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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE JAMES J. AND JOAN A. GARDNER FAMILY FOUNDATION		A Employer identification number 31-1397164
Number and street (or P.O. box number if mail is not delivered to street address) 6847 CINTAS BOULEVARD, SUITE 120	Room/suite	B Telephone number 513-459-1085
City or town, state or province, country, and ZIP or foreign postal code MASON, OH 45040		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 74,514,777.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
Revenue	1 Contributions, gifts, grants, etc., received	151,128.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,574.	2,574.		STATEMENT 1
	4 Dividends and interest from securities	367,579.	367,579.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,288,633.			
	b Gross sales price for all assets on line 6a	11,061,198.			
	7 Capital gain net income (from Part IV, line 2)		8,261,755.		
	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	589,229.	598,270.		STATEMENT 3	
12 Total. Add lines 1 through 11	9,399,143.	9,230,178.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4	200.	0.	200.
	c Other professional fees	STMT 5	191,946.	0.	0.
	17 Interest				
	18 Taxes	STMT 6	22,025.	0.	22,025.
	19 Depreciation and depletion				
	20 Occupancy		547.	0.	547.
	21 Travel, conferences, and meetings		1,816.	0.	1,816.
	22 Printing and publications				
	23 Other expenses	STMT 7	1,911.	0.	1,911.
	24 Total operating and administrative expenses. Add lines 13 through 23		218,445.	0.	26,499.
	25 Contributions, gifts, grants paid		2,700,000.		2,700,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,918,445.	0.	2,726,499.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		6,480,698.			
b Net investment income (if negative, enter -0-)			9,230,178.		
c Adjusted net income (if negative, enter -0-)			N/A		

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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			843,071.	1,076,550.	1,076,550.
	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 8			3,932,141.	119,413.	16,634,310.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 9				30,594,195.	40,653,862.	56,803,917.
14 Land, buildings, and equipment; basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)				35,369,407.	41,849,825.	74,514,777.
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 ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			35,369,407.	41,849,825.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances			35,369,407.	41,849,825.		
31 Total liabilities and net assets/fund balances			35,369,407.	41,849,825.		

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	35,369,407.
2 Enter amount from Part I, line 27a	2	6,480,698.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	41,850,105.
5 Decreases not included in line 2 (itemize) ▶ NONDEDUCTIBLE EXPENSES	5	280.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,849,825.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 11,061,198.		3,932,085.	8,261,755.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			8,261,755.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,261,755.
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))
2012	2,426,929.	58,818,002.	.041262
2011	2,354,091.	53,037,584.	.044385
2010	2,312,175.	47,982,929.	.048187
2009	2,337,823.	43,668,041.	.053536
2008	2,167,628.	47,355,058.	.045774

2 Total of line 1, column (d)	2	.233144
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	.046629
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	66,955,429.
5 Multiply line 4 by line 3	5	3,122,065.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	92,302.
7 Add lines 5 and 6	7	3,214,367.
8 Enter qualifying distributions from Part XII, line 4	8	2,726,499.

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.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	184,604.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	184,604.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	184,604.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 17,247.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 190,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	207,247.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	22,643.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	22,643. Refunded	11	0.

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OH</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 ► RICHARD L. ROEDING, JR. Telephone no. ► 513-459-1085 Located at ► 6847 CINTAS BOULEVARD, SUITE 120, MASON, OH ZIP+4 ► 45040			
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 2013, 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? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

6b

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

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

7b

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

N/A

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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SUMMER HILL CAPITAL PARTNERS LLC - 6847 CINTAS BOULEVARD, SUITE 120, MASON, OH 45040	INVESTMENT ADVISORY	160,946.
SUMMER HILL INC - 6847 CINTAS BOULEVARD, SUITE 120, MASON, OH 45040	ACCOUNTING AND ADMINISTRATION	31,000.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
Total. Add lines 1 through 3	0.

**THE JAMES J. AND JOAN A. GARDNER
FAMILY FOUNDATION**

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	22,254,854.
b	Average of monthly cash balances	1b	1,336,952.
c	Fair market value of all other assets	1c	44,383,249.
d	Total (add lines 1a, b, and c)	1d	67,975,055.
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	67,975,055.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,019,626.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,955,429.
6	Minimum investment return. Enter 5% of line 5	6	3,347,771.

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	3,347,771.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	184,604.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	184,604.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,163,167.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,163,167.
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	3,163,167.

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	2,726,499.
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	2,726,499.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,726,499.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,163,167.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,671,111.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 2,726,499.				
a Applied to 2012, but not more than line 2a			2,671,111.	
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 2013 distributable amount				55,388.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				3,107,779.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 11

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

NONE

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

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

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

SEE STATEMENT 12

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

- c** Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADMIRAL FARRAGUT ACADEMY, INC. 501 PARK ST N ST PETERSBURG, FL 33710	NONE	PUBLIC CHARITY	FINANCIAL AID	10,000.
ALEX'S LEMONADE STAND FOUNDATION 333 E. LANCASTER AVE., #414 WYNEWOOD, PA 19096	NONE	PUBLIC CHARITY	FINANCIAL AID	1,000.
AMERICAN RED CROSS 2111 DANA AVENUE CINCINNATI, OH 45207-9830	NONE	PUBLIC CHARITY	FINANCIAL AID	10,000.
BOYS HOPE GIRLS HOPE 4225 MALSBARY ROAD, SUITE 208 CINCINNATI, OH 45242-5561	NONE	PUBLIC CHARITY	FINANCIAL AID	5,000.
BOYS HOPE GIRLS HOPE 4225 MALSBARY ROAD, SUITE 208 CINCINNATI, OH 45242-5561	NONE	PUBLIC CHARITY	FINANCIAL AID	50,000.
Total	SEE CONTINUATION SHEET(S)			2,700,000.
b Approved for future payment				
NONE				
Total				0.

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

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

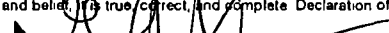
[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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. 1)? ☒ Yes ☐ No
	 Signature of officer or trustee	11-15-14 Date	OFFICER Title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN	
	ZACK FORTSCH	<i>Zack Fortsch</i>	11-14-14		P00052725	
	Firm's name ▶ MCGLADREY LLP				Firm's EIN ▶ 42-0714325	
	Firm's address ▶ ONE SOUTH WACKER DRIVE, SUITE 800 CHICAGO, IL 60606				Phone no. 312-634-3400	

Form 990-PF (2013)

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

THE JAMES J. AND JOAN A. GARDNER
FAMILY FOUNDATION

Employer identification number

31-1397164

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (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 foundationCheck 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 its Form 990-PF, Part I, line 2, 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) (2013)

Name of organization THE JAMES J. AND JOAN A. GARDNER FAMILY FOUNDATION	Employer identification number 31-1397164
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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	GARDNER FAMILY 2000 CHARITABLE TRUST 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	\$ 13,178.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	GARDNER FAMILY 2000 CHARITABLE TRUST 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	\$ 119,357.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	GARDNER FAMILY 1992 CHARITABLE TRUST 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	\$ 18,593.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

31-1397164

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	2,006 SHARES OF CINTAS STOCK		
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization THE JAMES J. AND JOAN A. GARDNER FAMILY FOUNDATION	Employer identification number 31-1397164
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	BNY MELLON	P		
b	BNY MELLON	P		
c	PARTNERSHIP FUND #1			
d	PARTNERSHIP FUND #2			
e	PARTNERSHIP FUND #3			
f	PARTNERSHIP FUND #4			
g	PARTNERSHIP FUND #5			
h	PARTNERSHIP FUND #6			
i	PARTNERSHIP FUND #7			
j	PARTNERSHIP FUND #5			
k	PARTNERSHIP FUND #4			
l	PARTNERSHIP FUND #6			
m	PARTNERSHIP FUND #7			
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,370,638.		1,952,563.	6,418,075.
b 2,690,560.		1,979,522.	711,037.
c			89,875.
d			71,568.
e			47,455.
f			212,698.
g			47,848.
h			6,315.
i			683,762.
j			-1,647.
k			-13,756.
l			-10,632.
m			-843.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			6,418,075.
b			711,037.
c			89,875.
d			71,568.
e			47,455.
f			212,698.
g			47,848.
h			6,315.
i			683,762.
j			-1,647.
k			-13,756.
l			-10,632.
m			-843.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	8,261,755.
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

THE JAMES J. AND JOAN A. GARDNER
FAMILY FOUNDATION

31-1397164

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
CINCINNATI BALLET COMPANY 1555 CENTRAL PARKWAY CINCINNATI, OH 45214	NONE	PUBLIC CHARITY	FINANCIAL AID	30,000.
CINCINNATI MUSEUM ASSOCIATION 953 EDEN PARK DRIVE CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	FINANCIAL AID	15,000.
CINCINNATI MUSICAL FESTIVAL ASSOC. 1241 ELM STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	FINANCIAL AID	5,000.
DRAGONFLY FOUNDATION P.O. BOX 334 MASON, OH 45040	NONE	PUBLIC CHARITY	FINANCIAL AID	10,000.
FRIARS CLUB, INC. 2316 HARRYWOOD COURT CINCINNATI, OH 45239	NONE	PUBLIC CHARITY	FINANCIAL AID	20,000.
FRIENDS OF HORSES RESCUE & ADOPTION 6351 S. PEORIA ST. CENTENNIAL, CO 80111	NONE	PUBLIC CHARITY	FINANCIAL AID	5,000.
GREATER CINCINNATI ARTS & EDUCATION CENTER 108 W. CENTRAL PKWY CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	FINANCIAL AID	25,000.
JOHNSON CHARITABLE GIFT FUND 4600 MONTGOMERY ROAD, SUITE 400 CINCINNATI, OH 45212	NONE	PUBLIC CHARITY	FINANCIAL AID	200,000.
KENZIE'S CLOSET P.O. BOX 43285 CINCINNATI, OH 45243	NONE	PUBLIC CHARITY	FINANCIAL AID	5,000.
LIFE ISSUES INSTITUTE 1821 W. GALBRAITH ROAD CINCINNATI, OH 45239	NONE	PUBLIC CHARITY	FINANCIAL AID	50,000.
Total from continuation sheets				2,624,000.

THE JAMES J. AND JOAN A. GARDNER
FAMILY FOUNDATION

31-1397164

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
M.D. ANDERSON 3160 SOUTHGATE COMMERCIAL BLVD, SUITE #50 ORLANDO, FL 32806	NONE	PUBLIC CHARITY	FINANCIAL AID	30,000.
MARY MAGDALEN FOUNDATION 9449 MONTGOMERY ROAD CINCINNATI, OH 45242	NONE	PUBLIC CHARITY	FINANCIAL AID	100,000.
MARY MAGDALEN FOUNDATION, INC. 9449 MONTGOMERY ROAD CINCINNATI, OH 45242	NONE	PUBLIC CHARITY	FINANCIAL AID	5,000.
NATIONAL ASSISTANCE LEAGUE 1057 META DR. CINCINNATI, OH 45237	NONE	PUBLIC CHARITY	FINANCIAL AID	1,000.
OCEAN REEF COMMUNITY FOUNDATION 200 ANCHOR DRIVE, STE. 200 KEY LARGO, FL 33037	NONE	PUBLIC CHARITY	FINANCIAL AID	10,000.
OCEAN REEF COMMUNITY FOUNDATION, INC. 200 ANCHOR DRIVE, STE. 200 KEY LARGO, FL 33037	NONE	PUBLIC CHARITY	FINANCIAL AID	742,000.
OCEAN REEF CULTURAL CENTER 200 OCEAN REEF DRIVE KEY LARGO, FL 33037	NONE	PUBLIC CHARITY	FINANCIAL AID	200,000.
ORLANDO REPERTORY THEATRE 1001 E PRINCETON ST ORLANDO, FL 32803	NONE	PUBLIC CHARITY	FINANCIAL AID	1,000.
OUR LADY OF THE SNOW PO BOX 2029 GRANBY, CO 80446	NONE	PUBLIC CHARITY	FINANCIAL AID	10,000.
PARKINSONS DISEASE REHABILITATION INSTITUTE 343 CITY VIEW PLACE CINCINNATI, OH 45219	NONE	PUBLIC CHARITY	FINANCIAL AID	150,000.
Total from continuation sheets				

THE JAMES J. AND JOAN A. GARDNER
FAMILY FOUNDATION

31-1397164

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
PREGNANCY CENTER EAST 3944 EDWARDS ROAD CINCINNATI, OH 45209	NONE	PUBLIC CHARITY	FINANCIAL AID	40,000.
PREGNANCY RESOURCE CONNECTION PO BOX 187 GRANBY, CO 80446	NONE	PUBLIC CHARITY	FINANCIAL AID	5,000.
RUAH WOODS 6675 WESSELMAN ROAD CINCINNATI, OH 45248	NONE	PUBLIC CHARITY	FINANCIAL AID	100,000.
SISTERS OF NOTRE DAME DE NAMUR 701 EAST COLUMBIA AVE CINCINNATI, OH 45215	NONE	PUBLIC CHARITY	FINANCIAL AID	100,000.
ST. JUSTIN MARTYR CHURCH 105500 OVERSEAS HIGHWAY KEY LARGO, FL 33037	NONE	PUBLIC CHARITY	FINANCIAL AID	15,000.
ST. SUSANNA CATHOLIC CHURCH 616 READING ROAD MASON, OH 45040	NONE	PUBLIC CHARITY	FINANCIAL AID	25,000.
ST. SUSANNA CATHOLIC CHURCH 616 READING ROAD MASON, OH 45040	NONE	PUBLIC CHARITY	FINANCIAL AID	5,000.
ST. VINCENT DE PAUL SOCIETY 1125 BANK STREET CINCINNATI, OH 45214	NONE	PUBLIC CHARITY	FINANCIAL AID	10,000.
STARFIRE COUNCIL OF GREATER CINCINNATI 5030 OAKLAWN DRIVE CINCINNATI, OH 45227	NONE	PUBLIC CHARITY	FINANCIAL AID	5,000.
SUMMIT COUNTRY DAY SCHOOL 2161 GRANDIN RD CINCINNATI, OH 45208	NONE	PUBLIC CHARITY	FINANCIAL AID	20,000.
Total from continuation sheets				

THE JAMES J. AND JOAN A. GARDNER
FAMILY FOUNDATION

31-1397164

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
SUN SYSTEM DEVELOPMENT CORP. 2710 N. ORANGE AVE., SUITE 100 ORLANDO, OH 32806	NONE	PUBLIC CHARITY	FINANCIAL AID	25,000.
UC FOUNDATION/GARDNER CENTER PO BOX 670570 CINCINNATI, OH 45267-0570	NONE	PUBLIC CHARITY	FINANCIAL AID	390,000.
UNIVERSITY OF CINCINNATI FOUNDATION PO BOX 210021 CINCINNATI, OH 45221	NONE	PUBLIC CHARITY	FINANCIAL AID	200,000.
UNIVERSITY OF CINCINNATI FOUNDATION PO BOX 210021 CINCINNATI, OH 45221	NONE	PUBLIC CHARITY	FINANCIAL AID	20,000.
XAVIER UNIVERSITY 3800 VICTORY PARKWAY CINCINNATI, OH 45207-7740	NONE	PUBLIC CHARITY	FINANCIAL AID	50,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIFTH THIRD BANK	2,574.	2,574.	
TOTAL TO PART I, LINE 3	2,574.	2,574.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON	367,579.	0.	367,579.	367,579.	
TO PART I, LINE 4	367,579.	0.	367,579.	367,579.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP FUND #1	135,384.	135,384.	
PARTNERSHIP FUND #8	28.	28.	
PARTNERSHIP FUND #2	56,344.	56,344.	
PARTNERSHIP FUND #3	-4,149.	-4,883.	
PARTNERSHIP FUND #4	-2,656.	-2,383.	
PARTNERSHIP FUND #6	32,434.	37,442.	
PARTNERSHIP FUND #7	382,869.	382,021.	
PARTNERSHIP FUND #5	-11,544.	-5,683.	
PARTNERSHIP FUND #3	511.	0.	
PARTNERSHIP FUND #7	8.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	589,229.	598,270.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	200.	0.		200.
TO FORM 990-PF, PG 1, LN 16B	200.	0.		200.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	191,946.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	191,946.	0.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	25.	0.		25.
TAXES	22,000.	0.		22,000.
TO FORM 990-PF, PG 1, LN 18	22,025.	0.		22,025.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,911.	0.		1,911.
TO FORM 990-PF, PG 1, LN 23	1,911.	0.		1,911.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CINTAS CORPORATION	119,413.	16,634,310.
TOTAL TO FORM 990-PF, PART II, LINE 10B	119,413.	16,634,310.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP FUND #1	COST	-28,119.	9,402,401.
PARTNERSHIP FUND #8	COST	2,305,649.	2,322,723.
PARTNERSHIP FUND #2	COST	1,719,406.	1,725,553.
PARTNERSHIP FUND #3	COST	1,580,063.	1,754,857.
PARTNERSHIP FUND #4	COST	1,246,801.	2,137,206.
PARTNERSHIP FUND #6	COST	566,236.	508,453.
PARTNERSHIP FUND #5	COST	1,980,117.	2,939,500.
PARTNERSHIP FUND #7	COST	31,283,709.	36,013,224.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,653,862.	56,803,917.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LINDA G. MUELLER 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	TREASURER AND 1.00	TRUSTEE 0.	0.	0.
LORRAINE G. SOMMER 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	VICE CHAIRMAN AND 1.00	TRUSTEE 0.	0.	0.
SPENCER J. GARDNER 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	TRUSTEE 1.00	0.	0.	0.
MARGARET M. JOHNS 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	SECRETARY AND 1.00	TRUSTEE 0.	0.	0.
GARY D. JOHNS 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	CHAIRMAN AND 1.00	TRUSTEE 0.	0.	0.
THOMAS J. MUELLER 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	TRUSTEE 1.00	0.	0.	0.
JOAN A. GARDNER 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	VICE-PRESIDENT AND 1.00	TRUSTEE 0.	0.	0.
JAMES J. GARDNER 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	PRESIDENT AND 1.00	TRUSTEE 0.	0.	0.
ADAM T. MUELLER 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	TRUSTEE 1.00	0.	0.	0.
ERIC G. MUELLER 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	TRUSTEE 1.00	0.	0.	0.
JONATHAN J. MUELLER 6847 CINTAS BOULEVARD, SUITE 120 MASON, OH 45040	TRUSTEE 1.00	0.	0.	0.

LAURA K. MUELLER	TRUSTEE			
6847 CINTAS BOULEVARD, SUITE 120	1.00	0.	0.	0.
MASON, OH 45040				
KYLE J. JOHNS	TRUSTEE			
6847 CINTAS BOULEVARD, SUITE 120	1.00	0.	0.	0.
MASON, OH 45040				
BLAIRE A. JOHNS	TRUSTEE			
6847 CINTAS BOULEVARD, SUITE 120	1.00	0.	0.	0.
MASON, OH 45040				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGERLINDA G. MUELLER
LORRAINE G. SOMMER
SPENCER J. GARDNER
MARGARET M. JOHNS
JOAN A. GARDNER
JAMES J. GARDNER

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE JAMES J. AND JOAN A. GARDNER FAMILY FOUNDATION C/O SUMMER HILL, INC.
6847 CINTAS BOULEVARD, SUITE 120
MASON, OH 45040

TELEPHONE NUMBER

513-459-1085

FORM AND CONTENT OF APPLICATIONS

LETTER STATING PURPOSE AND AMOUNT OF GRANT/GENERAL INFORMATION ON
ORGANIZATION

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

OTHER REVENUE

STATEMENT 13

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
PARTNERSHIP FUND #1			18	135,384.	
PARTNERSHIP FUND #8			18	28.	
PARTNERSHIP FUND #2			18	56,344.	
PARTNERSHIP FUND #3	900000	734.	18	-4,883.	
PARTNERSHIP FUND #4	900000	-273.	18	-2,383.	
PARTNERSHIP FUND #6	900000	-5,008.	18	37,442.	
PARTNERSHIP FUND #7	900000	848.	18	382,021.	
PARTNERSHIP FUND #5	900000	-5,861.	18	-5,683.	
PARTNERSHIP FUND #3			18	511.	
PARTNERSHIP FUND #7			18	8.	
TOTAL TO FORM 990-PF, PG 12, LN 11		-9,560.		598,789.	