

NEIGHBORHOOD DEVELOPMENT FUND
Not-for-Profit Transmittal and Approval Form

RECEIVED
DATE 9-29-14 TIME: 11:23am

Applicant/Program: Dreams with Wings Jack O' Lantern stroll

Executive Summary of Request:

This a free, open to the public, event that will be held on October 24, 2014. there will be over 1500 pumpkins that will be displayed and families are invited to come view and trick or treat in a safe community environment. Activities will included live music, dance performers, food, children's activities, games and of course the entire field will be aglow with Jack O' Lanterns.

Is this program/project a fundraiser?

Yes No

Is this applicant a faith based organization?

Yes No

Does this application include funding for sub-grantee(s)?

Yes No

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

8TH
District #

James L. Down
Council Member Signature

\$1500.00
Amount

Sept 24, 2014
Date

Primary Sponsor Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

Approved by:

Appropriations Committee Chairman

Date

Clerk's Office Only:

Request Amount: _____

Committee Amended Appropriation: _____

Original Appropriation: _____

Council Amended Appropriation: _____

NDF NON-PROFIT APPLICATION CHECKLIST

Legal Name of Applicant Organization: Dreams With Wings		
Program Name: \$1,500.00	Request Amount: \$1,500.00	Yes/No/NA
Request form: Is the NDF request form signed by all Council Member(s) appropriating funding?		yes
Request form: Is the funding proposed less than or equal to the request amount?		yes
Request form: Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?		yes
Application Page 1: Has prior Metro funds committed/granted been disclosed?		yes
Application Page 1: Is the application properly signed and dated by authorized signatory?		yes
Application Page 3: Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?		na
Application Pages 3 – 5: Is the proposed public purpose of the program well-documented?		yes
Application 4: Is there adequate documentation of how the proceeds of the fundraiser will be spent?		yes
Application Budget Page 6: Does the application budget reflect only the revenue and expenses of the project/program (page 6) if the request is not an operating budget request? Is all detail schedules included for "Metro, Non Metro and Total" expense funds for client assistance, community events & festivals and other expenses? And does the Non-Metro Revenue equal the Non-Metro expenses?		yes
Faith Based Organizations: Is the signed Faith Based Form signed and included?		na
Jefferson County Only: Will all funding be spent in Louisville/Jefferson County?		yes
Capital Project(s) request: Is the cost estimate(s) from proposed vendor(s) included?		na
Good Standing: Is the entity in good standing with: <ul style="list-style-type: none"> • Kentucky Secretary of State – include Secretary of State website information on organization • Louisville Metro Government – check OMB monthly report filed in Council Financial Reports • Internal Revenue Service – most recent Form 990 included 		yes
Separate Taxing Districts: If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?		no
Small Cities: Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Determination letter not required, Form 990 not required, but KY SOS acknowledgement is)		na
Operating Requests: Is recommended operating funding less than or equal to 33% of total operating budget?		yes
IRS Exempt Proof: Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?		yes
Operating Budget: Is the organization's current fiscal year operating budget included?		yes
Ordinance Required: Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.		na
Board Members: Is the entity's board member list (with term length/term limits) included?		yes
Staff: Is a list of the highest paid staff included with their expected annual personnel costs?		yes
Annual Audit: Is the most recent annual audit (if required by organization) included?		na
Rent Requests: Is a copy of signed lease included?		yes
Articles of Incorporation: Are the Articles of Incorporation of the organization included?		yes
IRS Form W-9: Is the IRS Form W-9 included?		na/yes
Evaluation Forms: Are the evaluation forms (if program participants are given evaluation forms) included?		no
Affirmative Action: Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?		yes
Prepared by: \$1,500.00		Date: September 24, 2014

DREAMS WITH WINGS, INC.**General Information**

Organization Number	0496528
Name	DREAMS WITH WINGS, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	6/21/2000
Organization Date	6/21/2000
Last Annual Report	6/17/2014
Principal Office	1579 BARDSTOWN ROAD LOUISVILLE, KY 40205
Registered Agent	JENIFER FROMMEYER 1579 BARDSTOWN RD LOUISVILLE, KY 40205

Current Officers

President	<u>Mitzi Wyrick</u>
Vice President	<u>Diane Hartley</u>
Secretary	<u>David Harris</u>
Treasurer	<u>Susan Egger</u>
Director	<u>Wayne Hancock</u>
Director	<u>Karen Abney</u>
Director	<u>Edward Seitz, Jr</u>

Individuals / Entities listed at time of formation

Director	<u>MARGE HILLENMEYER</u>
Director	<u>JENIFER FROMMEYER</u>
Director	<u>KAREN CASSIDY</u>
Director	<u>MILDRED PRUITT</u>
Director	<u>JANE EMKE</u>
Director	<u>JANE NAISER</u>
Director	<u>MARY SCHEEN</u>
Incorporator	<u>JENIFER FROMMEYER</u>

Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

<u>Annual Report</u>	6/17/2014	1 page	<u>PDF</u>
<u>Annual Report</u>	7/5/2013	1 page	<u>PDF</u>
<u>Annual Report</u>	6/14/2012	1 page	<u>PDF</u>

Annual Report	5/6/2011	1 page	PDF	
Annual Report	5/11/2010	1 page	PDF	
Annual Report	7/8/2009	1 page	PDF	
Annual Report	1/16/2008	1 page	PDF	
Annual Report	6/1/2007	1 page	PDF	
Annual Report	3/3/2006	1 page	tiff	PDF
Annual Report	3/14/2005	1 page	PDF	
Annual Report	5/5/2003	1 page	tiff	PDF
Annual Report	8/27/2002	1 page	tiff	PDF
Annual Report	8/15/2001	1 page	tiff	PDF
Amendment	5/18/2001	2 pages	tiff	PDF
Articles of Incorporation	6/21/2000	6 pages	tiff	PDF

Assumed Names

Activity History

Filing	File Date	Effective Date	Org. Referenced
Annual report	6/17/2014 3:30:05 PM	6/17/2014 3:30:05 PM	
Annual report	7/5/2013 8:12:14 AM	7/5/2013 8:12:14 AM	
Annual report	6/14/2012 10:25:14 AM	6/14/2012 10:25:14 AM	
Annual report	5/6/2011 12:58:34 PM	5/6/2011 12:58:34 PM	
Annual report	5/11/2010 3:43:32 PM	5/11/2010 3:43:32 PM	
Annual report	7/8/2009 9:34:14 AM	7/8/2009 9:34:14 AM	
Annual report	1/16/2008 1:10:47 PM	1/16/2008 1:10:47 PM	
Annual report	6/1/2007 10:55:21 AM	6/1/2007 10:55:21 AM	
Annual report	3/3/2006 10:39:28 AM	3/3/2006	
Annual report	3/14/2005	3/14/2005	
Registered agent address change	5/4/2004 2:11:32 PM	5/4/2004	
Annual report	3/19/2004	3/19/2004	
Amendment - Miscellaneous amendments	5/18/2001 1:49:45 PM	5/18/2001	
Add	6/21/2000 10:05:08 AM	6/21/2000	

Microfilmed Images

Microfilm images are not available online. They can be ordered by faxing a [Request For Corporate Documents](#) to the Corporate Records Branch at 502-564-5687.

Annual Report	12/31/2004 2:10:42 PM	1 page
Statement of Change	5/4/2004	1 page

Annual Report	5/5/2003	1 page
Annual Report	8/27/2002	1 page
Annual Report	8/15/2001	1 page
Amendment	5/18/2001	2 pages
Articles of Incorporation	6/21/2000	5 pages



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 - APPLICANT INFORMATION			
Legal Name of Applicant Organization: Dreams With Wings <small>(as listed on: http://www.sos.kv.gov/business/records)</small>			
Main Office Street & Mailing Address: 1579 Bardstown Road			
Website: www.dreamswithwings.org			
Applicant Contact:	Jenifer Frommeyer	Title:	Executive Director
Phone:	502-640-3318	Email:	j.frommeyer@dreamswithwings.org
Financial Contact:	Cathy Logsdon	Title:	Accounting Director
Phone:	502-459-4647	Email:	clogsdon@dreamswithwings.org
Organization's Representative who attended NDF Training: Jenifer Frommeyer			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):	Louisville Slugger Field (401 E. Main, Louisville, KY)		
Council District(s):	4	Zip Code(s):	40202
SECTION 2 - PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: Dreams with Wings Jack O' Lantern Stroll			
Total Request: (\$)	1500.00	Total Metro Award (this program) in previous year: (\$)	\$2000.00
Purpose of Request (check all that apply): <input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation <input type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		<input checked="" type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if required <input checked="" type="checkbox"/> Staff including the 3 highest paid staff	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:	Louisville Metro Government	Amount: (\$)	6000 (Literacy/Camp)
Source:	Louisville Metro Government	Amount: (\$)	5000 (Dream Builders)
Source:	Louisville Metro Government	Amount: (\$)	2000 (Dreams With Wings Jack O Lantern Stroll)
Has the applicant contacted the BBB Charity Review for participation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 -- AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

The mission of Dreams With Wings is to empower individuals with intellectual disabilities, developmental disabilities and autism as they recognize their strengths, contribute to their communities and pursue their dreams. Services include: Dream Builders Adult Day Program, Residential Services, Case Management, Metro Dreams "U", Leisure Outreach, Supported Employment, Occupational/Physical/Psychological and Speech Therapies, Behavior Supports, In-Home Supports, Respite and Summer Camps for youth and teens with disabilities and autism.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 -- PROGRAM/PROJECT NARRATIVE

A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):

The 14th annual Jack O' Lantern Stroll will be held at Louisville Slugger Field, 401 E Main Street, on Friday, October 24, 2014. The event will take place from 6pm-9pm and will be free to the public. The event is preceded by community activities beginning on Monday, October 20 & 21 when DWW clients, staff and community volunteers pick 1500 pumpkins at two local pumpkin patches. Upon return from the patches the pumpkins are unloaded and set in place for carving to begin October 22 & 23. The carving will take place at Calvary Lutheran Church located at 1838 Bardstown Road. The site will be visited by hundreds of volunteers from the community over the two day carving period. The pumpkins will be transported and placed at Slugger Field on Friday, October 24th. The event provides a safe environment for families to trick or treat and enjoy the Halloween Holiday together. The event is a wonderful opportunity to unite our community. Activities included in the event are live music, dance performers, food, children's activities, games and of course the entire field will be aglow with 1,500 Jack O' Lanterns.

B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):

Requested funding will be used to offset the cost of facility rental, sign-age, Louisville's largest pumpkin pie, supplies for kid-friendly craft activities and trick-or-treat items for children who are unable to have candy due to allergy issues.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

C: If this request is a fundraiser, please detail how the proceeds will be spent:

The event was created to promote public awareness of the gifts and talents of those DWW supports with intellectual disabilities, developmental disabilities and autism. The event was developed to give those we support an opportunity to give back to the community as part of our mission. Our main focus is to provide a family friendly event that will help to improve the quality of life in our community.

D: For Expenditure Reimbursement Only – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:

Effective October 24, 2013, reimbursements should not be made unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):

- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
- ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:

- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.

JCF



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:
Success of the Stroll will be determined by attendance and feedback from participants. Families will be brought together in a safe environment to celebrate Halloween as a community. Community involvement is encouraged through volunteer opportunities in preparation of the event and the actual event.

F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.

Down Syndrome of Louisville and FEAT - partner for summer camp

Brightside - Adult Day Training Program maintains a Bright Spot as a volunteer project

Metro Parks Adapted Leisure Activities. Metro Dreams "U" is a partnership between Dreams With Wings and Metro Parks. Individuals served by DWW attended programs provided at Douglas Community Center.

Arts Reach/KY Center for the Arts - Awards Dreams many artistic privileges in the form of artist participation and performances

Sullivan University - Partnered with Dreams Adult Day Training Program in education our clients and staff in nutrition and culinary education

Meals On Wheels - Dreams Adult Day Training program delivers meals to individuals unable to leave their residences several days a week as an ongoing volunteer project

UofL Cards Care Program - Athletes volunteer and do service projects with clients at the Adult Day Training program and assist in activities at the Jack O Lantern Stroll event night.

Spalding University - The supervisor of Dreams Behavior Staff works with students in the behavior internship program

Bellarmine University - The Business Administration & HR Director works with students in the communication internship program



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column {1+2}=3
	Proposed Metro Funds	Non- Metro Funds	Total Funds
A: Personnel Costs Including Benefits		5000	5000.00
B: Rent/Utilities			
C: Office Supplies			
D: Telephone			
E: In-town Travel			
F: Client Assistance (Attach Detailed List)			
G: Professional Service Contracts	1000		1000.00
H: Program Materials	100	2600	2700.00
I: Community Events & Festivals (Attach Detail List)			
J: Small Equipment			
K: Capital Equipment			
L: Other Expenses (Attach Detail List)	400	1680	2080.00
*TOTAL PROGRAM/PROJECT FUNDS	1500	9280	10,780
% of Program Budget	14 %	86 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	9280
Fees Collected from Program Participants	
Other (please specify)	
Total Revenue for Columns 2 Expenses **	9280

**Total of Column 1 MUST match "Total Request on Page 1, Section 2"*

***Must equal or exceed total in column 2.*

JCF



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
Facility	5000	Fair Market Value
Volunteers	2100	75volx4hrsx\$7
Total Value of In-Kind <i>(to match Program Budget Line Item.</i> Volunteer Contribution & Other In Kind)	7100	Fair Market Value

* DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK

Agency Fiscal Year Start Date:

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO YES

If YES, please explain:



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 6 – CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end.
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked.

Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

Carolyn Bunton - Adult Day Training Director (Spouse LMPD)

SECTION 7 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

Signature of Legal Signatory:	<i>Jenifer C. Frommeyer</i>	Date:	9/23/14
Legal Signatory: (please print):	Jenifer Frommeyer	Title:	Executive Director
Phone:	502-459-4647	Extension:	n/a
Email:	j.frommeyer@dreamswithwings.org		

2014 Jack O' Lantern Stroll

Section 5-L

Estimated Other Expenses

Signage for the Night of the Event and Prior (Metro/DWW)	\$150
Louisville's Largest Pumpkin Pie Ingredients (DWW)	\$225
Trick or Treat Stations Trinkets (Metro/DWW)	\$350
Craft Supplies (Metro/DWW)	\$275
Carving Tools (DWW)	\$325
Cleaning Supplies (DWW)	\$135
Decorations (balloons/helium/haunted walkway) (DWW)	<u>\$430</u>
	\$1890

14th Annual Jack O' Lantern Stroll



Friday, October 24, 2014

Louisville Slugger Field

6:00 pm—9:00 pm

www.dreamswithwings.org

Presented by Dreams With Wings

The outfield is transformed into a glowing path of over 1,500 Jack O' Lanterns carved by Dreams With Wings artists and artists from our community!

This Family Friendly Event features trick-or-treating, arts and crafts, Louisville's largest pumpkin pie, Buddy Bat, Louisville League of Mascots, Krispy Kreme Doughnuts, live music, dance troops, Heitzman Traditional Bakery and much more! Rain or Shine.

Donations are accepted and benefit the nonprofit Dreams With Wings.



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2014 Jack O' Lantern Stroll

Section 5-L

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Cleaning Supplies (DWW)	\$135
Decorations (balloons/helium/haunted walkway)	<u>\$430</u>
	\$1890

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: NOV 17 2004

DREAMS WITH WINGS INC
1579 BARDSTOWN RD
LOUISVILLE, KY 40205-0000

Employer Identification Number:
[REDACTED]

DLN:
17053290718004
Contact Person: ERIC J BERTELSEN ID# 31323
Contact Telephone Number:
(877) 829-5500
Public Charity Status:
509(a)(2)

Dear Applicant:

Our letter dated DECEMBER 2000, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

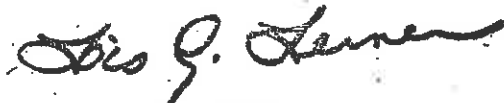
Based on the information you submitted, you are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, ~~Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization.~~
You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading between 8:00 a.m. - 6:30 p.m. Eastern time.

Please keep this letter in your permanent records.

Sincerely yours,



Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Letter 1050 (DO/CG)

Dreams with Wings, Inc
Profit & Loss Budget vs. Actual
 July 2013 through June 2014

Jul '13 - Jun 14

Ordinary Income/Expense

Income

Medicaid Income

Support Coordination	193,276.00
Adult Day Training	532,470.00
Supported Living	592,536.00
Staffed Residence Income	1,818,155.00
Family Home Provider	40,947.00
Respite (Employee Provided)	21,036.00
Respite(Contractor Provided)	11,340.00
Physical Therapy	47,088.00
Occupational Therapy	79,284.00
Speech Therapy	53,736.00
Behavior Support	359,415.00
Supported Employment-MAID	88,338.00

Total Medicaid Income 3,837,621.00

Private Pay Income

Support Coordination-Private Pa	29,688.00
Rental Income	21,600.00
Day Program Daily Fee	14,400.00
Private Pay Income - Other	36,000.00

Total Private Pay Income 101,688.00

Seven Counties Services Income

SCS-Supported Living Money	9,000.00
Seven Counties Services-Other	0.00

Total Seven Counties Services Income 9,000.00

Supported Employment 31,800.00

Charity Care -78,604.00

Client Liabilities 225,648.00

Summer Day Camp

Camp Fees-Michele P 44,204.00

Summer Day Camp-Autism

Camp Fees-Michele P 21,000.00

Summer Day Camp-Autism - Other 44,920.00

Total Summer Day Camp-Autism 65,920.00

Summer Day Camp - Other 33,700.00

Total Summer Day Camp 143,824.00

Bauer Rent 10,800.00

Total Income 4,281,777.00

Dreams with Wings, Inc
Profit & Loss Budget vs. Actual
July 2013 through June 2014

Jul '13 - Jun 14

Gross Profit 4,281,777.00

Expense

Behavior Supports

Behavior Support Salaries	281,352.00
Social Security Tax	17,184.00
Medicare	4,078.00
Unemployment	7,217.00
Health	8,244.00
Dental	300.00
Vision Ins	168.00
Life Expense	216.00
Training	1,200.00
Provider Tax	19,768.00
Total Behavior Supports	<u>339,727.00</u>

Community Hab./Day Program

Community Hab. Salaries	314,779.00
Supported Employment Salaries	126,559.00
FICA Tax	27,363.00
Medicare Tax	6,403.00
FUTA Tax	11,323.00
Health Insurance	35,892.00
Dental	1,548.00
Vision Ins	792.00
Life Ins Expense	420.00
Building Lease	5,000.00
Building Maintenance	1,650.00
Telephone	3,000.00
Utilities	8,000.00
Vehicle Maintenance	6,000.00
Vehicle Insurance	16,500.00
Vehicle Depreciation	31,200.00
Gasoline	13,200.00
Gasoline-Supported Emp	2,225.00
Provider Tax - Supported Emp	4,857.00
Provider Tax	20,584.00
Supplies	4,140.00
Dreams Cafe Expense	3,000.00
Activities	16,500.00
Mileage	650.00
Total Community Hab./Day Program	<u>661,585.00</u>

Dreams with Wings, Inc
Profit & Loss Budget vs. Actual
July 2013 through June 2014

Jul '13 - Jun 14

Support Coordination Expense

Salaries	115,334.00
Social Security Tax	7,150.00
Medicare Tax	1,670.00
Unemployment Tax	2,999.00
Health Insurance	14,124.00
Dental	588.00
Vision Ins	324.00
Life Ins	216.00
Provider Tax	10,095.00
Total Support Coordination Expense	152,500.00

Supported Living Expenses

Salaries	493,695.00
Social Security Tax	37,768.00
Unemployment Tax	13,329.00
Health Insurance	34,608.00
Dental	1,320.00
Vision Ins	1,044.00
Life Ins Expense	600.00
3918 Nanz Rental	21,600.00
CLS Services -contract labor	16,464.00
Electricity	1,200.00
Water	1,200.00
Maintenance Expenses	3,600.00
Mileage	13,200.00
Provider Tax	32,652.00
Total Supported Living Expenses	672,280.00

Staffed Residence Expense

Salaries	1,157,352.00
Maintenance Salaries	25,268.00
Social Security Tax	71,751.00
Medicare Tax	16,789.00
Unemployment Tax	27,292.00
Health Insurance	117,618.00
Dental	4,302.00
Vision Ins	2,556.00
Life Insurance Expense	4,476.00
Depreciation Expense	32,292.00
Rent	63,300.00
Groceries	91,980.00
Cable	13,536.00

Dreams with Wings, Inc
Profit & Loss Budget vs. Actual
July 2013 through June 2014

	<u>Jul '13 - Jun 14</u>
Electricity	19,764.00
Water	11,100.00
Maintenance	12,000.00
Mileage	10,248.00
Training	720.00
Misc Client Costs	5,784.00
Spending Money for Clients	9,108.00
Interest Expense	8,400.00
Provider Tax	<u>100,009.00</u>
Total Staffed Residence Expense	1,805,645.00
Family Home Provider Expenses	
Stipend FHP	27,600.00
Provider Tax	<u>2,137.00</u>
Total Family Home Provider Expenses	29,737.00
Other Program Costs	
Program Training Salaries	42,896.00
Program Salaries	37,547.00
Social Security Tax	4,988.00
Medicare Tax	544.00
Unemployment Tax	976.00
Other Program Costs-Medical	3,720.00
Other Program Costs-Vision	480.00
Dental	576.00
Life	432.00
Crime Check	1,404.00
Drug Testing	2,496.00
Occ Therapy	62,580.00
Speech	42,420.00
PT	37,176.00
Provider Tax Expense	<u>9,408.00</u>
Total Other Program Costs	247,643.00
DSL Day Camp	
Salaries	52,068.00
Social Security Tax	3,228.00
Medicare	754.00
Unemployment	1,562.00
Rent	1,000.00
Gas	1,800.00
Day Camp Supplies	1,600.00
Day Camp Activities	3,600.00
Vehicles	12,962.00

Dreams with Wings, Inc
Profit & Loss Budget vs. Actual
 July 2013 through June 2014

	<u>Jul '13 - Jun 14</u>
Miscellaneous	0.00
Total DSL Day Camp	<u>78,574.00</u>
Autism Camp	
Salaries-Autism	36,573.00
Social Security Tax	1,970.00
Medicare	460.00
Unemployment	952.00
Rent	1,000.00
Training	0.00
Camp Activities-Autism	1,200.00
Camp Supplies-Autism	3,000.00
Vehicles	8,276.00
Gas-Autism Camp	1,800.00
Scholarship	0.00
Miscellaneous	0.00
Total Autism Camp	<u>55,231.00</u>
Administrative	
HSA Expense	30,000.00
Executive Director Salary	80,217.00
Office Salaries	205,689.00
Social Security Tax	19,297.00
Medicare Tax	4,511.00
Unemployment Tax	8,090.00
Health/Life Insurance	17,844.00
HRA Expense	10,800.00
Dental Insurance	2,064.00
Vision Insurance Exp	708.00
Benefit Withholding	-39,396.00
Benefit Administration	7,800.00
Telephone	4,500.00
Electric	5,100.00
Cell phone/pager reimbursement	8,400.00
Computer Repairs	1,800.00
Internet site	600.00
Office Supplies	7,200.00
Maintenance	9,000.00
Office Equipment Maintenance	1,380.00
Liability Expense	36,000.00
Workman's Comp Ins.	74,380.00
Postage	1,200.00
Printing	1,200.00
Accounting Fees	8,700.00

Dreams with Wings, Inc
Profit & Loss Budget vs. Actual
July 2013 through June 2014

	<u>Jul '13 - Jun 14</u>
Legal Fees	900.00
Data Processing Charge	24,000.00
Payroll Processing Fees	16,800.00
Staff/Client Gifts	7,800.00
Miscellaneous	600.00
Bank Service Charges	2,400.00
Professional Meetings	600.00
Interest	10,200.00
Depreciation	14,400.00
Total Administrative	<u>584,784.00</u>
Total Expense	<u>4,627,706.00</u>
Net Ordinary Income	-345,929.00
Other Income/Expense	
Other Income	
Fundraising Income	
Grant Income	48,000.00
Unrestricted Donations	48,600.00
End of Year Campaign	14,000.00
Taste of Dreams	20,000.00
Jack-O-Lantern Stroll	9,000.00
Golf Scramble	16,000.00
Bingo Income	48,000.00
Total Fundraising Income	<u>203,600.00</u>
Total Other Income	203,600.00
Other Expense	
Fundraising	
Consulting	50,004.00
Annual Fund Expenses	1,500.00
Taste Expenses	7,000.00
Stroll Expenses	2,000.00
Golf Scramble	5,500.00
Newsletter	4,000.00
Total Fundraising	<u>70,004.00</u>
Total Other Expense	<u>70,004.00</u>
Net Other Income	<u>133,596.00</u>
Net Income	<u><u>-212,333.00</u></u>

Dreams With Wings, Inc.

Board of Directors

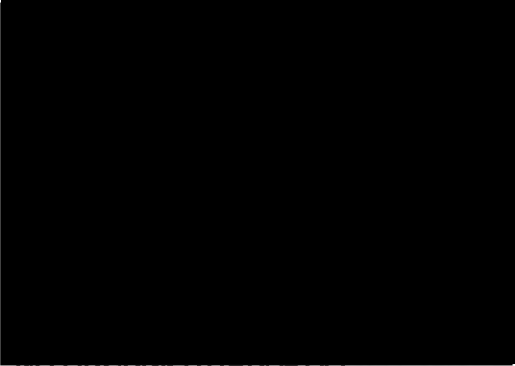
All Members of the Board are citizens of the United States

(Terms are for one year)

unlimited 90F

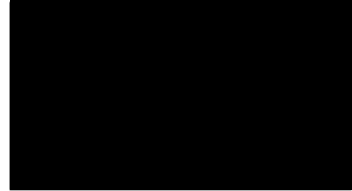
Mitzi Wyrick, President (5/2007)

1104 Bentwood Place Court

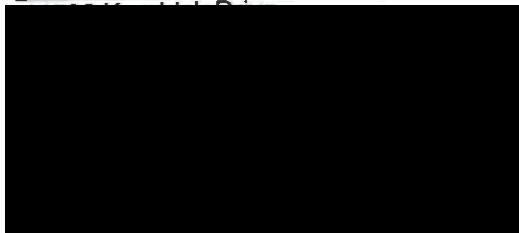


Diane Hartley, Vice President (5/2007)

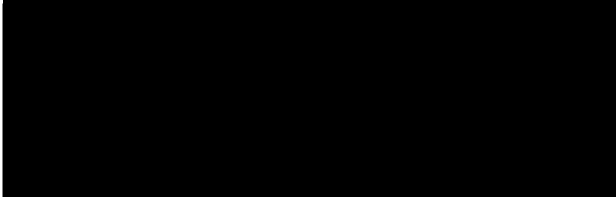
18180 Clara School Road



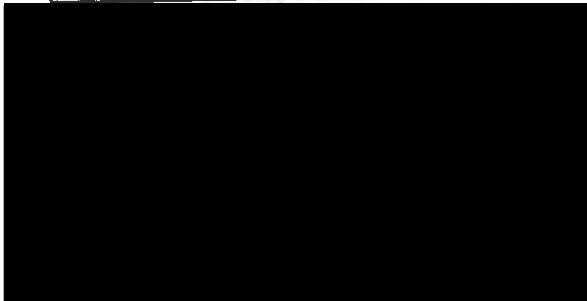
David C. Harris, Secretary (5/2009)



Susan W. Egger, Treasurer (5/2008)



Karen Abney (Resigned)

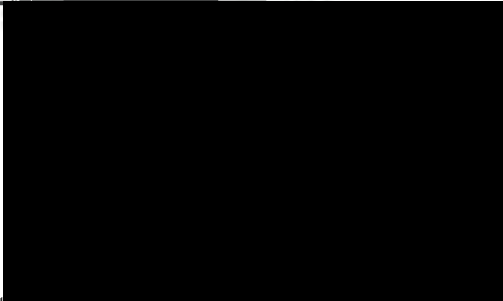


NO ORGANIZATIONAL AFFILIATION

Edward Seitz, Jr. (5/2005)



W. Wayne Hancock (Non-Voting member)



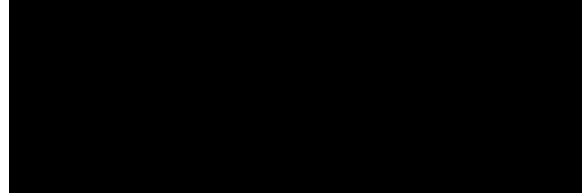
Michael Boone (5/2007)



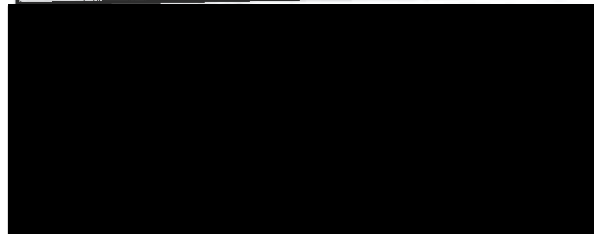
Mimi Green (5/2012)



Debby Sexton (5/2013)

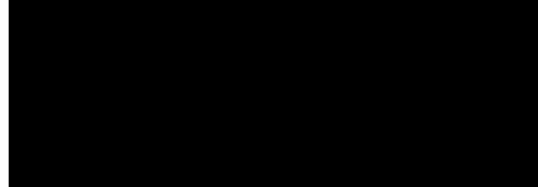


Dreams Council (Non-Voting Member)



Emeritus (Non-Voting Member)

Jane Naiser, Treasurer



Return of Organization Exempt From Income Tax

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2012 calendar year, or tax year beginning JUL 1, 2012 and ending JUN 30, 2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization DREAMS WITH WINGS, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1579 BARDSTOWN RD. City, town, or post office, state, and ZIP code LOUISVILLE, KY 40205 F Name and address of principal officer: JENIFER FROMMEYER 1579 BARDSTOWN ROAD, LOUISVILLE, KY 40205	D Employer identification number <div style="background-color: black; width: 100px; height: 40px; margin-bottom: 5px;"></div> E Telephone number 502-459-4647 G Gross receipts \$ 6,341,644. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.DREAMSWITHWINGS.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2000 M State of legal domicile: KY

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO EMPOWER INDIVIDUALS WITH INTELLECTUAL DISABILITIES, DEVELOPMENTAL DISABILITIES AND AUTISM AS 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of voting members of the governing body (Part VI, line 1a) 3 10 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 10 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 144 6 Total number of volunteers (estimate if necessary) 6 100 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	8 Contributions and grants (Part VIII, line 1h) 469,688. 211,285. 9 Program service revenue (Part VIII, line 2g) 3,816,670. 4,117,922. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) <225.> 241. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 72,083. 202,972. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 4,358,216. 4,532,420.	Prior Year Current Year
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0. 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) 3,018,280. 3,227,175. 16a Professional fundraising fees (Part IX, column (A), line 11e) 25,000. 3,004. b Total fundraising expenses (Part IX, column (D), line 25) ▶ 66,494. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 1,072,071. 1,012,345. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 4,115,351. 4,242,524. 19 Revenue less expenses. Subtract line 18 from line 12 242,865. 289,896.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 1,871,304. 2,171,732. 21 Total liabilities (Part X, line 26) 727,955. 738,487. 22 Net assets or fund balances. Subtract line 21 from line 20 1,143,349. 1,433,245.	Beginning of Current Year End of Year

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 JENIFER FROMMEYER, EXECUTIVE DIRECTOR Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name JEFFREY K MCCAFFREY	Preparer's signature Date Check if self-employed <input type="checkbox"/> PTIN P00938853
	Firm's name ▶ DEMING MALONE LIVESAY & OSTROFF PSC Firm's address ▶ 9300 SHELBYVILLE ROAD SUITE 1100 LOUISVILLE, KY 40222-5187	Firm's EIN ▶ 61-1064249 Phone no. (502) 426-9660

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

TO EMPOWER INDIVIDUALS WITH INTELLECTUAL DISABILITIES, DEVELOPMENTAL DISABILITIES AND AUTISM AS THEY RECOGNIZE THEIR STRENGTHS, CONTRIBUTE TO THEIR COMMUNITY AND PURSUE THEIR DREAMS.

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 \$ 3,759,701. including grants of \$) (Revenue \$ 4,241,245.)

PROVIDED HOUSING AND COMMUNITY SUPPORT SERVICES TO INDIVIDUALS WITH INTELLECTUAL DISABILITIES, DEVELOPMENTAL DISABILITIES AND AUTISM.

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

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

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

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

4e Total program service expenses 3,759,701.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	X	
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

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		X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		X
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		X
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		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):	28a	X	
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		X
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	29		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	34	X	
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	35a	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b		X
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	36		X
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	37		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	X	
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			

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No boxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b

to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section A. Governing Body and Management

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

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?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
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?		X
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?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed: **KY**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **EXECUTIVE DIRECTOR - 502-459-4647**
1579 BARDSTOWN ROAD, LOUISVILLE, KY 40205

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MITIZI WYRICK PRESIDENT	1.00	X		X				0.	0.	0.
(2) SUSAN W EGGER TREASURER	1.00	X		X				0.	0.	0.
(3) DIANE HARTLEY VICE PRESIDENT	1.00	X		X				0.	0.	0.
(4) DAVID HARRIS SECRETARY	1.00	X		X				0.	0.	0.
(5) KAREN ABNEY DIRECTOR	1.00	X						0.	0.	0.
(6) EDWARD SEITZ, JR. DIRECTOR	1.00	X						0.	0.	0.
(7) MICHAEL BOONE DIRECTOR	1.00	X						0.	0.	0.
(8) ALLISON PULLEN DIRECTOR	1.00	X						0.	0.	0.
(9) WAYNE WILSON DIRECTOR	1.00	X						0.	0.	0.
(10) WAYNE HANCOCK DIRECTOR	1.00	X						0.	0.	0.
(11) JENIFER FROMMEYER EXECUTIVE DIRECTOR	40.00			X				74,401.	0.	6,030.
(12) LINDA GOODWIN DIRECTOR OF FINANCE	40.00			X				62,045.	0.	4,491.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position <small>(do not check more than one box, unless person is both an officer and a director/trustee)</small>						(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							136,446.	0.	10,521.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							136,446.	0.	10,521.	

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	24,463.			
	d Related organizations	1d				
	e Government grants (contributions)	1e	12,600.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	174,222.			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		211,285.			
Program Service Revenue	2 a RESIDENT REVENUES	Business Code				
		900099	4,117,922.	4,117,922.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
g Total. Add lines 2a-2f		4,117,922.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		241.		241.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	8,409.			
		(ii) Personal				
		b Less: rental expenses	0.			
		c Rental income or (loss)	8,409.			
	d Net rental income or (loss)		8,409.	8,409.		
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ 24,463. of contributions reported on line 1c). See Part IV, line 18	a	27,516.			
		b Less: direct expenses	29,648.			
c Net income or (loss) from fundraising events			<2,132.>		<2,132.>	
9 a Gross income from gaming activities. See Part IV, line 19	a	1,861,357.				
	b Less: direct expenses	1,779,576.				
	c Net income or (loss) from gaming activities		81,781.		81,781.	
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a PROVIDER TAX REFUND	900099	99,208.	99,208.			
b MANAGEMENT FEES	900099	8,237.	8,237.			
c MISCELLANEOUS	900099	7,469.	7,469.			
d All other revenue						
e Total. Add lines 11a-11d		114,914.				
12 Total revenue. See instructions.		4,532,420.	4,241,245.	0.	79,890.	

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				
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	153,280.		122,955.	30,325.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	2,595,729.	2,461,816.	117,552.	16,361.
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	256,251.	236,446.	17,144.	2,661.
9 Other employee benefits	221,915.	199,246.	19,025.	3,644.
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	9,000.		9,000.	
c Accounting				
d Lobbying	3,004.			3,004.
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	15,774.		15,774.	
12 Advertising and promotion	39,324.	11,847.	25,324.	2,153.
13 Office expenses	27,596.		27,596.	
14 Information technology				
15 Royalties	176,440.	165,826.	10,614.	
16 Occupancy	41,782.	41,721.	61.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	2,828.	2,544.	284.	
19 Conferences, conventions, and meetings	24,619.	12,178.	12,441.	
20 Interest				
21 Payments to affiliates	68,018.	55,890.	12,128.	
22 Depreciation, depletion, and amortization	66,026.	47,539.	18,487.	
23 Insurance				
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 PURCHASED SERVICES	253,356.	253,356.		
b PROVIDER TAX	130,639.	130,639.		
c FOOD	70,305.	70,305.		
d ACTIVITIES	53,721.	45,375.		8,346.
e All other expenses	32,917.	24,973.	7,944.	
25 Total functional expenses. Add lines 1 through 24e	4,242,524.	3,759,701.	416,329.	66,494.
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) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	24,538.	1	7,876.
	2	Savings and temporary cash investments	45,375.	2	71,159.
	3	Pledges and grants receivable, net	240,862.	3	33,748.
	4	Accounts receivable, net	366,894.	4	840,552.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	24,615.	9	25,333.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,561,417.		
	b	Less: accumulated depreciation	10b 495,487.		
			1,108,476.	10c	1,065,930.
	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	60,544.	15	127,134.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,871,304.	16	2,171,732.	
Liabilities	17	Accounts payable and accrued expenses	284,511.	17	310,413.
	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	325,875.	23	303,237.
	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	117,569.	25	124,837.
	26	Total liabilities. Add lines 17 through 25	727,955.	26	738,487.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	874,381.	27	1,186,232.
	28	Temporarily restricted net assets	268,968.	28	247,013.
	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	1,143,349.	33	1,433,245.	
34	Total liabilities and net assets/fund balances	1,871,304.	34	2,171,732.	

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	4,532,420.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,242,524.
3	Revenue less expenses. Subtract line 2 from line 1	3	289,896.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,143,349.
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	1,433,245.

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: <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		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
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?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

DREAMS WITH WINGS, INC.

Employer identification number



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

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

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
- h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2012

232021
12-04-12

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.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

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						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
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.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	277,000.	175,265.	219,649.	469,688.	211,285.	1,352,887.
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	294,704.	324,641.	349,265.	382,837.	412,633.	1,764,081.
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	322,404.	342,168.	371,230.	429,805.	433,761.	1,899,370.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6.)						1,899,370.

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	322,404.	342,168.	371,230.	429,805.	433,761.	1,899,370.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	550.	335.	136.	92.	241.	1,354.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	550.	335.	136.	92.	241.	1,354.
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.)	4,148.	5,905.	7,440.	15,450.	15,706.	48,649.
13 Total support. (Add lines 9, 10c, 11, and 12.)	322,874.	342,792.	371,981.	431,360.	435,356.	1,904,370.

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	99.74 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	99.79 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	.01 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	.01 %

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

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization

DREAMS WITH WINGS, INC.

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

DREAMS WITH WINGS, INC.

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DR. SCHOLL FOUNDATION 1033 SKOKIE BOULEVARD SUITE 230 NORTHBROOK, IL 60062	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	UPS FOUNDATION 55 GLENLAKE PARKWAY, NE ATLANTA, GA 30328	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	LOUISVILLE METRO GOVERNMENT 810 BARRETT AVENUE LOUISVILLE, KY 40204	\$ 12,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	THE J & L FOUNDATION 2602 GRASSLAND DRIVE LOUISVILLE, KY 40202	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	WHAS CRUSADE FOR CHILDREN 520 W. CHESTNUT STREET LOUISVILLE, KY 40299	\$ 18,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	OLD NATIONAL TRUST P.O. BOX 966 EVANSVILLE, IN 47706	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

DREAMS WITH WINGS, INC.

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	JACOB C KOCH CHAIRTABLE TRUST P.O. BOX 32890 LOUISVILLE, KY 40232	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	LEE THOMAS 2602 GRASSLAND DRIVE LOUISVILLE, KY 40299	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	PNC BANK FOUNDATION 500 WEST JEFFERSON STREET LOUISVILLE, KY 40202	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

DREAMS WITH WINGS, INC.

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization **DREAMS WITH WINGS, INC.** Employer identification number [REDACTED]

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organization for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012 Open to Public Inspection

Name of the organization

DREAMS WITH WINGS, INC.

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts

organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b). Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor informed consent.

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).
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.
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?
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)?
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.

Table with 2 columns: Question, Held at the End of the Tax Year. Rows 2a, 2b, 2c, 2d.

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant part of the collection (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:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 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	(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:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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		121,006.		121,006.
b Buildings		1,156,234.	291,840.	864,394.
c Leasehold improvements		284,177.	203,647.	80,530.
d Equipment				
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,065,930.

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

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1) DUE FROM RELATED ORGANIZATIONS	10,234.
(2) BUILDING DEPOSIT	116,900.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	127,134.

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

(a) Description of liability	(b) Book value
1. (1) Federal income taxes	
(2) LINE OF CREDIT	124,837.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	124,837.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d		2e
3	Subtract line 2e from line 1		3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b		4c
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d		2e
3	Subtract line 2e from line 1		3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b		4c
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5

Part XIII Supplemental Information

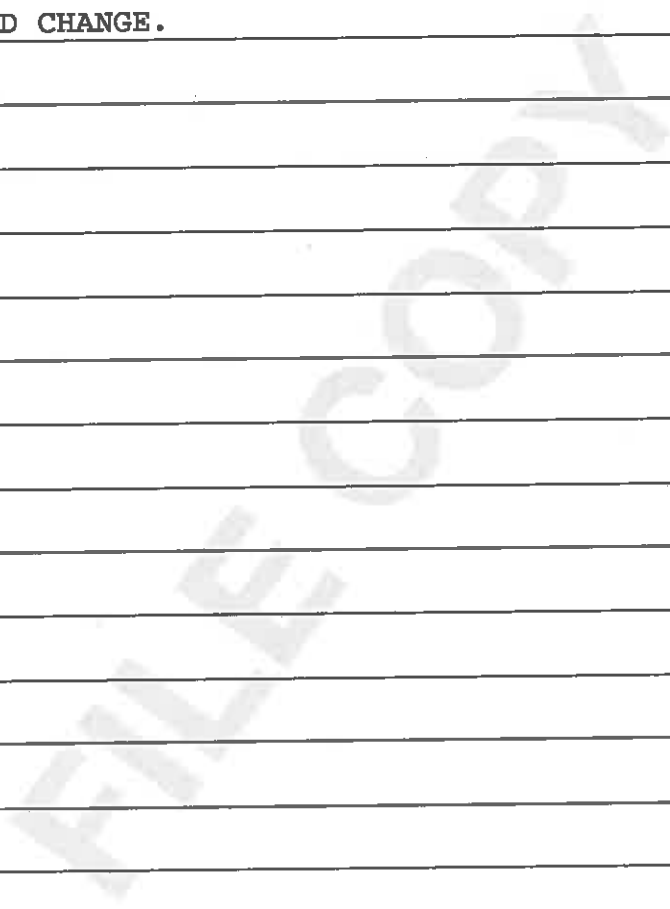
Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: DREAMS WITH WINGS, INC., IS EXEMPT FROM FEDERAL, STATE AND LOCAL INCOME TAXES AS A NOT-FOR-PROFIT ORGANIZATION AS DESCRIBED UNDER INTERNAL REVENUE CODE SECTION 501(C)(3). THE ORGANIZATION FILES INFORMATIONAL TAX RETURNS IN THE U.S. FEDERAL JURISDICTION AND WITH THE KENTUCKY OFFICE OF THE ATTORNEY GENERAL. HOWEVER, INCOME FROM CERTAIN ACTIVITIES NOT DIRECTLY RELATED TO THE ORGANIZATION'S TAX-EXEMPT PURPOSE MAY BE SUBJECT TO TAXATION AS UNRELATED BUSINESS INCOME. MANAGEMENT DOES NOT BELIEVE THE ORGANIZATION HAS UNRELATED BUSINESS TAX INCOME FOR THE

Part XIII Supplemental Information (continued)

YEARS ENDED JUNE 30, 2013 AND 2012.

AS OF JUNE 30, 2013 AND 2012, THE ORGANIZATION DID NOT HAVE ANY ACCRUED INTEREST OR PENALTIES RELATED TO INCOME TAX LIABILITIES, AND NO INTEREST OR PENALTIES HAVE BEEN CHARGED TO OPERATIONS FOR THE YEARS THEN ENDED. TAX YEARS STILL OPEN UNDER FEDERAL AND STATE STATUTE OF LIMITATIONS REMAIN SUBJECT TO REVIEW AND CHANGE.



SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Open To Public
Inspection

Name of the organization **DREAMS WITH WINGS, INC.** [Redacted] number [Redacted]

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line [Redacted] required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
 - a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			

Total▶

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gr

Revenue	(a) Event #1	(b) Event #2	(c) Other e	5 (add col. (a) through col. (c))		
	GOLF SCRAMBLE (event type)	TASTE OF DREAMS (event type)	(total number)			
1	Gross receipts	23,311.	13,680.	14,988.	51,979.	
2	Less: Contributions	12,623.	11,840.		24,463.	
3	Gross income (line 1 minus line 2)	10,688.	1,840.	14,988.	27,516.	
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	8,688.	2,000.		10,688.
	7	Food and beverages	2,000.	1,840.		3,840.
	8	Entertainment		200.		200.
	9	Other direct expenses	5,000.	4,611.	5,309.	14,920.
10	Direct expense summary. Add lines 4 through 9 in column (d)				(29,648)	
11	Net income summary. Combine line 3, column (d), and line 10				<2,132.>	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

Revenue	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))	
	1	Gross revenue	395,363.	1,465,994.	1,861,357.
Direct Expenses	2	Cash prizes	495,761.	1,037,161.	1,532,922.
	3	Noncash prizes			
	4	Rent/facility costs	134,185.		134,185.
	5	Other direct expenses	112,469.		112,469.
	6	Volunteer labor	<input checked="" type="checkbox"/> Yes 100 % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 100 % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				(1,779,576)
8	Net gaming income summary. Combine line 1, column d, and line 7				81,781.

9 Enter the state(s) in which the organization operates gaming activities: KY

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

Yes No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility

13a _____ %

b An outside facility

13b 100.00 %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ LINDA GOODWIN

Address ▶ 1579 BARDSTOWN ROAD - LOUISVILLE, KY 40205

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ ROSIE HALL

Gaming manager compensation ▶ \$ 0.

Description of services provided ▶ OVERSEES THE OPERATIONS OF THE BINGO

Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2012

Open To Public
Inspection

Name of the organization

DREAMS WITH WINGS, INC.

Employer identification number

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.

Table with 4 columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

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

Table with 9 columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization? (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Total \$

Part III Grants or Assistance Benefiting Interested Persons.

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

Table with 5 columns: (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	Revenues?	
				Yes	No
JENIFER AND STEVE FROMMEYER	EXECUTIVE DIRECTOR	21,600.	RENT OF A F		X

Part V Supplemental Information

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

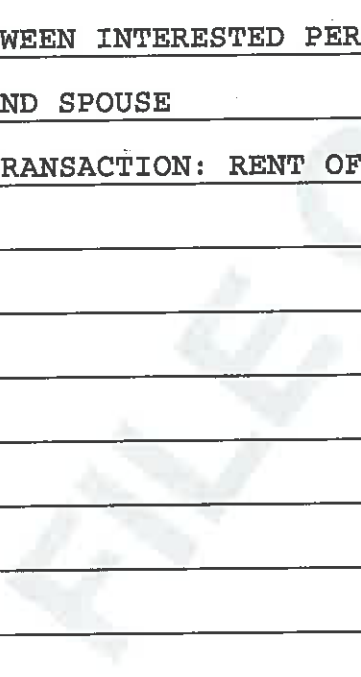
SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: JENIFER AND STEVE FROMMEYER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

EXECUTIVE DIRECTOR AND SPOUSE

(D) DESCRIPTION OF TRANSACTION: RENT OF A FACILITY



SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

DREAMS WITH WINGS, INC.



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

THEY RECOGNIZE THEIR STRENGTHS, CONTRIBUTE TO THEIR COMMUNITY AND
PURSUE THEIR DREAMS.

FORM 990, PART VI, SECTION B, LINE 11: THE BOARD OF DIRECTORS REVIEW FORM
990 BEFORE FILING.

FORM 990, PART VI, SECTION B, LINE 12C: UPON SIGNING THE CONFLICT OF
INTEREST POLICY, OFFICERS HAVE TO DISCLOSE INTERESTS AND BUSINESS WITH
THOSE INTERESTS. THE CONFLICT OF INTEREST POLICY IS MONITORED ON A REGULAR
BASIS.

FORM 990, PART VI, SECTION B, LINE 15: THE POLICY ON THE PROCESS FOR
DETERMINING COMPENSATION OF DREAMS WITH WINGS, INC. APPLIES TO THE
COMPENSATION OF THE EXECUTIVE DIRECTOR AND DIRECTOR OF
FINANCE/ADMINISTRATION EMPLOYED BY THE ORGANIZATION.

THE PROCESS INCLUDES ALL OF THESE ELEMENTS: (1) REVIEW AND APPROVAL BY THE
EXECUTIVE DIRECTOR; (2) USE OF DATA AS TO COMPARABLE COMPENSATION; AND (3)
CONTEMPORANEOUS DOCUMENTATION AND RECORDKEEPING.

REVIEW AND APPROVAL: THE COMPENSATION OF THE PERSON IS REVIEWED AND
APPROVED BY THE EXECUTIVE DIRECTOR, PROVIDED THAT PERSONS WITH CONFLICTS OF
INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT AT ISSUE ARE NOT
INVOLVED IN THIS REVIEW AND APPROVAL.

Name of the organization

DREAMS WITH WINGS, INC.

Employer identification number

USE OF DATA AS TO COMPARABLE COMPENSATION: THE COMPENSATION OF THE PERSON IS REVIEWED AND APPROVED USING DATA AS TO COMPARABLE COMPENSATION FOR SIMILARLY QUALIFIED PERSONS IN FUNCTIONALLY COMPARABLE POSITIONS AT SIMILARLY SITUATED ORGANIZATIONS.

CONTEMPORANEOUS DOCUMENTATION AND RECORDKEEPING: THERE IS CONTEMPORANEOUS DOCUMENTATION AND RECORDKEEPING WITH RESPECT TO THE DELIBERATIONS AND DECISIONS REGARDING THE COMPENSATION ARRANGEMENT.

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.

FORM 990, PART XI, LINC 2C:

OVERSIGHT:

THE SELECTION OF AN INDEPENDENT AUDITOR IS APPROVED BY THE BOARD OF DIRECTORS OF THE ORGANIZATION.

Related Organizations and Unrelated Partnerships
▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

DREAMS WITH WINGS, INC.

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

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
DREAM WORKS INC. - 61-1438878 1579 BARDSTOWN ROAD LOUISVILLE, KY 40205	TO PROVIDE HOUSING FOR PERSONS WITH INTELLECTUAL DISABILITIES	KENTUCKY	509(A)(2)				X
BUILDING DREAMS INC. - 20-8175343 1579 BARDSTOWN ROAD LOUISVILLE, KY 40205	TO PROVIDE HOUSING FOR PERSONS WITH INTELLECTUAL DISABILITIES	KENTUCKY	509(A)(2)				X

Schedule R (Form 990) 2012 **DREAMS WITH WINGS, INC.**
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) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			

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) control relationship entity?	
								Yes	No

Schedule R (Form 990) 2012 **DREAMS WITH WINGS, INC.**

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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

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)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax, under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (form 1065)	(l) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

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



FILE COPY

0496528.09

ARTICLES OF INCORPORATION

OF

DREAMS WITH WINGS, INC.

John Y. Brown III
Secretary of State
Revised and filed
06/21/2000 10:05 AM
\$8.00
Permit - (NA)

The undersigned incorporator hereby establishes a corporation pursuant to Kentucky Revised Statutes Chapter 273.

Revised Statutes Chapter 273.

ARTICLE I

The name of the corporation shall be: DREAMS WITH WINGS, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The corporation shall not issue any capital stock, and no part of the income or profit of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers, or any other private individual.

ARTICLE IV

1. The corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

2. The corporation shall have any and all general powers authorized to non-stock, non-profit corporations by KRS Chap. 273, and specifically KRS 273.171, provided, notwithstanding any other provisions of these Articles, or of said statutes, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its valid Regulations as they now exist or may hereafter be amended. No activities shall be conducted which are not in furtherance of the corporation's exempt (within the meaning of Internal Revenue Code Section 501(c)(3) and related sections) purposes, other than as an insubstantial part of its activities.

3. Provided further, that if at any applicable time the corporation shall be a private foundation within the meaning of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, then in such circumstances:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. (c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V

Subject to these Articles, the affairs of the corporation shall be conducted in accordance with its by-laws. The initial by-laws shall be adopted by the initial board of directors. The power to alter, amend or repeal the by-laws or adopt new by-laws shall be vested in the board of directors.

ARTICLE VI

Upon the termination, dissolution or winding up of the corporation in any manner, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to one or more organizations, as the board of directors may determine, having exclusively charitable, religious, scientific or educational purposes or only for other exempt purposes as described in Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax law.

ARTICLE VII

The initial board of directors shall consist of seven (7) persons who shall hold office until the first annual election of directors or for such other period as may be specified in the by-laws. Thereafter, the number of directors shall be as fixed by the by-laws and they shall be elected or appointed in the manner and for the terms provided in the by-laws. The number of directors may be increased or decreased from time to time by amendment to the by-laws, but no decrease in number shall have the effect of shortening the term of any incumbent director. Subject to the provisions of Kentucky Revised Statutes 273.248, no director shall be liable to the corporation for monetary damages for breach of her or his duties as a director.

The names and mailing addresses of the persons who are to serve as the initial directors are:

Mary Scheep





Louisville, Kentucky 40207

ARTICLE VIII

The street address of the corporation's initial registered office shall be:
1886 Rutherford Avenue
Louisville, Kentucky 40205

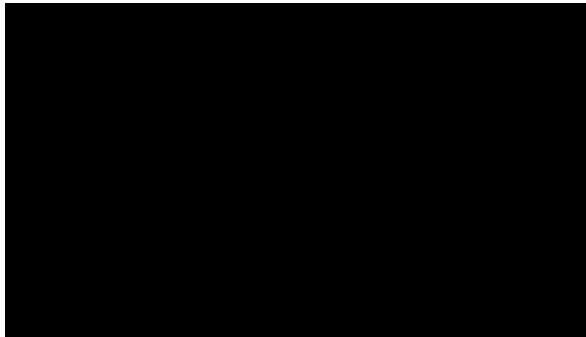
The name of the corporation's initial registered agent, at such address, shall be:

Jenifer Frommeyer

The mailing address of the corporation's principal office shall be:

1886 Rutherford Avenue
Louisville, Kentucky 40205

The name and mailing address of the incorporator is:



IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator this 29th day of May, 2000.

Jennifer C. Frommeyer
Jennifer Frommeyer, Incorporator and also
Initial Registered Agent

The foregoing instrument was prepared by:

David W. Gray
David W. Gray
FOLEY BRYANT & HOLLOWAY
718 West Main Street
Louisville, Kentucky 40202

Document No.: DN2000082990
Lodged By: GRAY
Recorded On: 06/23/2000 01:01:27
Total Fees: 13.00
Transfer Tax: .00
County Clerk: Bobbie Holsclaw-JEFF CO KY
Deputy Clerk: TERHIB

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF DREAMS WITH WINGS, INC.

0496528.09

John Y. Brown III
Secretary of State

WHEREAS, Dreams With Wings, Inc. desires to work with the Department of Housing and Urban Development through the 811 program,

Received and Filed
05/18/2001 01:49 PM

WHEREAS, the Secretary of the Department of Housing and Urban Development has asked that certain provisions be incorporated into the Articles of Incorporation;

Fee Receipt: \$8.00
Radler - NAOA

NOW THEREFORE, the Corporation hereby agrees to the following amendment to Article III of the Articles of Incorporation of Dreams with Wings:

The corporation shall not issue any capital stock, and no part of the income or profit of the corporation shall inure to the benefit of or be distributable to its members, director, or officer, or any other private individual.

The purpose of Dreams With Wings, Inc. is to provide the highest quality support services and housing to individuals who are mentally retarded/developmentally challenged. This includes housing that is affordable and housing that facilitates social and community activities and services, care or housing specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and contributions in life.

Dreams With Wings, Inc. may sponsor and promote projects for the disabled and form an Owner corporation ~~after the issuance of a fund reservation from the Department of Housing and Urban Development,~~ may apply for a capital advance or mortgage loan to finance, construct, acquire, reconstruct or rehabilitate and maintain a project and to operate the same; to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purposes of the corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the Nations Housing Act, as amended, and the regulations of the Secretary thereunder; to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation for such project; and to develop, own, manage, maintain, and provide appropriate services in connection with the proposed project; and to provide long term support.

In witness whereof, said Jennifer C. Frommeyer President, of Dreams With Wings, Inc., acting for and behalf of said corporation, have subscribed their names on this 12th day of May, 2001 adopting the amended articles at a special meeting of the members on May 12th, 2001 following the board adopted resolution setting forth to amended articles by a member vote. The vote of the members was unanimous.

Jennifer C. Frommeyer
President

FILED IN OFFICE

MAY 18 2001

Bobbie Holsclaw, Clerk
By [Signature] D.C.

State of Kentucky
County of Jefferson

The foregoing instrument was acknowledged before me by Jenifer C. Frommeyer, as President of Dreams With Wings, Inc. on this the 11th of May, 2001.



Notary Public, State At Large

Prepared By: 

Ben Coomes
P. O. Box 247
New Castle, KY 40050

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF DREAMS WITH WINGS, INC.

0496528.09

John Y. Brown III
Secretary of State

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Received and Filed
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Dreams With Wings, Inc. may sponsor and promote projects for the disabled and form an Owner corporation after the issuance of a fund reservation from the Department of Housing and Urban Development, may apply for a capital advance or mortgage loan to finance, construct, acquire, reconstruct or rehabilitate and maintain a project and to operate the same; to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purposes of the corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the Nations Housing Act, as amended, and the regulations of the Secretary thereunder; to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation for such project; and to develop, own, manage, maintain, and provide appropriate services in connection with the proposed project; and to provide long term support.

In witness whereof, said Jennifer C. Frommeyer President, of Dreams With Wings, Inc., acting for and behalf of said corporation, have subscribed their names on this 12th day of May, 2001 adopting the amended articles at a special meeting of the members on May 12th, 2001 following the board adopted resolution setting forth to amended articles by a member vote. The vote of the members was unanimous.

Jennifer C. Frommeyer
President

State of Kentucky
County of Jefferson

BOOK 0575 PAGE 0869

The foregoing instrument was acknowledged before me by Jenifer C. Frommeyer, as President of Dreams With Wings, Inc. on this the 11th of May, 2001.



Notary Public, State At Large

Prepared By:



Ben Coomes
P. O. Box 247
New Castle, KY 40050

Document No.: DN2001079574
Lodged By: dreams with wings
Recorded On: 05/18/2001 02:51:36
Total Fees: 9.00
Transfer Tax:
County Clerk: Bobbie Holman-JL
Deputy Clerk: KELMAL

END OF DOCUMENT



**Agreement for Dreams with Wings for Jack O Lantern Stroll
October 24, 2014
At Louisville Slugger Field**

Brief Description of Event: Trick or Treating on the concourse. Over 2,000 pumpkins lit on the field for viewing. Arts and crafts. Family fun event.

Estimated attendance: 2,000

Date of Event: October 24th, 2013 6:30-9:30

The following services will be provided:

These will be included in Rent Cost

- Louisville Slugger Field Event Manager assigned to the event
- Normal Utilities of the stadium
- Cleaning during the event and after the event in the stadium
- Tables/Chairs (need the help of Dreams with Wings volunteers to help set-up and tear down)
- Yellow Ambulance
- Usage of Videoboard for slide show of sponsors
- Can set-up majority of items on Thursday DURING business hours (9am- 4:30 PM)

Food and Drink

- Concessions will be made available. Must work with Centerplate to determine how many and what items you need.

Miscellaneous Requirements:

- Cooperation in enforcing & maintaining the following stadium rental policy: Helium Balloons Stickers, Bumper Stickers, Tape, anything with an adhesive backing are prohibited from being used or distributed in the stadium. Adhesive devices and the locations of where they will be used, hanging signs must be approved by stadium management prior to the event, so that if they are not allowed that the lessee has an opportunity to present a better plan to stadium management or come up with another solution. Stickers such as nametags for dinners will be permitted. Any lessee/renter/ vendor/radio station/etc. that that does not follow the rules will have their products confiscated and returned to them after the event. Anything that does not get taken away from the lessee and ends up in the customers hands and then ends up somewhere on the grounds of the facility do to the negligence of the lessee and the lessee's

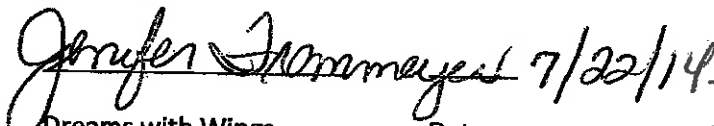
patrons will be charged \$10 per device to remove, clean and repair the area. Helium balloons that need to be taken down will require a minimum \$400 lift rental cost and a \$75 an hour manpower charge for operator.

- Weather and safety of the patrons will be called by the event manager and Louisville Slugger Field Management. We will work in cooperation with the Dreams with Wings organizers to squeeze in a successful event if weather does affect the event on that day. If the event is on the field, we will discuss other options with you in planning meetings that you may or may not do.
- Louisville Baseball Club will receive a \$1,000,000 general liability insurance policy that holds Dreams with Wings. Louisville Baseball Club, Centerplate Concessions and The City of Louisville must be listed as an additional insured.

Note: This agreement may not cover every aspect or need that may arise during the planning of this event. Changes or extra needs will be addressed separately and agreed upon by both Louisville Baseball Club & Dreams with Wings.

Expense Total: \$1,000

Deposit of \$500 will be due 30 days following the signing of this contract.

	7/22/14	_____	_____
Dreams with Wings	Date	Scott Shoemaker Louisville Baseball Club Vice President of Operations	Date

Request for Taxpayer Identification Number and Certification

**Give form to the
 requester. Do not
 send to the IRS.**

Print or type
 See Specific Instructions on page 2.

Name (as shown on your income tax return)

Dreams With Wings Inc.

Business name, if different from above

Check appropriate box: Individual/Sole proprietor Corporation Partnership
 Limited liability company. Enter the tax classification (D=disregarded entity, C=corporation, P=partnership) ▶ -----
 Other (see instructions) ▶

Exempt payee

Address (number, street, and apt. or suite no.)

1579 Bardstown Road

City, state, and ZIP code

Louisville, KY 40205

List account number(s) here (optional)

Requester's name and address (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*.

Social security number

Note. If the account is in more than one name, see the chart on page 4 for guidelines on which number to enter.

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am a U.S. citizen or other U.S. person).
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below).

Certification Instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here

Signature of U.S. person ▶

Catherine Lopez

Date ▶

9/23/14

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:

- The U.S. owner of a disregarded entity and not the entity,

- The U.S. grantor or other owner of a grantor trust and not the trust, and
- The U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

Foreign person. If you are a foreign person, do not use Form W-9. Instead, use the appropriate Form W-8 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity not subject to backup withholding, give the requester the appropriate completed Form W-8.

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),
3. The IRS tells the requester that you furnished an incorrect TIN,

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See the instructions below and the separate Instructions for the Requester of Form W-9.

Also see *Special rules for partnerships* on page 1.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Name

If you are an individual, you must generally enter the name shown on your income tax return. However, if you have changed your last name, for instance, due to marriage without informing the Social Security Administration of the name change, enter your first name, the last name shown on your social security card, and your new last name.

If the account is in joint names, list first, and then circle, the name of the person or entity whose number you entered in Part I of the form.

Sole proprietor. Enter your individual name as shown on your income tax return on the "Name" line. You may enter your business, trade, or "doing business as (DBA)" name on the "Business name" line.

Limited liability company (LLC). Check the "Limited liability company" box only and enter the appropriate code for the tax classification ("D" for disregarded entity, "C" for corporation, "P" for partnership) in the space provided.

For a single-member LLC (including a foreign LLC with a domestic owner) that is disregarded as an entity separate from its owner under Regulations section 301.7701-3, enter the owner's name on the "Name" line. Enter the LLC's name on the "Business name" line.

For an LLC classified as a partnership or a corporation, enter the LLC's name on the "Name" line and any business, trade, or DBA name on the "Business name" line.

Other entities. Enter your business name as shown on required federal tax documents on the "Name" line. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on the "Business name" line.

Note. You are requested to check the appropriate box for your status (individual/sole proprietor, corporation, etc.).

Exempt Payee

If you are exempt from backup withholding, enter your name as described above and check the appropriate box for your status, then check the "Exempt payee" box in the line following the business name, sign and date the form.

Generally, individuals (including sole proprietors) are not exempt from backup withholding. Corporations are exempt from backup withholding for certain payments, such as interest and dividends.

Note. If you are exempt from backup withholding, you should still complete this form to avoid possible erroneous backup withholding.

The following payees are exempt from backup withholding:

1. An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2),
2. The United States or any of its agencies or instrumentalities,
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities,
4. A foreign government or any of its political subdivisions, agencies, or instrumentalities, or
5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation,
7. A foreign central bank of issue,
8. A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States,
9. A futures commission merchant registered with the Commodity Futures Trading Commission,
10. A real estate investment trust,
11. An entity registered at all times during the tax year under the Investment Company Act of 1940,
12. A common trust fund operated by a bank under section 584(a),
13. A financial institution,
14. A middleman known in the investment community as a nominee or custodian, or
15. A trust exempt from tax under section 664 or described in section 4947.

The chart below shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 15.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 9
Broker transactions	Exempt payees 1 through 13. Also, a person registered under the Investment Advisers Act of 1940 who regularly acts as a broker
Barter exchange transactions and patronage dividends	Exempt payees 1 through 5
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt payees 1 through 7 ²

¹See Form 1099-MISC, Miscellaneous Income, and its instructions.

²However, the following payments made to a corporation (including gross proceeds paid to an attorney under section 6045(f), even if the attorney is a corporation) and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, and payments for services paid by a federal executive agency.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited liability company (LLC)* on page 2), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note. See the chart on page 4 for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local Social Security Administration office or get this form online at www.ssa.gov. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting www.irs.gov or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note. Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, and 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). Exempt payees, see *Exempt Payees* on page 2.

Signature requirements. Complete the certification as indicated in 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee ³
b. So-called trust account that is not a legal or valid trust under state law	The actual owner ¹
5. Sole proprietorship or disregarded entity owned by an individual	The owner ³
For this type of account:	Give name and EIN of:
6. Disregarded entity not owned by an individual	The owner
7. A valid trust, estate, or pension trust	Legal entity ⁴
8. Corporate or LLC electing corporate status on Form 8832	The corporation
9. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
10. Partnership or multi-member LLC	The partnership
11. A broker or registered nominee	The broker or nominee
12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

¹List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

²Circle the minor's name and furnish the minor's SSN.

³You must show your individual name and you may also enter your business or "DBA" name on the second name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 1.

Note. If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, social security number (SSN), or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN.
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

Call the IRS at 1-800-829-1040 if you think your identity has been used inappropriately for tax purposes.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

Protect yourself from suspicious emails or phishing schemes. Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS personal property to the Treasury Inspector General for Tax Administration at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: spam@uce.gov or contact them at www.consumer.gov/idtheft or 1-877-IDTHEFT(438-4338).

Visit the IRS website at www.irs.gov to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons who must file information returns with the IRS to report interest, dividends, and certain other income paid to you, mortgage interest you paid, the acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA, or Archer MSA or HSA. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. The IRS may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, the District of Columbia, and U.S. possessions to carry out their tax laws. We may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism.

You must provide your TIN whether or not you are required to file a tax return. Payers must generally withhold 28% of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to a payer. Certain penalties may also apply.

**DREAMS WITH WINGS, INC.
AND AFFILIATES**

**CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

Years Ended June 30, 2013 and 2012

CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1 and 2
CONSOLIDATED FINANCIAL STATEMENTS	
Statements of financial position	3
Statements of activities	4
Statements of functional expenses	5
Statements of cash flows	6
Notes to financial statements	7-18
SUPPLEMENTARY INFORMATION	
Consolidating statement of financial position	19
Consolidating statement of activities	20
Consolidating statement of functional expenses	21



INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Dreams With Wings, Inc. and Affiliates
Louisville, Kentucky

We have audited the accompanying consolidated financial statements of Dreams With Wings, Inc. (a not-for-profit corporation) and Affiliates, which comprise the consolidated statements of financial position as of June 30, 2013 and 2012, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risks assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluation the appropriateness of accounting policies used and the overall reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Dreams With Wings, Inc. and Affiliates as of June 30, 2013 and 2012, and the changes in their net assets and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Other Matter

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating statement of financial position, consolidating statement of activities, and consolidating statement of functional expenses on pages 19-21 are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Denning, Malone, Lussary & Petroff

Louisville, Kentucky
November 8, 2013

DREAMS WITH WINGS, INC. AND AFFILIATES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

June 30, 2013 and 2012

ASSETS	<u>2013</u>	<u>2012</u>
CURRENT ASSETS		
Cash and cash equivalents	\$ 18,627	\$ 32,949
Certificates of deposit	14,599	14,566
Accounts receivable, less allowance for uncollectible accounts of \$89,000 in 2013 and \$85,100 in 2012	706,222	368,442
Provider tax refund receivable	134,875	
Grants receivable		1,814
Prepaid expenses	<u>27,045</u>	<u>26,399</u>
Total current assets	<u>901,368</u>	<u>444,170</u>
ASSETS WHOSE USE IS LIMITED		
Pledges receivable	33,748	239,048
Cash - building fund	56,560	30,809
Tenant security deposits held in trust	3,828	3,726
Insurance escrow deposits	3,335	4,260
Residual receipts	6,338	6,336
Replacement reserve	<u>23,608</u>	<u>17,805</u>
Total assets whose use is limited	<u>127,417</u>	<u>301,984</u>
PROPERTY AND EQUIPMENT		
Land	174,566	174,566
Buildings and improvements	3,039,677	3,036,599
Furniture, equipment and vehicles	<u>294,036</u>	<u>270,728</u>
	3,508,279	3,481,893
Less accumulated depreciation	<u>772,058</u>	<u>653,576</u>
	<u>2,736,221</u>	<u>2,828,317</u>
OTHER ASSETS		
Building deposit	116,900	51,000
Prepaid rent	<u>30,525</u>	<u>31,205</u>
Total other assets	<u>147,425</u>	<u>82,205</u>
TOTAL ASSETS	<u>\$ 3,912,431</u>	<u>\$ 3,656,676</u>

See Notes to Consolidated Financial Statements.

LIABILITIES AND NET ASSETS	<u>2013</u>	<u>2012</u>
CURRENT LIABILITIES		
Current maturities of long-term debt	\$ 25,387	\$ 22,831
Line-of-credit	124,837	117,569
Accounts payable	155,716	151,871
Accrued expenses	<u>164,453</u>	<u>138,127</u>
Total current liabilities	470,393	430,398
TENANT SECURITY DEPOSITS HELD IN TRUST	3,726	3,725
LONG-TERM DEBT, less current maturities	<u>277,850</u>	<u>303,044</u>
Total liabilities	<u>751,969</u>	<u>737,167</u>
NET ASSETS		
Unrestricted	2,913,449	2,650,541
Temporarily restricted	<u>247,013</u>	<u>268,968</u>
	<u>3,160,462</u>	<u>2,919,509</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 3,912,431</u>	<u>\$ 3,656,676</u>

DREAMS WITH WINGS, INC. AND AFFILIATES
CONSOLIDATED STATEMENTS OF ACTIVITIES
Years Ended June 30, 2013 and 2012

	2013		
	Unrestricted	Temporarily Restricted	Total
Revenues and support:			
Service revenues	\$ 4,291,752		\$ 4,291,752
Charitable gaming, net	81,781		81,781
Contributions and grants	130,477	\$ 56,345	186,822
Special events	51,979		51,979
Provider tax refund	99,208		99,208
Apartment rentals	86,649		86,649
Interest	280		280
Realized loss on sale of assets			
Other revenues	269		269
	4,742,395	56,345	4,798,740
Net assets released from restrictions	78,300	(78,300)	
	4,820,695	(21,955)	4,798,740
Expenses:			
Program services	4,025,973		4,025,973
Administrative	435,672		435,672
Fund-raising	96,142		96,142
	4,557,787		4,557,787
Increase (decrease) in total net assets	262,908	(21,955)	240,953
Net assets, beginning of year	2,650,541	268,968	2,919,509
Net assets, end of year	\$ 2,913,449	\$ 247,013	\$ 3,160,462

See Notes to Consolidated Financial Statements.

2012

<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
\$ 3,949,650		\$ 3,949,650
50,544		50,544
130,188	\$ 316,655	446,843
40,494		40,494
91,024		91,024
185		185
(317)		(317)
441		441
<u>4,262,209</u>	<u>316,655</u>	<u>4,578,864</u>
<u>98,500</u>	<u>(98,500)</u>	
<u>4,360,709</u>	<u>218,155</u>	<u>4,578,864</u>
3,836,023		3,836,023
435,425		435,425
104,912		104,912
<u>4,376,360</u>		<u>4,376,360</u>
(15,651)	218,155	202,504
<u>2,666,192</u>	<u>50,813</u>	<u>2,717,005</u>
<u>\$ 2,650,541</u>	<u>\$ 268,968</u>	<u>\$ 2,919,509</u>

DREAMS WITH WINGS, INC. AND AFFILIATES

CONSOLIDATED STATEMENTS OF FUNCTIONAL EXPENSES

Years Ended June 30, 2013 and 2012

	2013			
	Program Services	Administrative	Fund- raising	Total
Salaries and wages	\$ 2,461,816	\$ 235,073	\$ 45,023	\$ 2,741,912
Employee benefits	236,446	22,578	4,324	263,348
Purchased services	253,356			253,356
Payroll taxes	199,246	19,025	3,644	221,915
Provider tax	130,639			130,639
Depreciation	106,354	12,128		118,482
Uncollectible service fees	89,737			89,737
Bad debts	84,093			84,093
Rentals	82,957			82,957
Insurance expense	56,616	18,487		75,103
Utilities	68,518	5,580		74,098
Food	70,305			70,305
Activities	45,375		8,346	53,721
Repairs and maintenance	47,252	5,034		52,286
Professional fees		43,370	3,004	46,374
Transportation and travel	41,721	61		41,782
Miscellaneous	22,641	9,694		32,335
Special events			29,648	29,648
Interest	12,178	12,441		24,619
Accounting		23,000		23,000
Telephone	3,492	16,419		19,911
Office supplies	8,355	7,882		16,237
Dues, subscriptions and licenses		1,447	1,971	3,418
Postage and printing		3,169	182	3,351
Training	2,544	284		2,828
Miscellaneous client expenses	2,332			2,332
	<u>\$ 4,025,973</u>	<u>\$ 435,672</u>	<u>\$ 96,142</u>	<u>\$ 4,557,787</u>

See Notes to Consolidated Financial Statements.

2012

<u>Program Services</u>	<u>Administrative</u>	<u>Fund-raising</u>	<u>Total</u>
\$ 2,296,901	\$ 229,204	\$ 42,204	\$ 2,568,309
212,912	21,245	3,912	238,069
260,090			260,090
189,509	18,911	3,482	211,902
177,210			177,210
102,562	13,818		116,380
76,780			76,780
56,200	1,052		57,252
78,580			78,580
54,148	19,272		73,420
66,743	4,546		71,289
66,620			66,620
47,114		3,159	50,273
47,973	6,899		54,872
	38,296	25,000	63,296
64,110	387		64,497
8,892	16,490		25,382
		23,260	23,260
15,165	12,803		27,968
	22,000		22,000
3,313	16,513		19,826
5,336	7,472		12,808
	2,410	3,765	6,175
	2,993	130	3,123
1,400	1,114		2,514
4,465			4,465
<u>\$ 3,836,023</u>	<u>\$ 435,425</u>	<u>\$ 104,912</u>	<u>\$ 4,376,360</u>

DREAMS WITH WINGS, INC. AND AFFILIATES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended June 30, 2013 and 2012

	2013	2012
Cash flows from operating activities:		
Cash received from services	\$ 3,779,139	\$ 3,808,959
Cash received from apartment rentals	87,094	92,485
Contributions and grants received	184,539	178,768
Charitable gaming, net	81,781	50,544
Cash paid to suppliers and employees	(4,248,593)	(4,199,491)
Interest paid	(24,619)	(27,968)
Interest received	234	170
Net cash used in operating activities	(140,425)	(96,533)
Cash flows from investing activities:		
Purchase certificates of deposit		(5,026)
Proceeds from redemption of certificates of deposit		18,226
Additions to designated deposits and funded reserves	(40,853)	(24,064)
Proceeds from sale of fixed assets		400
Transfer of designated deposits and funded reserves for operating expenses	10,134	16,871
Building deposit	(60,000)	(51,000)
Capital expenditures for property and equipment	(29,453)	(66,138)
Net cash used in investing activities	(120,172)	(110,731)
Cash flows from financing activities:		
Principal payments on long-term debt	(22,638)	(21,390)
Proceeds (payments) on line-of-credit	7,268	(7,206)
Payments on short term note payable		(1,204)
Contributions restricted for long-term purposes	261,645	107,107
Net cash provided by financing activities	246,275	77,307
Net decrease in cash and cash equivalents	(14,322)	(129,957)
Cash and cash equivalents at beginning of year	32,949	162,906
Cash and cash equivalents at end of year	\$ 18,627	\$ 32,949

See Notes to Consolidated Financial Statements.

	<u>2013</u>	<u>2012</u>
RECONCILIATION OF NET INCREASE IN TOTAL NET ASSETS TO NET CASH USED IN OPERATING ACTIVITIES		
Net increase in total net assets	<u>\$ 240,953</u>	<u>\$ 202,504</u>
Adjustments to reconcile net increase in total net assets to net cash used in operating activities:		
Depreciation	118,482	116,380
Realized loss on sale of assets		317
Allowance for uncollectible accounts	3,900	35,100
Interest on designated deposits and funded reserves	(13)	(15)
Reinvested interest on certificates of deposit	(33)	
Contributions restricted for long-term purposes	(56,345)	(107,107)
Unrealized gain on investments		(441)
Changes in assets and liabilities:		
(Increase) decrease in:		
Accounts and pledges receivable	(476,555)	(242,314)
Grants receivable	1,814	186
Prepaid expenses	34	(4,793)
Increase (decrease) in:		
Accounts payable	1,012	(21,738)
Accrued expenses	<u>26,326</u>	<u>(74,612)</u>
Total adjustments	<u>(381,378)</u>	<u>(299,037)</u>
Net cash used in operating activities	<u>\$ (140,425)</u>	<u>\$ (96,533)</u>

**DREAMS WITH WINGS, INC.
AND AFFILIATES**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Nature of Operations and Summary of Significant Accounting Policies

Nature of operations:

Dreams With Wings, Inc. is a not-for-profit organization located in Louisville, Kentucky. The mission of Dreams With Wings, Inc. is to provide the highest quality housing and support services for individuals with intellectual disabilities, developmental disabilities and autism. The Organization owns and operates housing, in Louisville, Kentucky. Support with housing, employment, recreation and life skills enables individuals to achieve a satisfying lifestyle that is as independent as possible. Through quality housing and support services, individuals are given the opportunity to improve their lives and contribute to the broader community.

Dream Works, Inc. and Building Dreams, Inc. each own and operate supported living apartments, consisting of eight units, in Louisville, Kentucky for persons with intellectual disabilities. Both are organized under the laws of the Commonwealth of Kentucky, as charitable not-for-profit corporations formed to provide housing under programs as defined by the National Housing Act. Such projects are regulated by the U.S. Department of Housing and Urban Development (HUD) under Section 811 capital advance and project rental assistance programs as to rent charges and operating methods.

Dreams With Wings, Inc. shares common board membership with Dream Works, Inc. and Building Dreams, Inc., which results in Dreams With Wings, Inc.'s ability to exercise control, thus requiring consolidation.

Summary of significant accounting policies:

This summary of significant accounting policies of the Organization is presented to assist in understanding the Organization's consolidated financial statements. The consolidated financial statements are representations of the Organization's management who is responsible for the integrity and objectivity of the consolidated financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Principles of consolidation:

The accompanying consolidated financial statements include the accounts of the organizations listed above. All intercompany balances and transactions, which primarily include management fees and shared office expenses, have been eliminated in consolidation.

Use of estimates:

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Accounts and pledges receivable:

The valuation of accounts and pledges receivable is based upon a detailed analysis of past due accounts and the history of uncollectible accounts. Estimated uncollectible accounts receivable increase the allowance for doubtful accounts and when the accounts receivable are written off, the allowance for doubtful accounts is decreased. The Organization considers all pledges receivable to be fully collectible; accordingly, no allowance for doubtful pledges is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

Assets whose use is limited:

Assets set aside by the Board for future use, assets limited as to use under terms of a loan agreement, assets limited as to use by donors and security deposits are classified as assets whose use is limited.

Property and equipment:

Property and equipment are stated at cost if purchased, or fair value at date of donation, if donated. The Organization's policy is to capitalize asset purchases in excess of \$500. Upon the disposition of tangible assets, a gain or loss is recorded on the statement of activities and the respective asset cost and accumulated depreciation are eliminated from the consolidated statement of financial position.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Depreciation of property and equipment is computed on the straight-line method over the following estimated useful lives:

	<u>Years</u>
Buildings and improvements	10-39
Furniture, equipment and vehicles	3-7

Donations other than cash:

The Organization records donated services that require specific expertise and would normally have been purchased, and donated services that create or enhance non-financial assets, at fair market value. The Organization did not receive any donated services which met the above criteria for the years ended June 30, 2013 and 2012, respectively. Those donated services that do not meet these specific criteria are not reflected in the consolidated financial statements. In addition, several volunteers donated numerous labor hours for a variety of activities, including cleanup of the grounds, and various client activities during each of the years ended June 30, 2013 and 2012.

Donations other than cash are recorded at their fair market value as of the date of donation. Donations of long-lived assets with explicit restrictions that specify how the assets are to be used and donations of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service. The Organization reports restricted donations that are received and used in the same fiscal year as unrestricted if all funds are utilized within the same year.

Functional allocation of expenses:

The costs of providing the various program services and other activities have been summarized on a functional basis in the consolidated statement of functional expenses. Accordingly, certain costs have been allocated among the program services and supporting services benefited.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Cash and cash equivalents:

For purposes of the statements of cash flows, the Organization considers highly liquid investments with original maturities of three months or less to be cash and cash equivalents.

Certificates of deposit:

Certificates of deposit with original maturities over three months are carried at cost plus accrued interest at year-end.

Compensated absences:

Compensated absences for sick pay and personal time have not been accrued since they cannot be reasonably estimated. The Organization's policy is to recognize these costs when actually paid.

Income taxes:

Dreams With Wings, Inc., Dream Works, Inc., and Building Dreams, Inc. are exempt from federal, state and local income taxes as not-for-profit organizations as described under Internal Revenue Code Section 501(c)(3). The Organizations file informational tax returns in the U.S. federal jurisdiction and with the Kentucky Office of the Attorney General. However, income from certain activities not directly related to the Organizations' tax-exempt purpose may be subject to taxation as unrelated business income. Management does not believe the Organizations have unrelated business tax income for the years ended June 30, 2013 and 2012.

As of June 30, 2013 and 2012, the Organizations did not have any accrued interest or penalties related to income tax liabilities, and no interest or penalties have been charged to operations for the years then ended. Tax years still open under federal and state statute of limitations remain subject to review and change.

Subsequent events:

Subsequent events have been evaluated through November 8, 2013 which is the date the consolidated financial statements were available to be issued.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 2. **Provider Tax Refund Receivable**

As of June 30, 2013, the Organization is due \$134,875 from the Commonwealth of Kentucky for an overpayment of provider tax, which has been recorded as a receivable on the consolidated statement of financial position. Of the total amount to be refunded, \$35,667 relates to provider taxes paid in the current year and has been recorded as an offset to provider tax expense on the consolidated statement of functional expenses, with the remaining balance of \$99,208 attributable to provider taxes paid in prior periods recorded as revenue on the consolidated statement of activities.

Note 3. **Pledges Receivable**

Pledges receivable consist of unconditional promises to give from various organizations and individuals to fund an operating and capital campaign. The balance of pledges receivable as of June 30, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Receivable in less than one year	\$26,748	\$213,150
Due in one to five years	<u>7,000</u>	<u>25,898</u>
Total pledges receivable	<u>\$33,748</u>	<u>\$239,048</u>

Of the total pledges receivable of \$33,748 as of June 30, 2013, two donors account for approximately 63% of the total balance as follows:

Donor #1	\$12,500
Donor #2	\$9,000

Note 4. **Conditional Grant**

During the year ended June 30, 2013, the Organization received a challenge grant of \$50,000. The Organization will receive \$1 for every \$1 it raises in contributions from July 1, 2013 through December 31, 2014. Since this grant is considered a conditional promise to give, it is not recorded as grant revenue until donor conditions are met.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 5. Long-Term Liabilities

Long-term debt consists of the following (all terms, collateral and interest rates are presented as of June 30, 2013):

	<u>2013</u>	<u>2012</u>
Mortgage note with PNC Bank, payable in monthly installments of \$2,037, including interest at 6.50%, with remaining unpaid principal due March 2021. All Bardstown Road and Browns Lane property with a net book value of \$248,000 and assignment of rents are pledged as collateral on this note.	\$147,764	\$161,955
Mortgage note with PNC Bank, was payable in monthly installments of \$781, including interest of 6.50%, with remaining unpaid principal balance due October 2012. All Nepperhan Road property with a net book value of \$114,000 is pledged as collateral on this note. This note was refinanced in October 2012, payable in monthly installments of \$696, including interest at 4.55%, with remaining unpaid principal due October 2017.	87,392	90,605
Mortgage note with PNC Bank, payable in monthly installments of \$819, including interest at 6.50%, with remaining unpaid principal due September 2022. All Tecumsah Road property with net book value of \$103,000 is pledged as collateral on this note.	<u>68,081</u>	<u>73,315</u>
	<u>303,237</u>	<u>325,875</u>
Less current maturities	<u>25,387</u>	<u>22,831</u>
	<u>\$277,850</u>	<u>\$303,044</u>

Future maturities of long-term debt are as follows:

Year ending June 30, 2014	\$ 25,387
2015	26,997
2016	28,709
2017	30,531
2018	95,363
Thereafter	<u>96,250</u>
	<u>\$303,237</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 6. Line-of-Credit

The Organization has a \$125,000 available, unsecured revolving line-of-credit with PNC Bank. The line-of-credit bears interest, payable monthly, at a variable rate, which was 4.25% at June 30, 2013 and 2012. The line-of-credit expires in November 2013. As of June 30, 2013 and 2012, there were outstanding borrowings of \$124,837 and \$117,569, respectively. The Organization renewed the line-of-credit in November 2013 for another year with no change in terms.

Note 7. Changes in Temporarily Restricted Net Assets

Changes in temporarily restricted net assets during the years ended June 30, 2013 and 2012 were as follows:

	<u>Balance</u> <u>6/30/2012</u>	<u>Contributions</u>	<u>Released</u>	<u>Balance</u> <u>6/30/2013</u>
Contributions restricted for:				
Capital campaign	\$255,068	\$56,345	\$(65,900)	\$245,513
Annual campaign	8,900		(7,400)	1,500
Property repairs	<u>5,000</u>	<u> </u>	<u>(5,000)</u>	<u> </u>
	<u>\$268,968</u>	<u>\$56,345</u>	<u>\$(78,300)</u>	<u>\$247,013</u>
	<u>Balance</u> <u>6/30/2011</u>	<u>Contributions</u>	<u>Released</u>	<u>Balance</u> <u>6/30/2012</u>
Contributions restricted for:				
Capital campaign	\$33,813	\$308,755	\$(87,500)	\$255,068
Annual campaign	12,000	2,900	(6,000)	8,900
Vehicles	5,000		(5,000)	
Property repairs	<u> </u>	<u>5,000</u>	<u> </u>	<u>5,000</u>
	<u>\$50,813</u>	<u>\$316,655</u>	<u>\$(98,500)</u>	<u>\$268,968</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 8. Net Assets

As of June 30, 2013, the total temporarily restricted net assets of \$247,013 were in excess of total building fund cash and pledges receivable of \$90,308 by the amount of \$156,705. Shortages in available assets to meet donor restrictions of temporarily restricted net assets resulted from the Organization using these funds to support general operations.

Note 9. Charitable Gaming

The Organization regularly participates in charitable gaming activities consisting of bingo, pull-tab games and raffle ticket sales to raise funds. Following are the results of these activities for the years ended June 30, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Gross revenue	\$1,861,357	\$1,815,956
Less: expenses	<u>1,779,576</u>	<u>1,765,412</u>
Net revenues from charitable gaming	<u>\$ 81,781</u>	<u>\$ 50,544</u>

Note 10. Operating Leases

The Organization leases six residential properties under operating leases on a month-to-month basis. Total lease expense for the years ended June 30, 2013 and 2012 was \$64,700 and \$59,500, respectively.

The Organization operates their day program at Calvary Lutheran Church. The Organization paid \$6,500 and \$5,500 for the years ended June 30, 2013 and 2012, respectively, for use of space at the Church. The Organization does not have a lease agreement with the Church for utilizing the space and is unable to determine the fair market value of the space being used at the Church for the program.

Note 11. Land Lease

Building Dreams, Inc. leases the land on which its facility is located for a fifty year period ending in 2058. The Organization paid a one-time rent payment of \$34,000 in October 2008 which is being expensed over the life of the lease. As of June 30, 2013 and 2012, prepaid rent expense was \$31,205 and \$31,885, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 12. Related Party Transactions

The Organization leases an apartment building from the Executive Director of the Organization. The building is subleased by the Organization to clients. Rent paid under the lease agreement was \$21,600 for each of the years ended June 30, 2013 and 2012, and is included in lease expense in Note 10.

The Organization also pays for any repairs, maintenance, and improvements for the building. These items totaled \$1,348 and \$1,637 during the years ended June 30, 2013 and 2012.

Note 13. Capital Advances

Capital advances outstanding at June 30, 2013 and 2012 of \$1,332,700 from the U.S. Department of Housing and Urban Development (HUD) are for the renovation and construction of Dream Works, Inc. and Building Dreams, Inc. housing facilities. The total amount of the capital advances are reported as unrestricted net assets. Real estate acquired or constructed with HUD capital advance funds is subject to a lien by HUD for a period of 40 years or until HUD releases its use restrictions. These capital advances bear no interest and are not required to be repaid as long as the housing remains available for individuals with intellectual disabilities. Failure to keep the housing available for persons with intellectual disabilities for forty years will result in HUD billing the Organization for the entire capital advance outstanding plus interest since the date of the first advance.

A capital advance outstanding at June 30, 2013 and 2012 of \$196,000 from Louisville Metro Department of Housing and Community Development is for renovation of Dream Works, Inc. The capital advance bears no interest and is not required to be repaid as long as the housing remains available for individuals with intellectual disabilities for a period of twenty years and is maintained in accordance with HOME Investment Partnership program. The capital advance is secured by a mortgage on the property. The advance is included in unrestricted net assets. Early termination of this project would require repayment of the original amount of the capital advance plus interest at 12%.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A capital advance outstanding at June 30, 2013 and 2012 of \$426,995 from Louisville Metro Department of Housing and Community Development is for the construction of Building Dreams, Inc. The capital advance bears no interest and is not required to be repaid as long as the housing remains available for individuals with intellectual disabilities for a period of twenty years and is maintained in accordance with the HOME Investment Partnership Grant program. The capital advance is secured by a mortgage on the property. The advance is included in unrestricted net assets. Early termination of this project would require repayment of the original capital advance plus interest.

Note 14. Defined Contribution Retirement Plan

The Organization has a 401(k) Retirement Savings Plan. All employees who have fulfilled three months of employment and are 21 years of age are eligible to participate in the plan. The employer may make a matching contribution, equal to a discretionary percentage, to be determined by the employer. The Organization did not make a contribution for the years ended June 30, 2013 and 2012.

Note 15. Concentration of Revenues

Under its purchase of services agreement with Seven Counties Services, Inc., a separate not-for-profit corporation, the Organization receives funding from the Kentucky Department of Mental Health/Intellectual Disabilities Services. The Organization also receives payments from the Kentucky Medicaid program. Revenues from these two programs account for approximately 88% and 89% of the Organization's service revenues for the years ended June 30, 2013 and 2012, respectively. At June 30, 2013 and 2012, amounts due from those agencies included in accounts receivable were approximately \$744,000 and \$402,000, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 16. Building Deposit

In September 2011, the Organization entered into an option to purchase agreement with TJP, LLC for real estate property located at 1940 Princeton Drive, Louisville, Kentucky at an initial option cost of \$5,000. The initial option period expired on September 30, 2011. Monthly extensions are available under the agreement at a cost of \$5,000 per extension. As of June 30, 2013 and 2012 the Organization has paid \$110,000 and \$50,000, respectively, in options exercised toward the purchase of the building. The Organization exercised its option to purchase the property on August 23, 2013 with all funds paid to date applied toward the total purchase price of \$700,000.

In conjunction with this option to purchase agreement, the Organization also entered into a right of first refusal agreement with Payette Realty, LLC for the purchase of an adjacent building. Under the terms of this agreement, Payette Realty agrees not to sell the building to anyone without first offering to sell the building to the Organization under the same terms and conditions as any offer received. The Organization will then have 30 days to exercise their option and enter into a purchase agreement at the same terms the third party offered for buying the building. If the Organization does not exercise the option, then the building may be sold to the third party who offered to buy it within 180 days from the date of the Organization's refusal. If Payette Realty does not enter into a contract or sell the building within the 180 days, the Organization again has the option to exercise their right of first refusal. The right of first refusal agreement period begins in September 2011 and runs until August 2014, if not sooner, should the Organization exercise their option to purchase as outlined above.

As of June 30, 2013, the Organization has paid total deposits of \$5,000 toward design fees and \$1,900 in appraisal fees for this property.

Note 17. Vulnerability Due to Certain Concentrations

The Organization's operations are concentrated in the health care industry. In the health care industry, laws and regulations governing the Medicaid programs are extremely complex and subject to interpretation. Compliance with health care industry laws and regulations can be subject to future government review and interpretation as well as significant regulatory action including fines, penalties and exclusion from the Medicaid program. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Building Dreams, Inc.'s and Dream Works, Inc.'s primary assets are eight unit apartment housing projects. The Organizations operations are concentrated in providing housing for persons with intellectual and developmental disabilities. In addition, the Organizations operate in a heavily regulated environment. The operations of the Organizations are subject to the administrative directives, rules and regulations of federal, state and local regulatory agencies, including, but not limited to, HUD. Such administrative directives, rules and regulations are subject to change by an act of congress or an administrative change mandated by HUD. Such changes may occur with little notice or inadequate funding to pay for the related cost, including the additional administrative burden, to comply with the change.

Note 18. Subsequent Event

In August 2013, the Organization purchased the property 1940 Princeton Drive, Louisville, Kentucky, to be used for an adult day training center and office space for program and administrative support team members (see Note 16). This purchase was financed by a \$250,000 capital advance through the Louisville/Jefferson County Metro Government Department of Community Services and Revitalization, grants and pledges from other organizations, and a \$350,000 loan from a PNC Bank.

The capital advance bears no interest and is not required to be repaid as long as property remains available for maintaining the adult day training center for a period of five years from the date the property is put into service and is maintained in accordance with the Community Development Block Grant program. The capital advance is secured by a mortgage on the property.

The mortgage note with PNC Bank is payable in monthly installments beginning in September 2013, of \$2,393, including interest at 5.35%, with the remaining unpaid principal due August 2023. The future maturities of this mortgage note payable are as follows:

Year ending June 30, 2014	\$ 8,499
2015	10,710
2016	11,298
2017	11,917
2018	12,571
Thereafter	<u>295,005</u>
	<u>\$350,000</u>

DREAMS WITH WINGS, INC. AND AFFILIATES

CONSOLIDATING STATEMENT OF FINANCIAL POSITION
June 30, 2013

ASSETS	<u>Dreams With Wings, Inc.</u>	<u>Dream Works, Inc.</u>	<u>Building Dreams, Inc.</u>	<u>Eliminations</u>	<u>Consolidated</u>
CURRENT ASSETS					
Cash and cash equivalents	\$ 7,876	\$ 731	\$ 10,020		\$ 18,627
Certificates of deposit	14,599				14,599
Accounts receivable, less allowance for uncollectible accounts of \$89,000	705,677	453	92		706,222
Provider tax refund receivable	134,875				134,875
Due from related organizations	10,234			\$ (10,234)	
Prepaid expenses	25,333	627	1,085		27,045
Total current assets	<u>898,594</u>	<u>1,811</u>	<u>11,197</u>	<u>(10,234)</u>	<u>901,368</u>
ASSETS WHOSE USE IS LIMITED					
Pledges receivable	33,748				33,748
Cash - building fund	56,560				56,560
Tenant security deposits held in trust		1,617	2,211		3,828
Insurance escrow deposits		458	2,877		3,335
Residual receipts			6,338		6,338
Replacement reserve		9,595	14,013		23,608
Total assets whose use is limited	<u>90,308</u>	<u>11,670</u>	<u>25,439</u>		<u>127,417</u>
PROPERTY AND EQUIPMENT					
Land	121,006	53,560			174,566
Buildings and improvements	1,156,234	807,250	1,076,193		3,039,677
Furniture, equipment and vehicles	284,177	4,058	5,801		294,036
	1,561,417	864,868	1,081,994		3,508,279
Less accumulated depreciation	495,487	171,189	105,382		772,058
	<u>1,065,930</u>	<u>693,679</u>	<u>976,612</u>		<u>2,736,221</u>
OTHER ASSETS					
Building deposit	116,900				116,900
Prepaid rent			30,525		30,525
Total other assets	<u>116,900</u>		<u>30,525</u>		<u>147,425</u>
TOTAL ASSETS	<u>\$ 2,171,732</u>	<u>\$ 707,160</u>	<u>\$ 1,043,773</u>	<u>\$ (10,234)</u>	<u>\$ 3,912,431</u>

LIABILITIES AND NET ASSETS	<u>Dreams With Wings, Inc.</u>	<u>Dream Works, Inc.</u>	<u>Building Dreams, Inc.</u>	<u>Eliminations</u>	<u>Consolidated</u>
CURRENT LIABILITIES					
Current maturities of long-term debt	\$ 25,387				\$ 25,387
Line-of-credit	124,837				124,837
Accounts payable	146,579	\$ 7,980	\$ 1,157		155,716
Due to related organizations		9,439	795	\$ (10,234)	
Accrued expenses	<u>163,834</u>	<u>282</u>	<u>337</u>		<u>164,453</u>
Total current liabilities	<u>460,637</u>	<u>17,701</u>	<u>2,289</u>	<u>(10,234)</u>	<u>470,393</u>
TENANT SECURITY DEPOSITS HELD IN TRUST					
		<u>1,552</u>	<u>2,174</u>		<u>3,726</u>
LONG-TERM DEBT, less current maturities					
	<u>277,850</u>				<u>277,850</u>
Total liabilities	<u>738,487</u>	<u>19,253</u>	<u>4,463</u>	<u>(10,234)</u>	<u>751,969</u>
NET ASSETS					
Unrestricted	1,186,232	687,907	1,039,310		2,913,449
Temporarily restricted	<u>247,013</u>				<u>247,013</u>
	<u>1,433,245</u>	<u>687,907</u>	<u>1,039,310</u>		<u>3,160,462</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 2,171,732</u>	<u>\$ 707,160</u>	<u>\$ 1,043,773</u>	<u>\$ (10,234)</u>	<u>\$ 3,912,431</u>

DREAMS WITH WINGS, INC. AND AFFILIATES
CONSOLIDATING STATEMENT OF ACTIVITIES
 Year Ended June 30, 2013

	Dreams With Wings, Inc.			Dream Works, Inc. Unrestricted	Building Dreams, Inc. Unrestricted	Eliminations	Consolidated		
	Unrestricted	Temporarily Restricted	Total				Unrestricted	Temporarily Restricted	Total
Revenues and support:									
Service revenues	\$ 4,291,752		\$ 4,291,752				\$ 4,291,752		\$ 4,291,752
Charitable gaming, net	81,781		81,781				81,781		81,781
Contributions and grants	130,477	\$ 56,345	186,822				130,477	\$ 56,345	186,822
Special events	51,979		51,979				51,979		51,979
Provider tax refund	99,208		99,208				99,208		99,208
Apartment rentals	8,409		8,409	\$ 40,032	\$ 38,208		86,649		86,649
Interest	241		241	3	36		280		280
Management fees	8,237		8,237			\$ (8,237)			
Other	7,469		7,469			(7,200)	269		269
Net assets released from restrictions	4,679,553	56,345	4,735,898	40,035	38,244	(15,437)	4,742,395	56,345	4,798,740
	78,300	(78,300)					78,300	(78,300)	
Total revenues and support	4,757,853	(21,955)	4,735,898	40,035	38,244	(15,437)	4,820,695	(21,955)	4,798,740
Expenses:									
Program services	3,933,531		3,933,531	51,689	47,953	(7,200)	4,025,973		4,025,973
Administrative	416,329		416,329	12,656	14,924	(8,237)	435,672		435,672
Fund-raising	96,142		96,142				96,142		96,142
Total expenses	4,446,002		4,446,002	64,345	62,877	(15,437)	4,557,787		4,557,787
Increase (decrease) in total net assets	311,851	(21,955)	289,896	(24,310)	(24,633)		262,908	(21,955)	240,953
Net assets, beginning of year	874,381	268,968	1,143,349	712,217	1,063,943		2,650,541	268,968	2,919,509
Net assets, end of year	\$ 1,186,232	\$ 247,013	\$ 1,433,245	\$ 687,907	\$ 1,039,310	\$	\$ 2,913,449	\$ 247,013	\$ 3,160,462

DREAMS WITH WINGS, INC. AND AFFILIATES
CONSOLIDATING STATEMENT OF FUNCTIONAL EXPENSES
Year Ended June 30, 2013

	Dreams With Wings, Inc.					Dream Works, Inc.			Building Dreams, Inc.			Consolidated								
	Residential	Community Habilitation	Community Living Support	Support Coordination	Other Programs	Program Services	Administrative	Fund-raising	Total	Program Services	Administrative	Fund-raising	Total	Eliminations						
and wages	\$ 1,003,749	\$ 434,977	\$ 746,537	\$ 126,280	\$ 151,653	\$ 2,461,816	\$ 235,073	\$ 45,023	\$ 2,741,912	\$ 3,690	\$ 7,000	\$ 7,000	\$ 3,690	\$ (7,200)	\$ 2,461,816	\$ 235,073	\$ 45,023	\$ 2,741,912		
year benefits	96,406	41,645	71,702	12,129	14,564	236,446	22,578	4,324	263,348						236,446	22,578	4,324	263,348		
taxes	81,238	35,091	60,421	10,220	12,274	199,246	19,025	3,644	221,915						199,246	19,025	3,644	221,915		
utilizing							9,000		9,000							23,000			23,000	
equipment fees																				
subscriptions and licenses		15,046				30,529			45,375											
office expense	70,305					70,305	1,447	8,346	53,721						70,305	1,447	8,346	53,721		
laundry client expenses	38,295	9,244				47,539	18,487	1,971	3,418						46,616	18,487	1,971	70,305		
supplies	2,332					2,332			2,332						2,332			2,332		
printing and printing	2,033	3,167				8,355	7,854	182	16,209						8,355	7,882	182	16,237		
professional fees							3,169		3,351							3,169		3,351		
medical services	52,262		1,208			199,806	43,370	3,004	46,374						253,356	43,370	3,004	46,374		
repairs and maintenance	52,900	6,500	21,752			1,125	82,277		82,277						82,957			253,356		
events	24,421	6,968	3,235			34,632	5,034	29,648	39,666	8,523					47,252	5,034		52,286		
rent		3,078	186			228	3,492		29,648						47,252			52,286		
rental and travel	4,978	21,602	2,133			411	12,854	16,346	16,346	1,063	1,063				3,492	16,419		29,648		
insurance	46,563		12,148			2,544	284	2,828	2,828						2,544	284		19,911		
insurance	1,614	2,135	2,354			48,917	61	41,782	54,997	12,564					41,721	61		41,782		
credit card	63,408	20,786	3,148			22,641	5,580	30,585	30,585	551					68,518	5,580		74,098		
credit service fees	41,130	1,944	11,934			84,093	7,944	130,639	84,093						22,641	9,694		32,335		
rental	43,891	2,074	12,735			89,737		84,093	89,737						84,093			130,639		
rental	12,178					12,178	12,441	24,619	12,178						89,737	12,178		84,093		
rental	28,838	27,052	55,890			12,128	68,018	24,619	24,619	21,645					106,354	12,441		118,492		
	\$ 1,666,541	\$ 629,931	\$ 988,134	\$ 165,952	\$ 482,973	\$ 3,933,531	\$ 416,329	\$ 96,142	\$ 4,446,002	\$ 31,689	\$ 12,656	\$ 64,345	\$ 47,953	\$ 14,924	\$ 62,877	\$ (15,437)	\$ 4,025,973	\$ 438,672	\$ 96,142	\$ 4,557,787



Empowering Children & Adults with Intellectual Disabilities,
Developmental Disabilities and Autism

Dreams With Wings

Three (3) Highest Paid Employees

<u>Name</u>	<u>Title</u>	<u>Salary Per Year</u>
Jenifer Frommeyer	Executive Director	79,999.92
Katie Wilkinson	Behavior Director	75,500.10
Deon Stokes	Director Business Admin & HR	65,000.00

Dreams with Wings, Inc
Balance Sheet
 As of June 30, 2014

	<u>Jun 30, 14</u>
ASSETS	
Current Assets	
Checking/Savings	17,575.00
PNC Grant Account	50,162.19
PNC-Operating	67,367.02
PNC Money Mkt (Memorial)	2,764.56
PNC Employee Incentive Plan	15,601.42
PNC-Endowment A/C	0.06
Building Fund Savings Account	-16,566.67
Building Fund Checking Account	136,903.58
Total Checking/Savings	136,903.58
Accounts Receivable	
Accounts Receivable-Medicaid	791,339.67
Accounts Receivable-Private	47,872.91
Accounts Receivable	380.00
Allowance for Doubtful Accounts	-89,000.00
Pledge Receivable	95,548.00
Total Accounts Receivable	846,140.58
Other Current Assets	
Bingo Start Up	9,469.67
Prepaid Rent	1,500.00
Prepaid Insurance	42,735.79
Rental Deposits	1,000.00
Security Deposits	1,300.00
Due from Dream Works	8,657.30
Management Fee Receivable	1,652.11
Petty Cash	2,089.00
Undeposited Funds	14,396.61
Total Other Current Assets	82,800.48
Total Current Assets	1,065,844.64
Fixed Assets	
Construction in Process	307,044.29
Real Estate	1,719,261.66
Land	191,521.51
Building Improvements	51,149.13
Leasehold Improvements	17,426.55
Automobile-Van	199,101.96
Office Equipment >\$500	112,987.85
Accumulated Depreciation	-560,287.15
Total Fixed Assets	2,038,205.80
TOTAL ASSETS	3,104,050.44

Dreams with Wings, Inc
Balance Sheet
 As of June 30, 2014

12:06 PM
 09/23/14
 Accrual Basis

	<u>Jun 30, 14</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	234,992.16
Accounts Payable	234,992.16
Total Accounts Payable	
Credit Cards	
NCB-LOC	153,336.58
PNC-4447	-23,034.78
Home Depot	3,039.10
Total Credit Cards	<u>133,340.90</u>
Other Current Liabilities	
HSA Withholding	-817.69
Client Liabilities Payable	9,328.44
Accrued Salaries	73,158.29
Accrued Vacation	60,186.26
Accrued Expenses	14,985.06
Nanz Avenue Security Deposits	550.00
Total Other Current Liabilities	<u>157,390.36</u>
Total Current Liabilities	525,723.42
Long Term Liabilities	
Mortgage Loan - 2106	341,712.25
Mortgage Loan - Nepperhan	82,982.30
Mortgage Loan - Tecumseh	62,451.95
Mortgage Loan - Office and Brow	132,609.31
Total Long Term Liabilities	<u>619,755.81</u>
Total Liabilities	1,145,479.23
Equity	
Retained Earnings	1,436,996.09
Opening Bal Equity	0.10
Net Income	521,575.02
Total Equity	<u>1,958,571.21</u>
TOTAL LIABILITIES & EQUITY	<u>3,104,050.44</u>

Dreams with Wings, Inc
Profit & Loss
 July 2013 through June 2014

Jul '13 - Jun 14

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 Accrual Basis

Ordinary Income/Expense	
Income	
Medicaid Income	9,638.43
Durable Medical Income	45,007.50
Personal Care	204,406.14
Support Coordination	523,154.60
Adult Day Training	597,820.32
Supported Living	1,877,635.95
Staffed Residence Income	52,780.77
Family Home Provider	83,995.26
Respite(Contractor Provided)	27,779.01
Physical Therapy	30,927.15
Occupational Therapy	64,847.25
Speech Therapy	42,358.68
Psychological Services	556,051.95
Behavior Support	68,830.85
Supported Employment-MAID	-215.08
Medicaid Allowances	10,725.02
Continuing Income	-171,854.36
Uncollectible Revenue	
Total Medicaid Income	4,023,889.44
Private Pay Income	
Support Coordination-Private Pa	61,555.00
Rental Income	60,484.54
Day Program Daily Fee	6,310.94
Day Program Administration	280.00
Day Program Activities	1,031.95
Leisure Outreach	1,166.00
Total Private Pay Income	130,828.43
Seven Counties Services Income	
Seven Counties Services-Other	7,725.00
SCS-DMR	0.00
Total Seven Counties Services Income	7,725.00
Supported Employment	34,387.59
Charity Care	-32,193.45
Client Liabilities	
Spending Money	-4,956.00
Client Liabilities - Other	182,447.80
Total Client Liabilities	177,491.80
Summer Day Camp	
Summer Day Camp-Autism	111,424.56
Camp Fees-Michele P	28,368.75
Summer Day Camp-Autism - Other	

Dreams with Wings, Inc
Profit & Loss
 July 2013 through June 2014

	Jul '13 - Jun 14
Total Summer Day Camp-Autism	139,793.31
Summer Day Camp - Other	37,804.25
Total Summer Day Camp	177,597.56
Client Vacation	18,163.49
Dream Team Cafe Income	330.00
Bauer Rent	0.00
Service Charges Refund	31.50
Management Fee Income	8,682.05
Interest Income	104.66
Total Income	4,547,038.07
Gross Profit	4,547,038.07
Expense	
Behavior Supports	
Psychological Services	39,946.10
Behavior Support Salaries	279,891.90
Social Security Tax	17,292.00
Medicare	4,042.00
Unemployment	2,510.00
Health	11,563.72
Dental	845.07
Behavior Support Consultant	3,906.00
Vision Ins	691.83
Life Expense	252.00
Provider Tax	21,296.46
Behavior Supports - Other	8,325.58
Total Behavior Supports	390,562.66
Community Hab./Day Program	
Community Hab. Salaries	341,871.58
Supported Employment Salaries	100,542.55
FICA Tax	27,636.00
Medicare Tax	6,459.00
FUTA Tax	3,963.00
Health Insurance	38,715.14
Dental	1,848.14
Vision Ins	767.83
Life Ins Expense	796.50
Miscellaneous	257.59
Building Lease	6,000.00
Building Maintenance	1,263.25
Telephone	3,270.95
Vehicle Maintenance	6,670.60
Vehicle Depreciation	31,200.00

Dreams with Wings, Inc
Profit & Loss
 July 2013 through June 2014

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 Accrual Basis

	Jul '13 - Jun 14
Vehicle Lease	4,181.46
Office Supplies	2,795.65
Gasoline	16,635.04
Gasoline-Supported Emp	3,335.06
Provider Tax - Supported Emp	2,355.77
Provider Tax	19,321.83
Supplies	3,254.16
Dreams Cafe Expense	1,516.29
Activities	14,976.69
Adult Literacy Program	1,183.43
Mileage	561.00
Community Hab./Day Program - Other	4.99
Total Community Hab./Day Program	641,483.50
Support Coordination Expense	
Client Reimbursable Expenses	10,716.33
Salaries	115,507.58
Social Security Tax	7,185.00
Medicare Tax	1,681.00
Unemployment Tax	1,009.00
Health Insurance	14,018.32
Dental	311.12
Vision Ins	169.86
Life Ins	198.00
Provider Tax	7,565.61
Total Support Coordination Expense	158,361.82
Supported Living Expenses	
Salaries	536,176.62
Social Security Tax	33,239.00
Medicare Tax	7,771.88
Unemployment Tax	4,568.00
Health Insurance	31,062.74
Dental	1,040.84
Vision Ins	759.72
Life Ins Expense	580.50
3918 Nanz Rental	21,834.47
CLS Services -contract labor	264.00
Respite Services-contract labor	40,878.74
Electricity	152.77
Training	1,148.00
Maintenance Expenses	992.67
Client Reimbursable Expenses	953.75
Nanz rental miscellaneous	3,225.25
Miscellaneous	97.50
Mileage	10,696.61
Gasoline	1,628.03

Dreams with Wings, Inc
Profit & Loss
 July 2013 through June 2014

	Jul '13 - Jun 14
Provider Tax	23,656.78
Supported Living Expenses - Other	157.79
Total Supported Living Expenses	720,885.66
Staffed Residence Expense	
Salaries	1,113,779.15
Maintenance Salaries	32,329.89
Social Security Tax	68,608.50
Medicare Tax	16,040.47
Unemployment Tax	9,515.44
Health Insurance	109,661.68
Dental	5,463.13
Vision Ins	2,720.11
Life Insurance Expense	2,167.42
Depreciation Expense	30,000.00
Rent	60,159.00
Groceries	77,894.44
Cable	18,634.45
Electricity	27,247.31
Telephone	24.99
Water	10,117.92
Maintenance	13,589.29
Vehicle Lease	91.98
Mileage	5,407.90
Vehicle Maintenance	323.08
Gasoline	584.17
Training	35.09
Office Supplies	3,315.78
Misc Client Costs	1,118.40
Spending Money for Clients	4,293.00
Landscaping	4,524.00
Small Appliances	2,339.05
Interest Expense	11,479.93
Provider Tax	69,985.70
Miscellaneous	371.22
Staffed Residence Expense - Other	3,558.16
Total Staffed Residence Expense	1,705,380.65
Family Home Provider Expenses	
Stipend FHP	33,600.04
Provider Tax	3,815.94
Total Family Home Provider Expenses	37,415.98
Other Program Costs	
Small Equipment Purchases	845.88
Program Training Salaries	21,695.94
Program Salaries	94,903.63

Dreams with Wings, Inc
Profit & Loss
 July 2013 through June 2014

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 Accrual Basis

Jul '13 - Jun 14

Social Security Tax	7,161.00
Medicare Tax	1,672.00
Unemployment Tax	803.00
Other Program Costs-Medical	3,769.28
Other Program Costs-Vision	166.80
Dental	139.84
Life	145.36
Crime Check	3,147.49
Respite	2,117.25
Occ Therapy	25,748.50
Speech	56,840.00
PT	20,940.50
Training	3,160.84
CPR	644.00
Leisure Outreach	772.25
Gasoline	46.52
Telephone	99.90
Vacation	21,317.63
Provider Tax Expense	4,855.90
Other Program Costs - Other	244.08
Total Other Program Costs	271,237.59
DSL Day Camp	
Salaries	45,208.39
Social Security Tax	2,452.00
Medicare	580.00
Unemployment	899.00
Rent	2,312.50
Gas	2,388.70
Day Camp Supplies	501.87
Day Camp Activities	3,402.00
Vehicles	17,361.27
Miscellaneous	440.00
DSL Day Camp - Other	17.02
Total DSL Day Camp	75,562.75
Autism Camp	
Salaries-Autism	38,301.73
Social Security Tax	2,070.00
Medicare	489.00
Unemployment	777.00
Rent	2,312.50
Camp Activities-Autism	5,162.50
Camp Supplies-Autism	130.69
Vehicles	14,668.20
Gas-Autism Camp	2,355.59
Miscellaneous	500.00

Dreams with Wings, Inc
Profit & Loss
 July 2013 through June 2014

	Jul '13 - Jun 14
Autism Camp - Other	3.43
Total Autism Camp	66,770.64
Uncategorized Expenses	1,390.00
Grant Expenses	
ArtsReach Grant	2,697.83
Leisure Outreach Salaries	0.00
Leisure OR--Activities/Supplies	10.00
Grant Expenses - Other	-65.88
Total Grant Expenses	2,641.95
Administrative	
HSA Expense	39,263.28
Executive Director Salary	78,579.03
Office Salaries	187,948.91
Social Security Tax	13,660.74
Medicare Tax	2,498.48
Unemployment Tax	1,713.39
Payroll Benefits	599.50
Health/Life Insurance	-35,129.52
HRA Expense	23,534.00
Dental Insurance	-2,470.86
Vision Insurance Exp	-1,459.19
Benefit Administration	2,634.75
Payroll Expenses	-95.09
Finance Charges	1,481.76
Telephone	4,427.75
Electric	9,176.89
Water	976.88
Cell phone/pager reimbursement	8,355.52
Advertising	13.09
Computer Repairs	180.00
Seminars & Training	353.98
Internet site	28.01
Office Supplies	7,178.38
TB shots	260.00
Automobile	1,155.00
Vehicle Taxes & Registration	383.58
Maintenance	13,777.53
Allocation of Maint & Oper PR	-7,200.00
Office Equipment Maintenance	2,986.07
Dues and Subscriptions	3,847.60
Liability Expense	54,175.78
Directors and Officers Ins.	6,772.00
Workman's Comp Ins.	58,797.50
Property Insurance	7,093.79
Postage	2,782.18

Dreams with Wings, Inc
Profit & Loss
 July 2013 through June 2014

Jul '13 - Jun '14

Accounting Fees	9,350.00
Data Processing Charge	31,998.50
Payroll Processing Fees	18,006.26
Meals	8.46
Staff/Client Gifts	500.00
Taxes & Licenses	9,283.33
Miscellaneous	2,992.26
Filing Fees	20.00
Bank Service Charges	1,690.45
Credit Card Charges	1,179.82
Professional Meetings	90.00
Interest	25,486.46
Bad Debt Expense	176.46
Depreciation	3,600.00
Administrative - Other	285.01
Total Administrative	592,948.72

Total Expense **4,664,641.92**

Net Ordinary Income **-117,603.85**

Other Income/Expense

Other Income	139.50
Poker Run	
Fundraising Income	
Grant Income	40,365.00
Unrestricted Donations	47,518.11
Donations--In Memory/Honor of	6,743.96
Restricted Donation	2,640.00
End of Year Campaign	13,320.00
In-Kind Donations	3,300.00
Taste of Dreams	14,940.45
Jack-O-Lantern Stroll	8,810.50
Black Widows Ball	2,164.00
Golf Scramble	16,341.00
Other Fundraisers	2,488.00
Scrip Program	2,829.00
Bingo Income	
Donations	7,659.00
Bingo Income - Other	60,734.00
Total Bingo Income	68,393.00

Fundraising Income - Other **5,629.90**

Total Fundraising Income **235,482.92**

Comprehensive Cap Campaign Inc **700.00**
Comprehensive Cap Camp-Brick

Dreams with Wings, Inc
Profit & Loss
July 2013 through June 2014

	Jul '13 - Jun 14
Comprehensive Cap Campaign Inc - Other	458,480.00
Total Comprehensive Cap Campaign Inc	459,180.00
Total Other Income	694,802.42
Other Expense	
Black Widows Ball Exp	1,905.43
Comprehensive Cap Campaign Exp	
Interest Expense	1,560.42
Total Comprehensive Cap Campaign Exp	1,560.42
Fundraising	
Fundraising Wages	8,323.36
Social Security Tax	376.00
Medicare	88.00
Unemployment	25.00
Consulting	13,296.00
Annual Fund Expenses	2,327.64
Taste Expenses	6,298.63
Stroll Expenses	3,408.80
Golf Scramble	10,666.17
Scrip Program Expense	2,713.42
Bingo	30.22
Marketing Material	1,352.93
Postage	361.22
Other Fundraising Events	2,157.24
Promotional Items	8.62
Client Crafts	99.00
Fundraising - Other	625.45
Total Fundraising	52,157.70
Total Other Expense	55,623.55
Net Other Income	639,178.87
Net Income	521,575.02