

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 private foundations)

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form. Information about Form 990 and its instructions is at www.IRS.gov/form990.

OMB No. 1545-0047

2013 Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable:

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

C Name of organization: PRICE HILL WILL
Doing Business As
Number and street (or P.O. box if mail is not delivered to street address): 3724 ST LAWRENCE AVENUE
Room/suite
City or town, state or province, country, and ZIP or foreign postal code: CINCINNATI, OH 45205

D Employer identification number: 20-1452663

E Telephone number: (513) 251-3800

G Gross receipts \$ 1,364,191

F Name and address of principal officer: J KENNETH SMITH, 819 GREER STREET, COVINGTON, KY 41011

H(a) Is this a group return for subordinates? Yes No

H(b) Are all subordinates 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.PRICEHILLWILL.ORG

K Form of organization: Corporation Trust Association Other

L Year of formation: 2004

M State of legal domicile: OH

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: THE PRIMARY PURPOSE OF PRICE HILL WILL IS CREATING A CONSTRUCTIVE CHANGE FOR PRICE HILL COMMUNITY IN CINCINNATI, OHIO BY ORGANIZING RESIDENTS AROUND DIFFERENT AREAS SUCH AS: CHURCHES, HOUSING, SCHOOLS, ARTS, BEAUTIFICATION, BLOCK CLUBS, SAFETY, ETC.

2 Check this box

Table with 3 columns: Line number, Description, and Value. Rows include 3 (Number of voting members: 16), 4 (Number of independent voting members: 16), 5 (Total number of individuals employed: 12), 6 (Total number of volunteers: 362), 7a (Total unrelated business revenue: 0), 7b (Net unrelated business taxable income: 0).

Revenue

Table with 3 columns: Line number, Description, and Values for Prior Year and Current Year. Rows include 8 (Contributions and grants: 681,268 / 984,448), 9 (Program service revenue: 240,403 / 800), 10 (Investment income: -180,244 / 1,208), 11 (Other revenue: -231,293 / 30,766), 12 (Total revenue: 510,134 / 1,017,222).


Expenses

Table with 3 columns: Line number, Description, and Values for Prior Year and Current Year. Rows include 13 (Grants and similar amounts paid: 20,000 / 15,000), 14 (Benefits paid: 0 / 0), 15 (Salaries, other compensation: 357,692 / 362,026), 16a (Professional fundraising fees: 0 / 0), 17 (Other expenses: 171,513 / 220,423).

	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	549,205	597,449
	19 Revenue less expenses. Subtract line 18 from line 12	-39,071	419,773
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	1,370,557	1,668,847
	21 Total liabilities (Part X, line 26)	340,230	218,747
	22 Net assets or fund balances. Subtract line 21 from line 20	1,030,327	1,450,100

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	2014-08-20
	Date		
		J KENNETH SMITH EXECUTIVE DIRECTOR	
		Type or print name and title	

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

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [checked]

1 Briefly describe the organization's mission:

THE PRIMARY PURPOSE OF PRICE HILL WILL IS CREATING A CONSTRUCTIVE CHANGE FOR PRICE HILL COMMUNITY IN CINCINNATI, OHIO BY ORGANIZING RESIDENTS AROUND DIFFERENT AREAS SUCH AS: CHURCHES, HOUSING, SCHOOLS, ARTS, BEAUTIFICATION, BLOCK CLUBS, SAFETY, ETC.

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

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 \$ 176,645 including grants of \$) (Revenue \$ -111,129) PRICE HILL WILL'S REAL ESTATE DEVELOPMENT PROGRAM IS DESIGNED TO STABILIZE THE HOUSING MARKET IN PRICE HILL, PROVIDE SUPPORT AND INCENTIVES TO ALL PARTS OF THE HOUSING MARKET, AND TO CREATE NEW CONFIDENCE IN THE MARKET. EXISTING HOMEOWNERS WILL FEEL COMFORTABLE WITH THEIR INVESTMENTS AND WANT TO STAY IN THE NEIGHBORHOOD, RENTERS WILL FEEL CONNECTED TO THE COMMUNITY AND WANT TO BECOME HOMEOWNERS, AND NEW BUYERS WILL BE ATTRACTED TO THE NEIGHBORHOOD. A CENTRAL PART OF THE REAL ESTATE DEVELOPMENT WORK INVOLVES THE BUY-IMPROVE-DEMOLISH-SELL STRATEGY WHERE DISTRESSED, FORECLOSED OR VACANT HOMES ARE PURCHASED, REHABILITATED OR RAZED AND SOLD TO NEW HOMEOWNERS. ADDITIONALLY, OTHER STRATEGIES ARE DESIGNED TO STABILIZE AND IMPROVE HOUSING CONDITIONS IN PRICE HILL INCLUDING REDUCTION OF BLIGHT, PROMOTION OF HOME OWNERSHIP, ADVOCACY FOR CHANGE IN PUBLIC POLICY, PARTNERSHIPS WITH OTHER ORGANIZATIONS, AND INCREASING FOCUS ON IMPROVEMENTS TO THE BUSINESS DISTRICT. IN 2013, PRICE HILL WILL PURCHASED 4 HOMES, REHABILITATED 9, AND SOLD 2 TO HOMEOWNER OCCUPANTS. PRICE HILL WILL ALSO PURCHASED SEVERAL PARCELS OF LAND, INCLUDING A COMMERCIAL BUILDING AS PART OF A REDEVELOPMENT PROJECT.

4b (Code:) (Expenses \$ 297,762 including grants of \$ 15,000) (Revenue \$) PRICE HILL WILL'S CIVIC ENGAGEMENT PROGRAM IS DESIGNED TO ACTIVELY INVOLVE COMMUNITY MEMBERS IN THE REVITALIZATION OF THEIR NEIGHBORHOOD. THE ORGANIZATION'S FOUNDING MEMBERS RECOGNIZED THAT PHYSICAL REVITALIZATION OF THE NEIGHBORHOOD WOULD NOT BE ENOUGH TO ACHIEVE SUSTAINABLE CHANGE - COMMUNITY MEMBERS AND NEIGHBORHOOD INSTITUTIONS NEEDED STRONG COMMUNICATION NETWORKS TO ACCESS WAYS TO IMPROVE AND MAINTAIN THE QUALITY OF LIFE THEY HOPE TO EXPERIENCE DAILY. OVER 2,000 SURVEYS WERE COMPLETED IN THE ORGANIZATION'S ORIGINAL PLANNING PROCESS TO DETERMINE WHAT THE COMMUNITY VALUED MOST ABOUT PRICE HILL. THEMES FROM THOSE SURVEYS HELPED TO FORM COMMITTEES THAT RESIDENTS WERE ENCOURAGED TO JOIN. THOSE COMMITTEES ARE KNOWN AS COMMUNITY ACTION TEAMS OR CATS. SOME OF THESE GROUPS CONTINUE AS A CAT WHILE OTHER RESIDENT-LED GROUPS HAVE CHOSEN TO MOVE AWAY FROM THAT PARTICULAR TITLE. EACH RESIDENT-LED COMMITTEE HAS SPECIFIC GOALS BASED ON ITS FOCUS AREA; THE GOAL OF THE PHW'S DIRECTOR OF COMMUNITY ENGAGEMENT IS TO PROVIDE FULL-TIME STAFF LEVEL SUPPORT, RECRUIT NEW MEMBERS, AND FORM CONNECTIONS BETWEEN THE COMMITTEES AND OTHER COMMUNITY GROUPS. IN ADDITION TO CONTINUED SUPPORT OF THE COMMUNITY ACTION TEAMS (HOUSING, ARTS AND EDUCATION), THE ORGANIZATION EXPANDED ITS COMMUNITY ENGAGEMENT PROGRAMMING IN 2013 TO INCLUDE A SUSTAINABILITY PROGRAM, WHICH FOCUSES ON THREE KEY COMPONENTS: CENTRALIZED COMMUNITY GARDENING, PROMOTION OF SUSTAINABLE PRACTICES SUCH AS RECYCLING, HOME-BASED GARDENING SUPPORT/CONSULTATION AND NUTRITION EDUCATION. EITHER THROUGH DIRECT SUPPORT BY STAFF OR BY STRATEGIC PARTNERSHIPS, PRICE HILL WILL HAS INCREASED COMMUNITY ACCESS TO THE KNOWLEDGE AND RESOURCES NEEDED TO TAKE PART IN HEALTHY AND ENVIRONMENTALLY-SUSTAINABLE LIVING. OVER 300 VOLUNTEERS PARTICIPATED IN TOPIC AND/OR PROJECT-BASED COMMITTEES SUPPORTED BY STAFF INCLUDING A COMMITTEE THAT, FOR THE FIRST TIME IN ORGANIZATIONAL HISTORY, PLANNED AND RAISED FUNDS FOR A MAJOR PUBLIC SPACE DEVELOPMENT PROJECT IN THE BUSINESS DISTRICT. EXAMPLES OF THE WORK BEING DONE BY THESE GROUPS INCLUDE ORGANIZING AND SPONSORING FREE COMMUNITY EVENTS AND FESTIVALS, CREATING AND MANAGING SEVERAL COMMUNITY GARDENS, INSTALLING PUBLIC ART, AND ORGANIZING CRIME PREVENTION STRATEGIES. ALL PROGRAMMING TAKES PLACE WITHIN EAST, WEST, AND/OR LOWER PRICE HILL, THOUGH SOME RESIDENT-LED INITIATIVES ARE ALIGNED WITH CITY AND STATE LEVEL ADVOCACY EFFORTS AFFECTING COMMUNITY DEVELOPMENT IN PRICE HILL (I.E. HOUSING). IN 2011, PRICE HILL WILL BEGAN A PROGRAM CALLED MYCINNATI (MUSIC FOR YOUTH IN CINCINNATI), WHICH IS A FREE AFTER-SCHOOL MUSIC PROGRAM THAT OFFERS STUDENTS IN PRICE HILL THE OPPORTUNITY TO STUDY AN INSTRUMENT AND PLAY IN AN ORCHESTRA. THE MISSION OF MYCINNATI IS TO USE CLASSICAL MUSIC AS A TOOL FOR YOUTH DEVELOPMENT AND COMMUNITY ENGAGEMENT BY PROVIDING URBAN CHILDREN WITH ACCESS TO FREE, INTENSE, HIGH-QUALITY MUSICAL INSTRUCTION. MYCINNATI STUDENTS ARE ENGAGED IN INTENSIVE MUSIC PROGRAMMING FOR 2 HOURS EVERY WEEKDAY AFTER SCHOOL. STUDENTS PARTICIPATE IN GROUP AND PRIVATE LESSONS, ORCHESTRA REHEARSALS, BUCKET DRUMMING, MUSICIANSHIP CLASSES, AND GIVE FREQUENT PERFORMANCES THROUGHOUT CINCINNATI. THE PROGRAM STARTED WITH 11 STUDENTS IN 2011, AND HAD GROWN TO 50 STUDENTS BY DECEMBER 2013.

4c (Code:) (Expenses \$ 68,246 including grants of \$) (Revenue \$) PRICE HILL WILL'S ECONOMIC DEVELOPMENT PROGRAM PROVIDES BUSINESS ASSOCIATION STAFF SUPPORT, GRANT WRITING TECHNICAL ASSISTANCE FOR COMMUNITY COUNCILS/BUSINESS ASSOCIATIONS, HELP WITH PLANNING & DESIGN PROJECTS, MATCHING GRANTS (WHEN FUNDS ARE AVAILABLE), AND REFERRALS TO SMALL BUSINESS DEVELOPMENT PROGRAMS. IN 2011, PHW LEAD THE PROCESS OF CREATING A CORRIDOR PLAN FOR THE INCLINE DISTRICT OF EAST PRICE HILL, WHICH WAS FORMALLY ADOPTED BY THE CITY OF CINCINNATI IN 2012. THE ORGANIZATION WAS ALSO SUCCESSFUL IN SECURING A COMMUNITY ENTERTAINMENT DISTRICT DESIGNATION IN THAT SAME YEAR. BOTH ACCOMPLISHMENTS HAVE LED TO MAJOR PRIVATE AND PUBLIC

SECTOR INVESTMENTS WITHIN THE PLANNING AREA THAT INITIATED IN 2013, INCLUDING EXTENSIVE RENOVATION OF A RECREATION FACILITY, DEDICATION OF DEPARTMENT OF TRANSPORTATION AND ENGINEERING RESOURCES FOR STREETScape DESIGN ALONG THE DISTRICT'S MAIN CORRIDOR AND A BRAND NEW PERFORMING ARTS THEATRE (CONSTRUCTION TO BEGIN IN 2014).PHW IS NOW RECOGNIZED AS A KEY PARTNER IN BUSINESS DISTRICT DEVELOPMENT BY THE PRICE HILL COMMUNITY AND THE CITY OF CINCINNATI. PRICE HILL WILL IS ACTIVELY WORKING THROUGH MEDIA AWARENESS AND PROMOTIONAL EFFORTS TO IMPROVE THE IMAGE OF THE NEIGHBORHOOD THROUGHOUT THE AREA. THE GOAL IS TO ENHANCE PEOPLE'S AWARENESS OF THE POSITIVE ASPECTS OF PRICE HILL IN ORDER TO DRAW MORE PEOPLE TO BUY HOMES, START BUSINESSES AND SHOP IN THE NEIGHBORHOOD. PRICE HILL WILL UTILIZES SOCIAL MEDIA, EARNED MEDIA (THE PRESS), PAID ADVERTISING, WEBSITES AND DOOR TO DOOR MARKETING TO INFORM RESIDENTS OF EVENTS AND NEWS OF THE COMMUNITY. ACHIEVEMENTS INCLUDE ASSISTING THE EAST PRICE HILL BUSINESS ALLIANCE IN DEVELOPING AN EFFECTIVE MEMBERSHIP-BASED ORGANIZATION, HELPING RESIDENTS TO SECURE CITY INVESTMENT IN A PUBLIC SQUARE AND IMPLEMENTING THE BEGINNING PHASES OF TWO CITY-APPROVED MASTER DESIGN PLANS.

4d	Other program services (Describe in Schedule O.)			
	(Expenses \$	including grants of \$) (Revenue \$)
4e	Total program service expenses ▶	542,653		

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	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	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		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		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		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		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		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		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		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		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.		
11a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	Yes	
11b	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		No
11c	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		No
11d	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		No
11e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		No
11f	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		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	Yes	
12b	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		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
14b	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		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		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)*
- 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*
- 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*
- 20a** Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*
- b** If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	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? <i>If "Yes," complete Schedule J</i>	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>	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? <i>If "Yes," complete Schedule L, Part III</i>	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? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	Yes	
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? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	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? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No

- 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* 
- 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.

37		No
38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question ID (1a-10), question text, and Yes/No response boxes. Includes questions about Form 1096, W-2G forms, gaming, employees, federal returns, foreign accounts, prohibited transactions, and deductible contributions.

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	1,364,191		
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? <i>If "No," provide an explanation in Schedule O . . .</i>	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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	16	
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?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		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?		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?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	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		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?		No
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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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	Yes	
15b	Other officers or key employees of the organization		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?
- b** If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

16a		No
16b		

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed▶ _____
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you 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:
▶ KIRK KREMER 3724 SAINT LAWRENCE AVENUE CINCINNATI, OH 45205 (513) 251-3800

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

Check if Schedule O contains a response or note to any line 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) DENNIS COSCKIE DIRECTOR	2.00	X						0	0	0
(2) JEFF CRAMERDING DIRECTOR	2.00	X						0	0	0
(3) MAUREEN COX DIRECTOR	2.00	X						0	0	0
(4) CYNDY DRIEHAUS DIRECTOR	2.00	X						0	0	0
(5) SALLY DUFFY DIRECTOR	2.00	X						0	0	0
(6) BOB FITZPATRICK DIRECTOR	2.00	X						0	0	0
(7) MELISSA WEGMAN DIRECTOR	2.00	X						0	0	0
(8) FRANK HOLLISTER DIRECTOR	2.00	X						0	0	0

(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			
(9) SANDY HOWE DIRECTOR	2.00	X						0	0	0
(10) CARL KISSINGER DIRECTOR	2.00	X						0	0	0
(11) TOM KOOPMAN DIRECTOR	2.00	X						0	0	0
(12) DORIAN DANIELS DIRECTOR	2.00	X						0	0	0
(13) BRETT NOLAN VICE-CHAIRMAN	2.00	X		X				0	0	0
(14) PAT BRUNS CHAIRMAN	2.00	X		X				0	0	0
(15) JOHN PLOEHS SECRETARY	2.00	X		X				0	0	0
(16) DAN DOERFLEIN TREASURER	2.00	X		X				0	0	0
(17) KEN SMITH EXECUTIVE DIRECTOR	40.00			X				69,514	0	7,927

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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			
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							69,514	0	7,927	

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

Table with columns (A) Total revenue, (B) Related or exempt function revenue, (C) Unrelated business revenue, and (D) Revenue excluded from tax under sections 512-514. Rows include Contributions, Gifts, Grants and Other Similar Amounts (1a-1f), Program Service Revenue (2a-2f), and Other Revenue (3-5, 6a-6d).

	(i) Securities	(ii) Other		
7a Gross amount from sales of assets other than inventory				
b Less: cost or other basis and sales expenses				
c Gain or (loss)				
d Net gain or (loss)				
8a Gross income from fundraising events (not including \$ 12,649 of contributions reported on line 1c). See Part IV, line 18				
a				
b Less: direct expenses				
c Net income or (loss) from fundraising events			-840	-840
9a Gross income from gaming activities. See Part IV, line 19				
a				
b Less: direct expenses				
c Net income or (loss) from gaming activities				
10a Gross sales of inventory, less returns and allowances				
a				
b Less: cost of goods sold				
c Net income or (loss) from sales of inventory			-112,041	-112,041
Business Code				
Miscellaneous Revenue				
11a SETTLEMENT CLAIM			141,920	141,920
900099				
b				
c				
d All other revenue				

e					
Total. Add lines 11a-11d ▶		141,920			
12					
Total revenue. See Instructions. ▶		1,017,222	32,406	0	368

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line 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	15,000	15,000		
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	77,441	58,081	19,360	
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	229,306	219,870	9,436	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,591	3,392	199	
9 Other employee benefits	28,752	27,132	1,620	
10 Payroll taxes	22,936	20,524	2,412	
11 Fees for services (non-employees):				
a Management				
b Legal	18,534	18,534		
c Accounting	11,300	9,975	1,325	
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)	60,620	57,315	3,305	
12 Advertising and promotion	2,795	2,745	50	
13 Office expenses	12,724	10,604	2,120	
14 Information technology				
15 Royalties				
16 Occupancy	28,403	24,303	4,100	
17 Travel	2,328	1,948	380	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	6,792	5,204	1,588	
20 Interest	2,208	2,208		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	4,768		4,768	
23 Insurance	10,626	8,996	1,630	
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 PROGRAM SUPPLIES	34,300	34,022	278	
b FURN. & EQUIP. RENTAL	8,789	7,973	816	
c STAFF EDUCATION	7,981	7,177	804	
d MISCELLANEOUS EXPENSE	6,766	6,702	64	
e All other expenses	1,489	948	541	
25 Total functional expenses. Add lines 1 through 24e	597,449	542,653	54,796	0
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

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Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX

		(A) Beginning of year		(B) End of year
1	Cash—non-interest-bearing	647,013	1	428,875
2	Savings and temporary cash investments	106,349	2	106,735
3	Pledges and grants receivable, net	60,978	3	281,789
4	Accounts receivable, net		4	
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		7	
8	Inventories for sale or use	420,566	8	721,964
9	Prepaid expenses and deferred charges	15,462	9	10,469
10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 153,612		
b	Less: accumulated depreciation	10b 34,597	10c	119,015
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		13	
14	Intangible assets		14	
15	Other assets. See Part IV, line 11		15	
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,370,557	16	1,668,847
17	Accounts payable and accrued expenses	75,815	17	32,710
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	195,102	23	186,037
24	Unsecured notes and loans payable to unrelated third parties		24	
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	69,313	25	0
26	Total liabilities. Add lines 17 through 25	340,230	26	218,747
Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
27	Unrestricted net assets	964,298	27	1,344,968
28	Temporarily restricted net assets	66,029	28	105,132
29	Permanently restricted net assets		29	
Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
30	Capital stock or trust principal, or current funds		30	

31	Paid-in or capital surplus, or land, building or equipment fund		31	
32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	1,030,327	33	1,450,100
34	Total liabilities and net assets/fund balances	1,370,557	34	1,668,847

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,017,222
2	Total expenses (must equal Part IX, column (A), line 25)	2	597,449
3	Revenue less expenses. Subtract line 2 from line 1	3	419,773
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,030,327
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	1,450,100

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ 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: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> 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.		