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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation HOWE FAMILY FOUNDATION C/O ROGER L. HOWE, TRUSTEE		A Employer identification number 31-1339302
Number and street (or P.O. box number if mail is not delivered to street address) 1 WEST FOURTH STREET	Room/suite 2222	B Telephone number 513-369-0042
City or town, state, and ZIP code CINCINNATI, OH 45202		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,694,687. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		69,587.	69,555.		STATEMENT 2
5a Gross rents		<417.>	<417.>		STATEMENT 3
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		310,083.			STATEMENT 1
b Gross sales price for all assets on line 6a		432,034.			
7 Capital gain net income (from Part IV, line 2)			709,857.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		60,477.	48,053.		STATEMENT 4
12 Total. Add lines 1 through 11		439,730.	827,048.		
13 Compensation for officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest		37,221.	37,221.		0.
18 Taxes		2,711.	2,711.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		23,125.	22,925.		200.
24 Total operating and administrative expenses. Add lines 13 through 23		63,057.	62,857.		200.
25 Contributions, gifts, grants paid		279,300.			279,300.
26 Total expenses and disbursements. Add lines 24 and 25		342,357.	62,857.		279,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		97,373.			
b Net investment income (if negative, enter -0-)			764,191.		
c Adjusted net income (if negative, enter -0-)				N/A	

HOWE FAMILY FOUNDATION
C/O ROGER L. HOWE, TRUSTEE

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	404,999.	324,432.	324,432.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	788,477.	367,265.	370,229.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	4,375,560.	4,974,712.	5,000,026.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	5,569,036.	5,666,409.	5,694,687.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,569,036.	5,666,409.	
30 Total net assets or fund balances	5,569,036.	5,666,409.		
31 Total liabilities and net assets/fund balances	5,569,036.	5,666,409.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,569,036.
2 Enter amount from Part I, line 27a	2	97,373.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,666,409.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,666,409.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 12,345 SHARES US BANCORP	D	VARIOUS	09/14/12
b FLOWTHROUGH FROM PARTNERSHIPS	P	VARIOUS	VARIOUS
c FLOWTHROUGH FROM PARTNERSHIPS	P	VARIOUS	VARIOUS
d FLOWTHROUGH FROM PARTNERSHIPS	P	VARIOUS	VARIOUS
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 432,034.		21,437.	410,597.
b			118,347.
c			181,060.
d			<147.>
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			410,597.
b			118,347.
c			181,060.
d			<147.>
e			

2 Capital gain net income or (net capital loss) <div style="float: right; border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	709,857.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	163,850.	5,569,884.	.029417
2010	280,670.	5,452,700.	.051474
2009	276,770.	4,763,216.	.058106
2008	360,478.	6,272,185.	.057472
2007	260,395.	5,873,367.	.044335

2 Total of line 1, column (d)	2	.240804
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048161
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,407,895.
5 Multiply line 4 by line 3	5	260,450.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,642.
7 Add lines 5 and 6	7	268,092.
8 Enter qualifying distributions from Part XII, line 4	8	279,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		<table border="1"> <tr><td>1</td><td align="right">7,642.</td></tr> <tr><td>2</td><td align="right">0.</td></tr> <tr><td>3</td><td align="right">7,642.</td></tr> <tr><td>4</td><td align="right">0.</td></tr> <tr><td>5</td><td align="right">7,642.</td></tr> </table>	1	7,642.	2	0.	3	7,642.	4	0.	5	7,642.
1	7,642.											
2	0.											
3	7,642.											
4	0.											
5	7,642.											
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b												
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).												
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)												
3 Add lines 1 and 2		<table border="1"> <tr><td>6a</td><td align="right">15,740.</td></tr> <tr><td>6b</td><td></td></tr> <tr><td>6c</td><td></td></tr> <tr><td>6d</td><td></td></tr> </table>	6a	15,740.	6b		6c		6d			
6a	15,740.											
6b												
6c												
6d												
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<table border="1"> <tr><td>7</td><td align="right">15,740.</td></tr> <tr><td>8</td><td></td></tr> <tr><td>9</td><td></td></tr> <tr><td>10</td><td align="right">8,098.</td></tr> <tr><td>11</td><td align="right">0.</td></tr> </table>	7	15,740.	8		9		10	8,098.	11	0.
7	15,740.											
8												
9												
10	8,098.											
11	0.											
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-												
6 Credits/Payments:												
a 2012 estimated tax payments and 2011 overpayment credited to 2012												
b Exempt foreign organizations - tax withheld at source												
c Tax paid with application for extension of time to file (Form 8868)												
d Backup withholding erroneously withheld												
7 Total credits and payments. Add lines 6a through 6d												
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached												
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed												
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid												
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 8,098. Refunded <input type="checkbox"/>												

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of ROGER L. HOWE Telephone no. (513) 381-4849 Located at 1 WEST FOURTH STREET, SUITE 2222, CINCINNATI, OH ZIP+4 45202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	640,072.
b	Average of monthly cash balances	1b	316,908.
c	Fair market value of all other assets	1c	4,533,269.
d	Total (add lines 1a, b, and c)	1d	5,490,249.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,490,249.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,354.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,407,895.
6	Minimum investment return. Enter 5% of line 5	6	270,395.

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

1	Minimum investment return from Part X, line 6	1	270,395.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,642.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	1,714.
c	Add lines 2a and 2b	2c	9,356.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	261,039.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	261,039.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	261,039.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	279,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	279,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,642.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	271,858.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				261,039.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	15,427.			
d From 2010	8,295.			
e From 2011				
f Total of lines 3a through e	23,722.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 279,500.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount	18,461.			261,039.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	42,183.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	42,183.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	15,427.			
c Excess from 2010	8,295.			
d Excess from 2011				
e Excess from 2012	18,461.			

HOWE FAMILY FOUNDATION

C/O ROGER L. HOWE, TRUSTEE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACCF 300 COLLEGE AVENUE ASHLAND, OH 44805	NONE	IRC SECTION 501(C)(3)	GENERAL	5,500.
ARMSTRONG CHAPEL UMC 5125 DRAKE ROAD CINCINNATI, OH 45243	NONE	IRC SECTION 501(C)(3)	GENERAL	26,000.
ARTSWAVE 2649 ERIE AVENUE CINCINNATI, OH 45208	NONE	IRC SECTION 501(C)(3)	GENERAL	10,000.
BIRMINGHAM UNITED METHODIST CHURCH 15018 SOUTH STREET BIRMINGHAM, OH 44816	NONE	IRC SECTION 501(C)(3)	GENERAL	12,000.
BOCA GRANDE COMMUNITY CENTER 131 FIRST STREET WEST, PO BOX 1222 BOCA GRANDE, FL 33921	NONE	IRC SECTION 501(C)(3)	GENERAL	250.
Total	SEE CONTINUATION SHEET(S)			279,300.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Part XVII





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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		 Date		 Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check <input type="checkbox"/> if self-employed	
	KRISTA GOETZ				PTIN P00852610	
	Firm's name ▶ J.D. CLOUD & CO. L.L.P.				Firm's EIN ▶ 31-0530857	
	Firm's address ▶ 120 E. FOURTH STREET, SUITE 1100 CINCINNATI, OH 45202-4007				Phone no. (513) 621-1188	

**HOWE FAMILY FOUNDATION
C/O ROGER L. HOWE, TRUSTEE**

31-1339302

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
BOCA GRANDE GASPARILLA ISLAND CONSERVATION & IMPROVEMENT ASSOCIATION PO BOX 446 BOCA GRANDE, FL 33921	NONE	IRC SECTION 501(C)(3)	GENERAL	5,000.
BOCA GRANDE HEALTH CLINIC FOUNDATION 280 PARK AVENUE, PO BOX 2340 BOCA GRANDE, FL 33921	NONE	IRC SECTION 501(C)(3)	GENERAL	120,200.
BOCA GRANDE UNITED METHODIST CHURCH 325 3RD STREET WEST BOCA GRANDE, FL 33921	NONE	IRC SECTION 501(C)(3)	GENERAL	700.
CATHOLIC INNER-CITY SCHOOLS EDUCATION FUND 100 EAST EIGHTH STREET CINCINNATI, OH 45202	NONE	IRC SECTION 501(C)(3)	GENERAL	500.
CHI OMEGA FOUNDATION 311 JOSELIN AVE. CINCINNATI, OH 45219	NONE	IRC SECTION 501(C)(3)	GENERAL	500.
CINCINNATI ART MUSUEM 953 EDEN PARK DRIVE CINCINNATI, OH 45202	NONE	IRC SECTION 501(C)(3)	GENERAL	1,500.
CINCINNATI ARTS ASSOCIATION 650 WALNUT STREET CINCINNATI, OH 45202	NONE	IRC SECTION 501(C)(3)	GENERAL	2,700.
CINCINNATI CHILDREN'S HOSPITAL MEDICAL CENTER 3333 BURNET AVENUE CINCINNATI, OH 45229	NONE	IRC SECTION 501(C)(3)	GENERAL	1,000.
CINCINNATI WORKS 37 WEST 7TH STREET, SUITE 200 CINCINNATI, OH 45202	NONE	IRC SECTION 501(C)(3)	GENERAL	500.
CRAYONS TO COMPUTERS 1350 TENNESSEE AVENUE CINCINNATI, OH 45229	NONE	IRC SECTION 501(C)(3)	GENERAL	1,000.
Total from continuation sheets				225,550.

**HOWE FAMILY FOUNDATION
C/O ROGER L. HOWE, TRUSTEE**

31-1339302

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HERITAGE UNIVERSALIST UNITARIAN CHURCH 2710 NEWTOWN ROAD CINCINNATI, OH 45244	NONE	IRC SECTION 501(C)(3)	GENERAL	1,000.
JOHANN FUST LIBRARY 1040 W 10TH STREET BOCA GRANDE, FL 33921	NONE	IRC SECTION 501(C)(3)	GENERAL	10,500.
LIVING ARRANGEMENTS FOR THE DEVELOPMENTALLY DISABLED 3603 VICTORY PARKWAY CINCINNATI, OH 45229	NONE	IRC SECTION 501(C)(3)	GENERAL	200.
LOUISE CROWNINSHIELD HOUSE 131 BANYAN STREET BOCA GRANDE, FL 33921	NONE	IRC SECTION 501(C)(3)	GENERAL	250.
MIAMI UNIVERSITY FOUNDATION 725 EAST CHESTNUT STREET OXFORD, OH 45056	NONE	IRC SECTION 501(C)(3)	GENERAL	60,000.
NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE PETOSKEY, MI 49770	NONE	IRC SECTION 501(C)(3)	GENERAL	2,000.
TAFT MUSEUM OF ART 316 PIKE STREET CINCINNATI, OH 45202	NONE	IRC SECTION 501(C)(3)	GENERAL	500.
THE CHRIST HOSPITAL FOUNDATION 2139 AUBURN AVENUE CINCINNATI, OH 45219	NONE	IRC SECTION 501(C)(3)	GENERAL	5,000.
THE PAGE ANN HAYDEN FOUNDATION PO BOX 536 AMELIA, OH 45102	NONE	IRC SECTION 501(C)(3)	GENERAL	500.
UNITED WAY 2400 READING ROAD CINCINNATI, OH 45202	NONE	IRC SECTION 501(C)(3)	GENERAL	10,000.
Total from continuation sheets				

31-1339302

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,345 SHARES US BANCORP	432,034.	421,211.	0.	0.	10,823.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FLOWTHROUGH FROM PARTNERSHIPS	0.	0.	0.	0.	118,347.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FLOWTHROUGH FROM PARTNERSHIPS	0.	0.	0.	0.	181,060.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FLOWTHROUGH FROM PARTNERSHIPS					
	0.	0.	0.	0.	<147.>
CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					310,083.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	16,899.	0.	16,899.
PARTNERSHIP INVESTMENTS	52,688.	0.	52,688.
TOTAL TO FM 990-PF, PART I, LN 4	69,587.	0.	69,587.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PARTNERSHIP RENTAL INCOME	1	<417.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<417.>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP PORTFOLIO INCOME	<3,695.>	<3,695.>	
PARTNERSHIP OTHER INCOME	51,736.	51,736.	
PARTNERSHIP ROYALTY INCOME	12.	12.	
PARTNERSHIP OTHER INCOME	12,424.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	60,477.	48,053.	

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,711.	2,711.		0.
TO FORM 990-PF, PG 1, LN 18	2,711.	2,711.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO FILING FEE	200.	0.		200.
PORTFOLIO DEDUCTIONS	22,925.	22,925.		0.
TO FORM 990-PF, PG 1, LN 23	23,125.	22,925.		200.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,560 SHARES KIMBERLY CLARK CORPORATION	3,440.	131,711.
U.S. BANCORP.	0.	0.
18,900 SHARES CORNING INC.	363,825.	238,518.
TOTAL TO FORM 990-PF, PART II, LINE 10B	367,265.	370,229.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GRESHAM SELECT ASSET MANAGERS, LP.	COST	1,089,928.	1,119,630.
GRESHAM FOREIGN MANAGERS, LP	COST	1,212,424.	1,300,516.
GRESHAM HEDGED STRATEGIES OFFSHORE	COST	1,309,466.	1,118,871.
GRESHAM GLOBAL OPPORTUNITIES, LP	COST	1,362,894.	1,461,009.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,974,712.	5,000,026.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	9
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EXPLANATION

A COPY OF THE FEDERAL FORM 990-PF IS NOT FILED WITH THE STATE OF OHIO ACCORDING TO THE POLICIES SET FORTH BY THE OFFICE OF THE ATTORNEY GENERAL WITH THE STATE OF OHIO. IN LIEU OF A FEDERAL FORM 990-PF COPY, THE FOUNDATION IS REQUIRED TO SUBMIT A VERIFICATION OF FILING WITH THE INTERNAL REVENUE SERVICE. THE FOUNDATION HAS COMPLIED WITH THE FILING REQUIREMENTS FOR THE STATE OF OHIO FOR THE 2012 YEAR.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KAREN C. HOWE 1 WEST FOURTH STREET, SUITE 2222 CINCINNATI, OH 45202	PRESIDENT 0.00	0.	0.	0.
MARY H. DAVIS 1 WEST FOURTH STREET, SUITE 2222 CINCINNATI, OH 45202	SECRETARY 0.00	0.	0.	0.
R. EDWIN HOWE 1 WEST FOURTH STREET, SUITE 2222 CINCINNATI, OH 45202	TREASURER 0.00	0.	0.	0.
ROGER L. HOWE 1 WEST FOURTH STREET, SUITE 2222 CINCINNATI, OH 45202	TRUSTEE 0.00	0.	0.	0.
JOYCE L. HOWE 1 WEST FOURTH STREET, SUITE 2222 CINCINNATI, OH 45202	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 11
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ROGER L. HOWE
JOYCE L. HOWE

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	HOWE FAMILY FOUNDATION C/O ROGER L. HOWE, TRUSTEE	31-1339302
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O J.D. CLOUD & CO LLP - 120 EAST FOURTH STREET, CINCINNATI, OH 45202	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ROGER L. HOWE

- The books are in the care of ☒ **1 WEST FOURTH STREET, SUITE 2222 - CINCINNATI, OH 45202**

Telephone No. ☒ **(513) 381-4849**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	4,275.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	15,740.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒

Title ☒ **CPA**

Date ☒