,413,125	15,078,111								
8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year																														
9	Program service revenue (Part VIII, line 2g)	3,971,944	14,023,550																														
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	130,341	992,635																														
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	115,221	-9,207																														
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	195,619	71,133																														
		4,413,125	15,078,111																														
Expenses	<table><tr><td>13</td><td>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td>2,440,856</td><td>6,468,229</td></tr><tr><td>14</td><td>Benefits paid to or for members (Part IX, column (A), line 4)</td><td>0</td><td>0</td></tr><tr><td>15</td><td>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>1,673,880</td><td>1,784,976</td></tr><tr><td>16a</td><td>Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td><td>0</td></tr><tr><td>16b</td><td>Total fundraising expenses (Part IX, column (D), line 25) 149,182 </td><td></td><td></td></tr><tr><td>17</td><td>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>2,699,480</td><td>1,690,243</td></tr><tr><td>18</td><td>Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>6,814,216</td><td>9,943,448</td></tr><tr><td>19</td><td>Revenue less expenses. Subtract line 18 from line 12</td><td>-2,401,091</td><td>5,134,663</td></tr></table>	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,440,856	6,468,229	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,673,880	1,784,976	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0	16b	Total fundraising expenses (Part IX, column (D), line 25) 149,182			17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	2,699,480	1,690,243	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	6,814,216	9,943,448	19	Revenue less expenses. Subtract line 18 from line 12	-2,401,091	5,134,663
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,440,856	6,468,229																														
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0																														
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,673,880	1,784,976																														
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0																														
16b	Total fundraising expenses (Part IX, column (D), line 25) 149,182																																
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	2,699,480	1,690,243																														
18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	6,814,216	9,943,448																														
19	Revenue less expenses. Subtract line 18 from line 12	-2,401,091	5,134,663																														
Net Assets or Fund Balances	<table><tr><td></td><td></td><td>Beginning of Current Year</td><td>End of Year</td></tr><tr><td>20</td><td>Total assets (Part X, line 16)</td><td>21,723,529</td><td>25,220,512</td></tr><tr><td>21</td><td>Total liabilities (Part X, line 26)</td><td>14,335,118</td><td>12,697,438</td></tr><tr><td>22</td><td>Net assets or fund balances. Subtract line 21 from line 20</td><td>7,388,411</td><td>12,523,074</td></tr></table>			Beginning of Current Year	End of Year	20	Total assets (Part X, line 16)	21,723,529	25,220,512	21	Total liabilities (Part X, line 26)	14,335,118	12,697,438	22	Net assets or fund balances. Subtract line 21 from line 20	7,388,411	12,523,074																
		Beginning of Current Year	End of Year																														
20	Total assets (Part X, line 16)	21,723,529	25,220,512																														
21	Total liabilities (Part X, line 26)	14,335,118	12,697,438																														
22	Net assets or fund balances. Subtract line 21 from line 20	7,388,411	12,523,074																														

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

JOEL RATNER, PRESIDENT

Type or print name and title

2014-05-15

Date

Paid Preparer Use Only

Print/Type preparer's name

ZACHARY FORTSCH

Preparer's signature

Date

Check ☐ if self-employed

PTIN P00052725

Firm's name

MCGLADREY LLP

Firm's EIN

42-0714325

Firm's address

1001 LAKESIDE AVE SUITE 200
CLEVELAND, OH 441141152

Phone no.

(216) 523-1900

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

☒ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

Part III

Statement of Program Service Accomplishments

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

☐

☒

1

Briefly describe the organization’s mission

OUR MISSION IS TO FOSTER COMMUNITIES OF CHOICE AND OPPORTUNITY THROUGHOUT CLEVELAND OUR VISION IS THAT ALL OF CLEVELAND'S NEIGHBORHOODS ARE ATTRACTIVE, VIBRANT COMMUNITIES WHERE PEOPLE FROM ALL INCOMES, RACES, AND GENERATIONS THRIVE, PROSPER, AND CHOOSE TO LIVE, LEARN, WORK, INVEST, AND PLAY CLEVELAND NEIGHBORHOOD PROGRESS WORKS WITH ALL OF CLEVELAND'S COMMUNITY DEVELOPMENT CORPORATIONS TO IMPROVE AND STRENGTHEN NEIGHBORHOODS TOGETHER, WE GENERATE BIG IDEAS, ADVOCATE FOR THEM, FUND THEM, AND PROMOTE THEM

2

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

☐ Yes ☒ No

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 9,271,937 including grants of \$ 6,468,229) (Revenue \$ 1,011,886)
STRATEGIC INVESTMENT INITIATIVE (SII) NEIGHBORHOOD PROGRESS CREATED ITS STRATIGIC INVESTMENT INITIATIVE (SII) IN 2004 OUT OF EXPERIENCE AND RESEARCH ON NATIONAL BEST PRACTICES IN NEIGHBORHOOD PLANNING AND PROGRAM DESIGN THE INTENTION WAS TO DEVELOP A MODEL FOR REBUILDING DISTRESSED COMMUNITIES THAT CAN BE REPLICATED CITYWIDE, DEMONSTRATING THAT THROUGH TARGETED AND LAYERED INVESTMENT, PARTNERSHIP AND PLANNING, NEIGHBORHOODS CAN PROSPER, EVEN IN AN ERA OF DIMINISHED PUBLIC RESOURCES THROUGH A COMPETITIVE GRANT PROCESS, NEIGHBORHOOD PROGRESS CURRENTLY PROVIDES SUPPORT TO NINE STRATEGIC INVESTMENT COMMUNITY DEVELOPMENT CORPORATIONS (CDC'S) IN THE FOLLOWING NEIGHBORHOODS BUCKEYE, CENTRAL-KINSMAN, DETROIT SHOREWAY, FAIRFAX, GLENVILLE-WADE PARK, NORTHEAST SHORES, OHIO CITY, SLAVIC VILLAGE-BROADWAY AND TREMONT NEIGHBORHOODS THE SSI AND ITS FUNDERS HAVE COMMITTED RESOURCES TO THESE NINE NEIGHBORHOODS AS A COMPREHENSIVE STRATEGY FOR BUILDING MARKET STRENGTH AND HEALTHY COMMUNITIES IT INCORPORATES REAL ESTATE DEVELOPMENT WITH OTHER ASPECTS OF HEALTHY COMMUNITY LIFE SUCH AS SAFETY, ACCESS TO WORK, CIVIC INVOLVEMENT, AMENITIES AND SCHOOLS ON AVERAGE, THE SSI AREAS CONTAIN BETWEEN 3,000 AND 5,000 HOUSEHOLDS AND REPRESENT A DIVERSE RANGE OF INCOMES, BUILDING CONDITIONS AND SOCIAL CONDITIONS THE POPULATIONS OF THE SERVICE AREAS OF THE NINE SSI CDC'S IS APPROXIMATELY 124,384 THE TARGETED GEOGRAPHIES ARE RECOGNIZED AS HUD NEIGHBORHOOD STABILIZATION PROGRAM (NSP) AREAS, HAVING SUFFERED GREATLY FROM THE EFFECT OF FORECLOSURES AND ABANDONMENT	

4b	(Code) (Expenses \$ including grants of \$) (Revenue \$)
REIMAGINING CLEVELAND ADDITIONALLY, WE MANAGE CITYWIDE VACANT LAND REUSE AND VACANT PROPERTY RECLAMATION AND PREVENTION PROGRAMMING TO THE AREAS HARDEST HIT BY FORECLOSURE AND PROPERTY ABANDONMENT CRISIS IN 2011, NEIGHBORHOOD PROGRESS AND ITS PARTNERS RECEIVED THE AMERICAN PLANNING ASSOCIATION'S NATIONAL PLANNING EXCELLENCE AWARD FOR INNOVATION IN SUSTAINING PLACES FOR THE CREATIVE LAND REUSE INITIATIVE, REIMAGINING CLEVELAND, WHICH HAS TRANSFORMED 195 UNPRODUCTIVE VACANT PARCELS INTO 124 GREENSPACE PROJECTS WITHIN THE CITY OF CLEVELAND, INCLUDING VINEYARDS, ORCHARDS, MARKET AND COMMUNITY GARDENS, SIDEYARDS, AND POCKET PARKS REIMAGINING CLEVELAND IS MADE POSSIBLE THROUGH THE PARTNERSHIP OF THE CITY OF CLEVELAND, CLEVELAND URBAN DESIGN COLLABORATIVE, LAND STUDIO, AND NEIGHBORHOOD PROGRESS, INC NEIGHBORHOOD PROGRESS ALSO PARTNERS WITH THE CLEVELAND HOUSING NETWORK, COMMUNITY DEVELOPMENT NONPROFIT STAFF, THE CITY OF CLEVELAND, AND FORECLOSURE PREVENTION AGENCIES IN SIX OF THE NINE SII NEIGHBORHOODS ON THE OPPORTUNITY HOMES INITIATIVE	

4c	(Code) (Expenses \$ including grants of \$) (Revenue \$)
OPPORTUNITY HOMES OPPORTUNITY HOMES IS A THREE-TIERED PROGRAM CONSISTING OF THE RENOVATION OF HOMES THAT HAVE BECOME VACANT THROUGH FORECLOSURE, DEMOLITION OF VACANT OR ABANDONED HOMES NOT SUITABLE FOR RENOVATION, AND-THROUGH COUNSELING, ORGANIZING AND ADVOCATING FOR FAMILIES IN DISTRESS - PREVENTING FAMILIES FROM LOSING THEIR HOMES THROUGH FORECLOSURE THIS INITIATIVE BUILDS UPON A NETWORK OF STRONG COMMUNITY DEVELOPMENT ORGANIZATIONS THE 27-YEAR TRACK RECORD OF THE CLEVELAND HOUSING NETWORK, THE FINANCIAL AND DEVELOPMENT CAPACITY OF NEIGHBORHOOD PROGRESS, THE COMMUNITY DEVELOPMENT NONPROFITS' TIES TO THE NEIGHBORHOOD AND RESIDENTS, THE PROVEN TRACK RECORD OF COUNSELING AGENCIES SUCH AS EMPOWERING AND STRENGTHENING OHIO'S PEOPLE (ESOP) IN FACILITATING LOAN MODIFICATIONS AND WORKOUTS, AND A COMMITMENT OF THE CITY OF CLEVELAND TO TARGET RESOURCES AND PROGRAMMING TO THESE SIX NEIGHBORHOODS THAT WILL SUPPORT THEM NOW AND IN THE FUTURE AS GREAT PLACES TO LIVE THE OPPORTUNITY HOMES PROGRAM HAS SEEN THE ACQUISITION AND REHAB OF 66 HOMES WITH AN AVERAGE SALES PRICE OF \$109,061 IN ADDITION, THROUGH CLOSE COORDINATION AND COLLABORATION WITH OUR PARTNERS IN THESE TARGET AREAS, OVER 350 BLIGHTED AND ABANDONED STRUCTURES HAVE BEEN DEMOLISHED, 86 FORECLOSURES WERE AVERTED THROUGH WORK WITH COUNSELING AGENCIES, OVER 160 LOW INCOME HOUSING TAX CREDIT HOMES WERE COMPLETED, AND 50 VACANT LOTS HAVE BEEN BROUGHT BACK TO BENEFICIAL USE, E G LANDSCAPING, POCKET PARKS, PLAYGROUND OR COMMUNITY GARDENS	

	(Code) (Expenses \$ including grants of \$) (Revenue \$)
ECONOMIC OPPORTUNITY IN 2011, NEIGHBORHOOD PROGRESS ENGAGED CORPORATION FOR ENTERPRISE DEVELOPMENT (CFED) TO CONDUCT AN ASSESSMENT OF THE NEEDS, OPPORTUNITIES AND INSTITUTIONAL CAPACITY FOR INDIVIDUAL AND COMMUNITY ASSET-BUILDING IN THE CITY OF CLEVELAND THE ASSESSMENT WAS DESIGNED TO SHED LIGHT ON THE CURRENT STATE OF FINANCIAL SECURITY IN CLEVELAND AND PROVIDE INFORMATION TO COMMUNITY STAKEHOLDERS ON A SET OF STRATEGIES THAT WOULD MOVE CLEVELAND RESIDENTS TOWARDS FINANCIAL EMPOWERMENT CFED FOUND THAT CLEVELAND IS HOME TO 5 OF THE TOP 30 UNBANKED CENSUS TRACTS IN THE NATION, AND NEARLY HALF OF ALL CLEVELAND HOUSEHOLDS ARE LIVING IN ASSET POVERTY, MEANING THEY DO NOT HAVE ENOUGH ASSETS TO SURVIVE FOR THREE MONTHS AT THE POVERTY LINE WITHOUT AN INCOME THE ASSET POVERTY RATE IS MUCH HIGHER IN CLEVELAND (48%) THAN IN OHIO (29%) OR CUYAHOGA COUNTY (34%) SINCE THE STUDY WAS COMPLETED, NEIGHBORHOOD PROGRESS DEVELOPED A PARTNERSHIP WITH KEYBANK TO STAFF ITS FINANCIAL EDUCATION CENTER IN THE BUCKEYE NEIGHBORHOOD THE FINANCIAL EDUCATION CENTER HAS HELPED MORE THAN 16,000 INDIVIDUALS INVEST IN THEMSELVES, BETTER MANAGE THEIR FINANCES, AND ACHIEVE THEIR FINANCIAL GOALS, SINCE 2004 THE FREE FINANCIAL CURRICULUM AT THE CENTER, TITLED "LEARN AND EARN," IS COMPRISED OF THIRTEEN INTERACTIVE CLASSES ON TOPICS INCLUDING MANAGING CREDIT, SAVING FOR EMERGENCIES AND FOR THE FUTURE, AND HOMEOWNERSHIP THE CENTER ALSO OFFERS CONFIDENTIAL ONE-ONE FINANCIAL COACHING AND FINANCIAL LITERACY WORKSHOPS IN ADDITION TO THE FINANCIAL EDUCATION CENTER, NEIGHBORHOOD PROGRESS DEVELOPED A BUILDING ASSETS FOR GLENVILLE RENTERS PROJECT THE PROJECT IS DESIGNED TO BUILD THE FINANCIAL SECURITY OF LOW-INCOME FAMILIES WITHIN THE GLENVILLE NEIGHBORHOOD OF CLEVELAND WORKING IN PARTNERSHIP WITH KEYBANK AND FAMICOS FOUNDATION, THE PROJECT IS DESIGNED TO BREAKDOWN TRADITIONAL BARRIERS TO WEALTH BUILDING OPPORTUNITIES FOR LOW-INCOME FAMILIES, PRIMARILY FEMALE SINGLE PARENTS, RESIDING IN AFFORDABLE HOUSING DEVELOPMENTS	

	(Code) (Expenses \$ including grants of \$) (Revenue \$)
SLAVIC VILLAGE RECOVERY CLEVELAND NEIGHBORHOOD PROGRESS HAS PARTNERED WITH SLAVIC VILLAGE DEVELOPMENT, FOREST CITY ENTERPRISES AND RIK ENTERPRISES FOR SLAVIC VILLAGE RECOVERY THIS HOME REHABILITATION AND NEIGHBORHOOD REVITALIZATION EFFORT TARGETS APPROXIMATELY 200 HOMES WITHIN A 500+ ACRE SECTION OF CLEVELAND'S SLAVIC VILLAGE NEIGHBORHOOD	

	(Code) (Expenses \$ including grants of \$) (Revenue \$)
SAINT LUKE'S HOSPITAL REDEVELOPMENT CLEVELAND NEIGHBORHOOD PROGRESS IS NEARING COMPLETION OF A \$56 MILLION RENOVATION OF THE FORMER SAINT LUKE'S HOSPITAL, LOCATED IN CLEVELAND'S BUCKEYE NEIGHBORHOOD SINCE THE PROJECT'S INCEPTION, THE HOSPITAL HAS BEEN TRANSFORMED INTO AN INTERGENERATIONAL LEARNING CAMPUS THAT SERVES AS A COMMUNITY ASSET FOR ALL RESIDENTS THE FIRST TWO PHASES OF SAINT LUKE'S INCLUDED 137 UNITS OF AFFORDABLE APARTMENTS FOR SENIORS BOTH PHASES ARE FULLY OWNED, FUNDED AND AT 100% OCCUPANCY RENOVATION OF PHASE III IS APPROACHING COMPLETION THE INTERGENERATIONAL SCHOOL, RATED "EXCELLENT WITH DISTINCTION" BY THE OHIO DEPARTMENT OF EDUCATION, BEGINS CLASS THERE FALL, 2013 THE BOYS AND GIRLS CLUB OF CLEVELAND WILL SERVE APPROXIMATELY 125 NEIGHBORHOOD CHILDREN FROM THE LOCATION SOON, PHASE III WILL BE HOME TO TWO EARLY CHILDHOOD CLASSROOMS OPERATED BY THE CENTERS FOR FAMILIES AND CHILDREN, AS WELL AS THE HEADQUARTERS OF THE SAINT LUKE'S FOUNDATION AND CLEVELAND NEIGHBORHOOD PROGRESS DR PETER WHITEHOUSE, CO-FOUNDER OF THE INTERGENERATIONAL SCHOOL, HAS COMMITTED TO INCLUDING A PRIMARY HEALTH CLINIC AS PART OF PHASE III THE COMBINATION OF THESE TENANTS IS A MISSION-PERFECT ALIGNMENT OF ORGANIZATIONS PROVIDING MUCH NEEDED SERVICES TO SENIOR TENANTS, STUDENTS AND THE SURROUNDING COMMUNITY THE FORMER PRENTISS AUDITORIUM, WHICH MAY HAVE BEEN THE CROWN JEWEL OF THE OLD HOSPITAL, HAS BEEN REIMAGINED AS THE HEALTHY ACTIVE LIVING CENTER AND IS THE LAST REMAINING PIECE OF THE OVERALL \$56 MILLION RENOVATION ONCE RESTORED, THE HEALTHY ACTIVE LIVING CENTER WILL PRIMARILY FUNCTION AS A CAFETERIA AND GYMNASIUM FOR THE STUDENTS OF THE INTERGENERATIONAL SCHOOL IT WILL ALSO BE ACCESSIBLE TO SAINT LUKE'S TENANTS AND BUCKEYE-SHAKER AREA RESIDENTS FOR EDUCATIONAL AND RECREATIONAL PROGRAMMING THE SPACE HAS THE POTENTIAL TO BE ACTIVE FOR MORE THAN 14 HOURS DAILY, BEGINNING WITH SENIOR FITNESS CLASSES EARLY IN THE MORNING AND ENDING WITH CONCERTS OR COMMUNITY MEETINGS IN THE EVENING OVER THE COURSE OF A SINGLE DAY, AS MANY AS 600 CHILDREN AND COMMUNITY MEMBERS COULD PLAY, EAT, PERFORM, AND BE ENTERTAINED WITHIN THE GRAND SPACE RETURNING THE ICONIC BUILDING TO ITS STATUS AS A COMMUNITY TREASURE	

4d	Other program services (Describe in Schedule O)
	(Expenses \$ including grants of \$) (Revenue \$)
4e	Total program service expenses ▶ 9,271,937

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 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? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c Yes	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e	No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

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? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
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? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	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)? If "Yes," complete Schedule R, Part V, line 2	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	24	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	28	
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).	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	17	
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			
1b	Enter the number of voting members included in line 1a, above, who are independent	16	
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	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
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	No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes
10b	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	No
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	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	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	No
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	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	OH
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you 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	J BRIAN GEHMAN 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH (216) 830-2770

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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

Check this box if 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 dotted 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) BETH E MOONEY TRUSTEE	1 00	X						0	0	0
(2) COLLEEN GILSON SECRETARY	1 00	X		X				0	0	0
(3) ANTHONY BRANCATELLI TRUSTEE	1 00	X						0	0	0
(4) JOSEPH ROMAN TRUSTEE	1 00	X						0	0	0
(5) THOMAS COYNE VICE CHAIRMAN	1 00	X		X				0	0	0
(6) TIMOTHY Y TRAMBLE TRUSTEE	1 00	X						0	0	0
(7) PAUL CLARK CHAIRMAN	1 00	X		X				0	0	0
(8) FREDDY COLLIER JR TRUSTEE	1 00	X						0	0	0
(9) CLAUDIA COULTON PHD TRUSTEE	1 00	X						0	0	0
(10) KEN MARBLESTONE TREASURER	1 00	X		X				0	0	0
(11) ANTHONY R MOORE TRUSTEE	1 00	X						0	0	0
(12) KAREN GAHL-MILLS TRUSTEE	1 00	X						0	0	0
(13) LINDA KANE TREASURER	1 00	X		X				0	0	0
(14) KIM KIMLIN TRUSTEE	1 00	X						0	0	0
(15) MARK MCDERMOTT TRUSTEE	1 00	X						0	0	0
(16) DAVID REYNOLDS TRUSTEE	1 00	X						0	0	0
(17) DARYL RUSH TRUSTEE	1 00	X						0	0	0

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	425,183	0	71,992

2 Total number of individuals (including but not limited to those listed in Item 1) who received or are to receive more than \$100,000 of reportable compensation from the organization. **3**

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

Section B. Independent Contractors

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

(A)	(B)	(C)
Name and business address	Description of services	Compensation

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 ►0

Part VIII

Statement of Revenue

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

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	215,700				
	e	Government grants (contributions)	1e	369,389				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	13,438,461				
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f		14,023,550				
Program Service Revenue	2a	PROGRAM SERVICE REVENUE	Business Code 531390	992,635	992,635			
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		992,635				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		17,725			17,725
4		Income from investment of tax-exempt bond proceeds . .						
5		Royalties						
6a		(i) Real		(ii) Personal				
		24,950						
		b	Less rental expenses		0			
		c	Rental income or (loss)		24,950			
d		Net rental income or (loss)		24,950			24,950	
7a		(i) Securities		(ii) Other				
				2,576,500				
		b	Less cost or other basis and sales expenses		2,603,432			
		c	Gain or (loss)		-26,932			
d		Net gain or (loss)		-26,932	-26,932			
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18		a				
b		Less direct expenses		b				
c		Net income or (loss) from fundraising events . . .						
9a		Gross income from gaming activities See Part IV, line 19		a				
b		Less direct expenses		b				
c		Net income or (loss) from gaming activities . . .						
10a		Gross sales of inventory, less returns and allowances		a				
b		Less cost of goods sold		b				
c		Net income or (loss) from sales of inventory . . .						
		Miscellaneous Revenue		Business Code				
11a	SUBSIDIARY REIMBURSEMENT		531390	46,183	46,183			
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d			46,183				
12	Total revenue. See Instructions			15,078,111	1,011,886	0	42,675	

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.	6,468,229	6,468,229		
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.	425,183	294,652	102,044	28,487
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.	959,106	665,738	229,615	63,753
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	94,528	65,581	22,648	6,299
9	Other employee benefits.	193,104	133,972	46,265	12,867
10	Payroll taxes.	113,055	78,435	27,087	7,533
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	5,973	4,144	1,431	398
c	Accounting.	32,000	22,201	7,667	2,132
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 Schedule O).	139,514	97,688	32,725	9,101
12	Advertising and promotion.	3,735	3,543	150	42
13	Office expenses.	66,602	48,859	13,882	3,861
14	Information technology.				
15	Royalties.				
16	Occupancy.	102,465	71,088	24,549	6,828
17	Travel.	52,678	44,201	6,632	1,845
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.				
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	105,536	104,598		938
23	Insurance.	4,458	3,093	1,068	297
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	ORGANIZATIONAL DEVELOPM	943,982	943,982		
b	TECHNICAL SERVICES PROG	129,525	129,525		
c	VACANT PROPERTY REFORM	35,500	35,500		
d	TEMPORARY SERVICES	31,508	28,211	924	2,373
e	All other expenses	36,767	28,697	5,642	2,428
25	Total functional expenses. Add lines 1 through 24e.	9,943,448	9,271,937	522,329	149,182
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).				

Part X

Balance Sheet

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

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			3,068,670	1	2,618,239
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net			3,113,561	3	8,980,678
	4	Accounts receivable, net			11,767	4	42,307
	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 instructions) Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net			10,085,000	7	10,085,000
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			14,450	9	12,810
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	300,558	2,256,016	10c	37,017
	b	Less accumulated depreciation	10b	263,541			
	11	Investments—publicly traded securities				11	
	12	Investments—other securities See Part IV, line 11				12	
	13	Investments—program-related See Part IV, line 11			1,879,760	13	1,716,467
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			1,294,305	15	1,727,994
	16	Total assets. Add lines 1 through 15 (must equal line 34)			21,723,529	16	25,220,512
Liabilities	17	Accounts payable and accrued expenses			2,905,886	17	3,062,438
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21	
	22	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			11,109,464	23	9,585,000
	24	Unsecured notes and loans payable to unrelated third parties			319,768	24	50,000
	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				25	
	26	Total liabilities. Add lines 17 through 25			14,335,118	26	12,697,438
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			2,707,096	27	2,411,844
	28	Temporarily restricted net assets			4,681,315	28	10,111,230
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ 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			7,388,411	33	12,523,074
	34	Total liabilities and net assets/fund balances			21,723,529	34	25,220,512

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	15,078,111
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,943,448
3	Revenue less expenses Subtract line 2 from line 1	3	5,134,663
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,388,411
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	12,523,074

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ 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		No
2b	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	Yes	
2c	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	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

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 NEIGHBORHOOD PROGRESS INC	Employer identification number 34-1611055
---	--

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 33¹/₃% 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 33¹/₃% 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 | | | | | | | | | |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

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 ")	3,893,069	10,440,934	1,753,293	3,971,944	14,023,550	34,082,790
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	3,893,069	10,440,934	1,753,293	3,971,944	14,023,550	34,082,790
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)						8,051,685
6 Public support. Subtract line 5 from line 4						26,031,105

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	3,893,069	10,440,934	1,753,293	3,971,944	14,023,550	34,082,790
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	590,203	555,352	233,529	196,579	42,675	1,618,338
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)	-80,576	-4,645	26,346	23,842	46,183	11,150
11	Total support (Add lines 7 through 10)						35,712,278
12	Gross receipts from related activities, etc (see instructions)					12	1,150,941
13	First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
14	Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	72 890 %
15	Public support percentage for 2011 Schedule A, Part II, line 14	15	43 490 %
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		
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		
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		
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		
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		

Part IIIPart 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 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 ▶		

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).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization NEIGHBORHOOD PROGRESS INC	Employer identification number 34-1611055
---	--

Part I

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

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

Part II

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

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ 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 Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

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

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part 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	b (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

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

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

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		300,558	263,541	37,017
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				37,017

Schedule D (Form 990) 2012

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	15,381,048	
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	302,937	
e	Add lines 2a through 2d	2e	302,937	
3	Subtract line 2e from line 1	3	15,078,111	
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	0	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	15,078,111	
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return				
1	Total expenses and losses per audited financial statements	1	10,246,385	
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	302,937	
e	Add lines 2a through 2d	2e	302,937	
3	Subtract line 2e from line 1	3	9,943,448	
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	0	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	9,943,448	

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.

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) PROVIDES GUIDANCE FOR HOW UNCERTAIN INCOME TAX POSITIONS SHOULD BE RECOGNIZED, MEASURED, DISCLOSED AND PRESENTED IN THE FINANCIAL STATEMENTS. THIS REQUIRES THE EVALUATION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THE COURSE OF PREPARING THE ORGANIZATION'S TAX RETURNS TO DETERMINE WHETHER THE TAX POSITIONS ARE MORE-LIKELY-THAN-NOT OF BEING SUSTAINED WHEN CHALLENGED OR WHEN EXAMINED BY THE APPLICABLE TAX AUTHORITY. TAX POSITIONS NOT DEEMED TO MEET THE MORE-LIKELY-THAN-NOT THRESHOLD WOULD BE RECORDED AS A TAX BENEFIT OR EXPENSE AND LIABILITY IN THE CURRENT YEAR. FOR THE YEAR ENDED JUNE 30, 2013, MANAGEMENT HAS DETERMINED THERE ARE NO UNCERTAIN TAX POSITIONS.
PART XI, LINE 2D - OTHER ADJUSTMENTS		IMPUTED INTEREST 302,937
PART XII, LINE 2D - OTHER ADJUSTMENTS		IMPUTED INTEREST 302,937

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
NEIGHBORHOOD PROGRESS INC

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

Employer identification number
34-1611055

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.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
See Additional Data Table							

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

▶

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

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

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 A CONTRACT IS EXECUTED BETWEEN NPI AND EACH OF THE CDCS CONTAINING STIPULATIONS AND CONDITIONS THE CDC MUST MEET NPI STAFF MEET PERIODICALLY WITH CDC STAFF, TYPICALLY QUARTERLY TWO TIMES A YEAR, WRITTEN REPORTS ARE REQUIRED FROM THE CDCS

Software ID:

Software Version:

EIN: 34-1611055

Name: NEIGHBORHOOD PROGRESS INC

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
BUCKEYE AREA DEVELOPMENT CORP 11802 BUCKEYE ROAD CLEVELAND, OH 44120	34-1097181	501(C)(3)	974,065				OPERATING AND PROGRAM SUPPORT
LAND ASSEMBLY FOR NEIGHBORHOOD DEVELOPMENT11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104	42-1735958	501(C)(3)	500,000				OPERATING AND PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
FAMICOS FOUNDATION 1325 ANSEL ROAD CLEVELAND,OH 44106	34-1053534	501(C)(3)	300,850				OPERATING AND PROGRAM SUPPORT
DETROIT SHOREWAY COMMUNITY DEVELOPMENT6516 DETROIT AVENUE CLEVELAND,OH 44102	23-7376130	501(C)(3)	278,600				OPERATING AND PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
NEIGHBORHOOD HOUSING SERVICE5700 BROADWAY AVE CLEVELAND,OH 44127	34-1166865	501(C)(3)	250,000				OPERATING AND PROGRAM SUPPORT
OHIO CITY NEAR WEST DEVELOPMENT2525 MARKET AVE SUITE A CLEVELAND,OH 44113	34-1372076	501(C)(3)	155,000				OPERATING AND PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
SLAVIC VILLAGE DEVELOPMENT5620 BROADWAY CLEVELAND,OH 44127	34-1344279	501(C)(3)	150,550				OPERATING AND PROGRAM SUPPORT
TREMONT WEST DEVELOPMENT CORP2406 PROFESSOR STREET CLEVELAND,OH 44113	23-7029247	501(C)(3)	150,525				OPERATING AND PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
FAIRFAX RENAISSANCE DEVELOPMENT CORP8111 QUINCY AVENUE SUITE 100 CLEVELAND, OH 44104	34-1706856	501(C)(3)	150,400				OPERATING AND PROGRAM SUPPORT
BURTEN BELL CARR DEVELOPMENT CORPORATION3226 E 93RD ST CLEVELAND, OH 44104	34-1657533	501(C)(3)	150,300				OPERATING AND PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
NORTHEAST SHORES DEVELOPMENT CORPORATION317 E 156TH ST CLEVELAND,OH 44110	34-1361219	501(C)(3)	150,100				OPERATING AND PROGRAM SUPPORT
COMMUNITY HOUSING SOLUTIONS12114 LARCHMERE BLVD CLEVELAND,OH 44120	23-7299143	501(C)(3)	150,000				OPERATING AND PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
UNION MILES DEVELOPMENT CORP9250 MILES PARK AVENUE CLEVELAND, OH 441055151	34-1336972	501(C)(3)	145,100				OPERATING AND PROGRAM SUPPORT
STL HOUSING LLC1956 W 25TH ST SUITE 200 CLEVELAND, OH 44113	57-1151167	501(C)(3)	91,273				OPERATING AND PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
ENTERPRISE COMMUNITY PARTNERS10227 WINCOPIN CIRCLE SUITE 500 COLUMBIA,MD 21044	52-1231931	501(C)(3)	90,000				OPERATING AND PROGRAM SUPPORT
CITY OF CLEVELAND11030 EAST BLVD CLEVELAND,OH 44106	34-0239538	501(C)(3)	71,500				OPERATING AND PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
CLEVELAND PUBLIC LIBRARY325 SUPERIOR AVE NE CLEVELAND,OH 44114	34-6000711	501(C)(3)	45,800				OPERATING AND PROGRAM SUPPORT
ARBOR PARK PLACE11327 SHAKER BLVD SUITE 500W CLEVELAND,OH 44104	84-1628498	501(C)(3)	10,000				OPERATING AND PROGRAM SUPPORT

Schedule J (Form 990) Department of the Treasury Internal Revenue Service	Compensation Information For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees ▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23. ▶ Attach to Form 990. ▶ See separate instructions.	OMB No 1545-0047
		2012
		Open to Public Inspection

Name of the organization NEIGHBORHOOD PROGRESS INC	Employer identification number 34-1611055
---	--

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account	☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
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?	2		
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			
	☒ Compensation committee ☐ Independent compensation consultant ☐ Form 990 of other organizations	☐ Written employment contract ☐ Compensation survey or study ☒ 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?	4a		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		No
b	Any related organization?	5b		No
	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?	6a		No
b	Any related organization?	6b		No
	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	7		No
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	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)JOEL RATNER PRESIDENT	(i)	175,000	0	0	12,250	17,418	204,668	0
	(ii)	0	0	0	0	0	0	0
(2)LINDA WARREN SENIOR VICE PRESIDENT	(i)	142,674	0	0	9,987	2,247	154,908	0
	(ii)	0	0	0	0	0	0	0

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.

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

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, lines 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.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization NEIGHBORHOOD PROGRESS INC	Employer identification number 34-1611055
---	--

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 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
Total ▶ \$											

Part III Grants or Assistance Benefitting 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

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
(1) BETH MOONEY	DIRECTOR		NPI AND ITS AFFILIATED ORGANIZATIONS HAVE DEPOSIT ACCOUNTS, LOANS, AND CREDIT CARDS FROM KEY BANK		No
(2) MARK MCDERMOTT	DIRECTOR	366,400	VP FOR OHIO OF ENTERPRISE COMMUNITY PARTNERS NEIGHBORHOOD PROGRESS PROVIDED \$90,000 IN GRANTS TO AND RECEIVED FEDERAL FUNDING GRANTS FROM THEM IN THE AMOUNT OF \$276,400		No
(3) PAUL CLARK	DIRECTOR		REGIONAL PRESIDENT OF NORTHERN OHIO FOR PNC FINANCIAL SERVICES GROUP WHICH HAS MADE GRANTS TO NEIGHBORHOD PROGRESS AND ITS AFFILIATE VILLAGE CAPITAL CORPORATION		No
(4) DAVID REYNOLDS	DIRECTOR		MANAGING DIRECTOR OF PRIVATE WEALTH AT JP MORGAN CHASE WHICH PROVIDES GRANTS TO NEIGHBORHOOD PROGRESS		No
(5) TIM TRAMBLE	DIRECTOR	178,000	EXECUTIVE DIRECTOR AT BURTEN BELL CARR DEVELOPMENT WHICH RECEIVED GRANTS FROM NEIGHBORHOOD PROGRESS TOTALING \$178,000 ADDITIONALLY, AN AFFILIATE OF NEIGHBORHOOD PROGRESS ENGAGED THE ORGANIZATION FOR LAWN CARE SERVICES		No
(6) JOSEPH ROMAN	DIRECTOR		EXECUTIVE DIRECTOR OF GREATER CLEVELAND PARTNERSHIP WHOSE AFFILIATE, CLEVELAND DEVELOPMENT PARTNERSHIP, PROVIDED A LOAN TO NEIGHBORHOOD PROGRESS WITH AN OUTSTANDING BALANCE OF \$300,000, AND ALSO PROVIDED A \$1 MILLION LINE OF CREDIT TO NEIGHBORHOOD PROGRESS' AFFILIATED ORGANZATION, VILLAGE CAPITAL CORPORATION		No

Part V Supplemental Information		
Complete this part to provide additional information for responses to questions on Schedule L (see instructions)		
Identifier	Return Reference	Explanation

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012**Open to Public
Inspection**Name of the organization
NEIGHBORHOOD PROGRESS INC**Employer identification number**

34-1611055

Identifier	Return Reference	Explanation
MISSION STATEMENT CONTINUED	FORM 990, PART I, PAGE, LINE 1	OUR EFFORTS HAVE WORKED TO CREATE A STRONG AND PRODUCTIVE SYSTEM THAT HAS VISIBLY IMPROVED MANY NEIGHBORHOODS AND ENABLED THOUSANDS OF THE CITY'S RESIDENTS TO ENJOY A BETTER QUALITY OF LIFE. MAJOR ACCOMPLISHMENTS OVER THE PAST TWENTY-FIVE YEARS INCLUDE - PROVISION OF \$27 MILLION IN CORE OPERATING FUNDS AND TECHNICAL ASSISTANCE SUPPORT TO COMMUNITY DEVELOPMENT CORPORATIONS - INVESTMENT OF \$67 MILLION IN HOUSING AND REAL ESTATE VALUED AT OVER \$878 MILLION - OVER \$206 MILLION IN NEW DEVELOPMENT WITHIN THE CITY OF CLEVELAND, INCLUDING AFFORDABLE AND MARKET-RATE HOUSING, SHOPPING CENTERS, AND GROCERY STORES - COMPLETION OF 7,421 UNITS OF NEW AND REHABILITATED HOUSING - DEVELOPMENT OF 1.7 MILLION SQUARE FEET OF NEW AND REHABILITATED COMMERCIAL SPACE (850,000 SQUARE FEET SINCE 2004) - IMPROVEMENTS TO OVER 350 MODEL BLOCK HOMES - NEW AND IMPROVED GREEN SPACES, TRAILS, AND PUBLIC ART INSTALLATIONS - COMMUNITY ENGAGEMENT AND NEIGHBORHOOD PLANS - AN EXTENSIVE NETWORK OF BLOCK CLUBS AND ISSUE COMMITTEES - A CITYWIDE COMMUNITY DEVELOPMENT INFRASTRUCTURE - A NEW CIVIC DIALOGUE AND INNOVATIVE PLANS ON SUSTAINABLE VACANT LAND REUSE - A BROAD NEIGHBORHOOD STABILIZATION PROGRAM RESPONDING TO THE FORECLOSURE CRISIS. IN 2013, NEIGHBORHOOD PROGRESS COMPLETED A TRANSFORMATIVE MERGER WITHIN CLEVELAND'S COMMUNITY DEVELOPMENT SYSTEM. NEIGHBORHOOD PROGRESS SUCCESSFULLY MERGED WITH CLEVELAND NEIGHBORHOOD DEVELOPMENT COALITION (CNDC) AND LIVECLEVELAND!, THUS CREATING A STRONGER CITYWIDE INTERMEDIARY WITH A DEEPER CAPACITY TO STRENGTHEN CLEVELAND'S CDC SYSTEM AND MARKET THE ASSETS AND AMENITIES OF CLEVELAND'S NEIGHBORHOODS TO A WIDER AUDIENCE. A STRATEGIC PLAN FOR NEIGHBORHOOD PROGRESS WAS COMPLETED IN FALL 2012 WITH THE AFOREMENTIONED MERGER IN MIND. THIS PLAN SETS FORTH AN AGGRESSIVE AGENDA THROUGH 2016 FOR THE ORGANIZATION AS IT WORKS TO STRENGTHEN NEIGHBORHOODS, BUILD CAPACITY IN THE CDC SYSTEM, INCREASE ECONOMIC OPPORTUNITIES FOR RESIDENTS, AND FURTHER ESTABLISH NEIGHBORHOOD PROGRESS' ROLE AS A LEADER IN CLEVELAND COMMUNITY DEVELOPMENT EFFORTS.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	THOMAS COYNE IS BROTHER OF TERRY COYNE, AN UNPAID TRUSTEE OF AFFILIATED ORGANZATION, VILLAGE CAPITAL CORPORATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 10B	THE ORGANIZATION'S BOARD OF DIRECTORS APPROVES ALL CHANGES TO GOVERNING DOCUMENTS OF THE AFFILIATES IT CONTROLS THE BOARD OF DIRECTORS IS REGULARLY UPDATED ON THE ACTIVITIES OF ITS AFFILIATES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	FORM 990 IS PREPARED BY A PROFESSIONAL TAX FIRM, REVIEWED BY THE CHIEF FINANCIAL OFFICER AND REVIEWED AND SIGNED BY THE PRESIDENT OF NPI A COPY OF FORM 990 IS PROVIDED TO ALL BOARD MEMBERS PRIOR TO FILING

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12	THE ORGANIZATION MAINTAINS A WRITTEN CONFLICT OF INTEREST POLICY IF THE POSSIBILITY OF A CONFLICT OF INTEREST EXISTS, STAFF ARE REQUIRED TO DISCLOSE THE DETAILS OF THE SITUATION TO THEIR SUPERVISOR AND BOARD MEMBERS SHALL RECUSE THEMSELVES FROM VOTING ANNUALLY EACH TRUSTEE AS WELL AS SENIOR STAFF MEMBERS MUST COMPLETE AND SIGN A CONFLICT OF INTEREST QUESTIONNAIRE DISCLOSING IN WRITING ANY POTENTIAL CONFLICTS OF INTEREST SUCH ANNUAL STATEMENTS AND ANY OTHER DISCLOSURES OF A POSSIBILITY OF A CONFLICT OF INTEREST SHALL BE MANTAINED BY THE OFFICE MANAGER TO VERIFY THIS CONFLICT OF INTEREST POLICY HAS BEEN FOLLOWED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	THE COMPENSATION OF THE ORGANIZATION'S PRESIDENT AND CEO IS DETERMINED BY THE BOARD OF DIRECTORS, WHO ARE LOCAL BUSINESS LEADERS FAMILIAR WITH COMPARABILITY OF COMPENSATION LEVELS FOR EXECUTIVES IN THE GEOGRAPHIC REGION AND DRAW UPON VAST BUSINESS EXPERTISE. THE SALARIES OF KEY EMPLOYEES IN THE ORGANIZATION ARE DETERMINED BY THE PRESIDENT AND CEO, AND ARE COMMENSURATE WITH THE SIZE OF THE ORGANIZATION AS WELL AS THE LEVEL AND SCOPE OF RESPONSIBILITY. COMPARABILITY DATA HAS BEEN USED FOR CONFIRMING COMPENSATION LEVELS OF CERTAIN STAFF.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
AUDIT OVERSIGHT	FORM 990, PART XI, LINE 2C	NPI'S AUDIT COMMITTEE ASSUMES OVERSIGHT OF THE AUDIT AND RECOMMENDS TO THE FULL NPI BOARD APPROVAL OF THE SELECTION OF THE INDEPENDENT ACCOUNTANT AND ALSO RECOMMENDS TO THE FULL NPI BOARD APPROVAL OF THE FINAL AUDIT REPORTS THIS PROCESS DID NOT CHANGE FROM PRIOR YEAR

Identifier	Return Reference	Explanation
ORGANIZATION INVESTED IN PARTNERSHIPS	FORM 990, PART VI, SECTION B, LINE 16A	THE ORGANIZATION INVESTED IN SEVERAL PARTNERSHIPS THE ORGANIZATION ALSO CONTRIBUTED FUNDING TO STL HOUSING LLC, A PARTNERSHIP BETWEEN AFFILIATE NEW VILLAGE CORPORATION AND BUCKEYE AREA DEVELOPMENT CORPORATION (BOTH TAX-EXEMPT, 501(C)(3) ORGANIZATIONS) IN ORDER TO FURTHER THE ORGANIZATION'S MISSION

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
NEIGHBORHOOD PROGRESS INC

Employer identification number
34-1611055

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
(1) NPIFS LLC 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 27-1243843	REAL ESTATE RENTAL AND SALES TO COMBAT BLIGHT	OH	58,605	1,148,939	NEIGHBORHOOD PROGRESS INC

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
(1) NEW VILLAGE CORP 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 34-1653986	REAL ESTATE DEVELOPMENT TO COMBAT BLIGHT	OH	501 (C)(3)	LINE 7	NEIGHBORHOOD PROGRESS INC		No
(2) VILLAGE CAPITAL CORP 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 34-1704488	LENDING FOR COMMUNITY DEVELOPMENT	OH	501 (C)(3)	LINE 11A, I	NEIGHBORHOOD PROGRESS INC		No

Part III

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

(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) Dispropportionate 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		Yes	No	
(1) FRIES AND SCHUELE LTD 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 34-1947105	RESIDENTIAL REAL ESTATE TO COMBAT BLIGHT	OH	NEIGHBORHOOD PROGRESS INC	EXCLUDED				No		Yes		99 500 %
(2) ARBOR PARK PLACE LLC 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 84-1628498	RETAIL REAL ESTATE TO COMBAT BLIGHT	OH	NEW VILLAGE CORP	N/A				No			No	99 250 %
(3) STL HOUSING LLC 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 57-1151167	RESIDENTIAL REAL ESTATE TO COMBAT BLIGHT	OH	NEW VILLAGE CORP	N/A				No			No	50 000 %
(4) OPPORTUNITY HOUSING CLEVELAND 2999 PAYNE AVE CLEVELAND, OH 44114 26-3246341	RESIDENTIAL REAL ESTATE TO COMBAT BLIGHT	OH	NEW VILLAGE CORP	EXCLUDED				No			No	50 000 %
(5) SAINT LUKE'S PHASE III LLC 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 61-1717963	RETAIL REAL ESTATE TO COMBAT BLIGHT	OH	STL GRP-E CORP	EXCLUDED				No			No	100 000 %
(6) SAINT LUKE'S PHASE III MASTER TENANT LLC 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 46-3194268	RETAIL REAL ESTATE TO COMBAT BLIGHT	OH	NEW VILLAGE CORP	EXCLUDED				No			No	100 000 %

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.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) ST LUKE'S POINTE HOMEOWNERS' ASSOCIATION 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 20-8546912	HOMEOWNERS' ASSOCIATION	OH	STL HOUSING LLC	C			87 000 %		No
(2) STL GP-1 CORP 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 27-4725064	DEVELOPING QUALITY AFFORDABLE HOUSING	OH	STL HOUSING LLC	C	238,497	1,583,023	100 000 %		No
(3) STL GP-2 CORP 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 46-0730923	DEVELOPING QUALITY AFFORDABLE HOUSING	OH	STL DEVELOPMENT LLC	C			100 000 %		No
(4) CLEVELAND HOUSING RENEWAL PROJECT 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104	REAL ESTATE ACTIVITIES TO COMBAT BLIGHT	OH	LAND ASSEMBLY FOR NEIGHBORHOOD	C			100 000 %		No
(5) STL GP-3 CORP 11327 SHAKER BLVD SUITE 500W CLEVELAND, OH 44104 46-3194152	RETAIL REAL ESTATE TO COMBAT BLIGHT	OH	STL DEVELOPMENT LLC	C			100 000 %		No

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)

Yes

No

1a Yes

1b Yes

1c

1d Yes

1e Yes

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

1s

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) FRIES AND SCHUELE LTD	A	13,060	FMV
(2) STL HOUSING LLC	B	91,273	FMV
(3) FRIES AND SCHUELE LTD	D	444,808	FMV
(4) STL HOUSING LLC	E	30,000	FMV
(5) ARBOR PARK PLACE	B	10,000	FMV

Schedule R (Form 990) 2012

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

[illegible]

Software ID:

Software Version:

EIN: 34-1611055

Name: NEIGHBORHOOD PROGRESS INC

Part VII

Supplemental Information

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

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

-->