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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning 12/1/2008, and ending 11/30/2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Austin Foundation, Inc		A Employer identification number 14-1777852
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (800) 839-1754
	c/o Foundation Source, 501 Silverside Road		
	City or town, state, and ZIP code Wilmington DE 19809-1377		
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			C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,520,056			D 1. Foreign organizations, check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			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) (see page 11 of the instructions))		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	213	213		
	4 Dividends and interest from securities	64,366	64,366		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-39,398			
	b Gross sales price for all assets on line 6a	141,316			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	25,181	64,579		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)	22,024	22,024			
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)	944	444			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	14,777	25		14,752	
24 Total operating and administrative expenses. Add lines 13 through 23	37,745	22,493		14,752	
25 Contributions, gifts, grants paid	132,500			132,500	
26 Total expenses and disbursements. Add lines 24 and 25	170,245	22,493		147,252	
27 Subtract line 26 from line 12	-145,064				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		42,086			
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2008)

(HTA)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		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	200,846	77,450	77,450
	3 Accounts receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	4 Pledges receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	126,452	126,452	133,652
	b Investments—corporate stock (attach schedule)	1,439,578	1,547,433	2,308,954
	c Investments—corporate bonds (attach schedule)	129,523		
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>			
	15 Other assets (describe <input type="checkbox"/>)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,896,399	1,751,335	2,520,056
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe <input type="checkbox"/>)			
	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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	1,896,399	1,751,335	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,896,399	1,751,335	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,896,399	1,751,335	

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	1,896,399
2 Enter amount from Part I, line 27a	2	-145,064
3 Other increases not included in line 2 (itemize) <input type="checkbox"/>	3	0
4 Add lines 1, 2, and 3	4	1,751,335
5 Decreases not included in line 2 (itemize) <input type="checkbox"/>	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	1,751,335

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 Publicly-traded Securities				
b				
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 141,316		180,714	-39,398	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
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	-39,398
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				

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 page 18 of 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))
2007	174,916	2,942,645	0.059442
2006	152,312	3,314,315	0.045956
2005	125,236	3,063,327	0.040882
2004	25,411	2,876,350	0.008834
2003	129,077	2,882,569	0.044778
2 Total of line 1, column (d)			2 0.199892
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 0.039978
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 2,244,287
5 Multiply line 4 by line 3			5 89,722
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 421
7 Add lines 5 and 6			7 90,143
8 Enter qualifying distributions from Part XII, line 4			8 147,252

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter (attach copy of ruling letter if necessary—see instructions)			
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	1	421	
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-)	2	0	
3 Add lines 1 and 2	3	421	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	421	
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	1,041	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,041	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	620	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax 620 Refunded 0	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 page 19 of the instructions for definition)? <i>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</i>		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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NY		
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? <i>If "No," attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **►** _____

14 The books are in care of **►** c/o Foundation Source Telephone no **►** (800) 839-1754
 Located at **►** 501 Silverside Road, Suite 123, Wilmington, DE ZIP+4 **►** 19809-1377

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

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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 page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
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 2008 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 2008)	3b	N/A
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 2008?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>	5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6a, also file Form 8870			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	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 (see page 22 of the instructions).**

(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 ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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



Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**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		
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

Amount

1		
2		
3	All other program-related investments. See page 24 of the instructions	
Total. Add lines 1 through 3		0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,120,373
b	Average of monthly cash balances	1b	158,091
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,278,464
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,278,464
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	34,177
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,244,287
6	Minimum investment return. Enter 5% of line 5	6	112,214

Part XI Distributable Amount (see page 25 of the 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	112,214
2a	Tax on investment income for 2008 from Part VI, line 5	2a	421
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	421
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	111,793
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	111,793
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	111,793

Part XII Qualifying Distributions (see page 25 of the 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	147,252
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	0
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	147,252
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 (see page 26 of the instructions)	5	421
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	146,831

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				111,793
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			139,079	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 147,252				
a Applied to 2007, but not more than line 2a			139,079	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				8,173
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2008 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				103,620
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2004	0			
b Excess from 2005	0			
c Excess from 2006	0			
d Excess from 2007	0			
e Excess from 2008	0			

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 SEE ATTACHMENT				
Total			▶	3a 132,500
b Approved for future payment NONE				
Total			▶	3b

The Austin Foundation, Inc.
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Form 990-PF, Part I, Line 16c -- Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
INVESTMENT MANAGEMENT SERVICES	\$22,024	\$22,024	-	\$0
TOTAL:	\$22,024	\$22,024	-	\$0

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Form 990-PF, Part I, Line 18 – Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ESTIMATED TAX FOR 2009	\$500	\$0	-	\$0
FOREIGN TAX PAID	\$444	\$444	-	\$0
TOTAL:	\$944	\$444	-	\$0

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Form 990-PF, Part I, Line 23 – Other expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ADMINISTRATIVE FEES	\$14,382	\$0	-	\$14,382
BANK CHARGE	\$25	\$25	-	\$0
LOCAL NEWSPAPER AD IN SATISFACTION OF PUBLIC DISCLOSURE REQUIREMENTS	\$120	\$0	-	\$120
STATE OR LOCAL FILING FEES	\$250	\$0	-	\$250
TOTAL:	\$14,777	\$25	-	\$14,752

The Austin Foundation, Inc.

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Form 990-PF, Part II, Line 10a - Columns (b) & (c) -- U.S. and State Government Obligations

Shares	Description/Symbol/CUSIP Number	Line 10a - Column (b) Book Value	Line 10a - Column (c) Fair Market Value
50000	FHLB - 5 375% - 08/19/2011 (3133XGDD3)	\$51,094 25	\$53,906 50
50000	FNMA 5 375% 11/15/2011 (31359MLS0)	\$50,985 00	\$54,460 50
25000	US TREASURY NOTE 4 000% MAR 15 2010 (912828DP2)	\$24,373 05	\$25,285 25
TOTAL		\$126,452	\$133,652

The Austin Foundation, Inc.

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
300	ALCOA INC. (AA)	\$11,235 00	\$3,756 00
200	ISHARES TRUST- ISHARES MSCI ALL CTRY ASIA EX JAPAN (AAXJ)	\$8,934 06	\$10,910 00
800	ALLSTATE CORP (ALL)	\$28,225 00	\$22,728 00
300	BOEING CO (BA)	\$12,031 00	\$15,723 00
283	BANK NEW YORK MELLON CORP COM (BK)	\$11,882 16	\$7,539 12
2100	BURLINGTON NORTHERN SANTA FE (BNI)	\$64,286 04	\$206,430 00
150	CARDINAL HEALTH INC (CAH)	\$7,736 07	\$4,834 50
400	CATERPILLAR INC (CAT)	\$10,978 00	\$23,356 00
400	CHUBB CORP (CB)	\$13,108 00	\$20,056 00
75	CAREFUSION CORP (CFN)	\$2,966 43	\$1,937 25
3000	COMCAST CORP (CMCSK)	\$67,533 50	\$41,430 00
3900	CISCO SYSTEMS INC (CSCO)	\$24,265 98	\$91,260 00
300	CHEVRONTXACO CORP (CVX)	\$13,032 00	\$23,412 00
200	DU PONT DE NEMOURS (DD)	\$8,914 00	\$6,916 00
1400	EMC CORP-MASS (EMC)	\$24,752 00	\$23,562 00
14553	MANNING & NAPIER FD, INC WORLD OPPORTUNITIES SRS C (EXWAX)	\$130,323 53	\$115,263 19
6727	FIDELITY ADVISOR HIGH INC ADVANTAGE I (FAHCX)	\$63,500 00	\$56,302 44
100	GEN DYNAMICS CP (GD)	\$4,008 50	\$6,590 00
2150	GENERAL ELECTRIC CO (GE)	\$27,159 29	\$34,443 00
300	GENERAL MILLS INC (GIS)	\$13,482 00	\$20,400 00
10107	JP MORGAN SHORT DURATION BOND SELECT FUND (HLLVX)	\$108,953 46	\$110,469 51
175	INTERNATIONAL BUSINESS MACHINES (IBM)	\$15,129 26	\$22,111 25
3900	INTEL CORP (INTC)	\$30,110 82	\$74,880 00
1376	JOHNSON & JOHNSON (JNJ)	\$31,064 86	\$86,467 84
1953	JP MORGAN STRATEGIC INCOME OPPORTUNIEIS FD SELECT (JSOSX)	\$19,315 17	\$22,557 15
538	KRAFT FOODS INC (KFT)	\$18,514 21	\$14,300 04
1200	KIMBERLY CLARK CORP (KMB)	\$59,254 97	\$79,164 00
63	LOCKHEED MARTIN CORP (LMT)	\$3,260 88	\$4,865 49

The Austin Foundation, Inc.

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
3000	MACY'S INC (M)	\$60,088 05	\$48,930 00
300	MCDONALD'S CORP (MCD)	\$8,241 00	\$18,975 00
1950	MEDTRONIC INC (MDT)	\$32,477 81	\$82,758 00
264	MEDCO HEALTH SOLUTIONS INC (MHS)	\$535 85	\$16,674.24
200	ALTRIA GROUP INC (MO)	\$1,877 45	\$3,762 00
1100	MERCK & CO INC (MRK)	\$38,355 00	\$39,831 00
3400	MICROSOFT CORPORATION (MSFT)	\$21,006 13	\$99,994 00
6877	JPMORGAN MULTI CAP-MARKET NEUTRAL FD (OGNIX)	\$75,652 26	\$68,902 73
2400	ORACLE CORP (ORCL)	\$7,689 12	\$52,992 00
1000	PEPSICO INC (PEP)	\$37,225 00	\$62,220 00
1200	PFIZER INC (PFE)	\$39,121 01	\$21,804 00
200	PROCTER GAMBLE CO (PG)	\$7,516 60	\$12,470 00
200	PHILIP MORRIS INTL (PM)	\$4,475 73	\$9,618 00
1400	PRAXAIR INC (PX)	\$38,076 00	\$114,842 00
800	ROYAL DUTCH SHELL PLC (RDS-A)	\$41,630 00	\$47,808 00
600	SCHLUMBERGER LTD (SLB)	\$15,810 00	\$38,334 00
1200	STATE STREET CORPORATION (STT)	\$8,813 04	\$49,560 00
217	ISHARES BARCLAYS TIPS BOND FUND (TIP)	\$21,843 22	\$23,125 69
900	TEXAS INSTRUMENTS INC (TXN)	\$58,514 00	\$22,761 00
800	UNITED TECHNOLOGIES CORP (UTX)	\$26,385 00	\$53,792 00
1575	VODAFONE GROUP PLC (VOD)	\$61,480 13	\$35,736 75
200	VERIZON COMMUNICATIONS (VZ)	\$8,788 49	\$6,292 00
500	WELLS FARGO & CO (WFC)	\$11,678 00	\$14,020 00
550	WAL-MART STORES INC (WMT)	\$24,190 95	\$30,002 50
2000	WESTERN UNION CO (WU)	\$12,849 81	\$36,900 00
1934	EXXON MOBIL CORP (XOM)	\$49,156 94	\$145,185 38
	TOTAL	\$1,547,433	\$2,308,954

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Form 990-PF, Part VIII, Line 1 - List all foundation 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
Stephen Markovits c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 President hour(s) per week	\$0 00	\$0 00	\$0 00
Karen Head c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Director hour(s) per week	\$0 00	\$0 00	\$0 00
Kimberly A. Head c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Director hour(s) per week	\$0 00	\$0 00	\$0 00

The Austin Foundation, Inc.

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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
BLUE RIDGE AREA FOOD BANK INC PO BOX 937, VERONA, VA 24482	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$15,000 00
CENTRAL VIRGINIA FOODBANK 1415 RHODAMILLER ST, RICHMOND, VA 23220	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$15,000 00
CHILDREN FIRST OF BUNCOMBE COUNTY ADVOCACY FOR CHILDREN OF ALL AGES 50 S FRENCH BROAD AVE STE 246, ASHEVILLE, NC 28801	N/A	509(a)(1)	TO SUPPORT A PROGRAM USING NATIONAL ASSOCIATION FOR CHILDREN OF ALCOHOLICS (NACOA) MATERIAL AND TRAINERS TO TRAIN EDUCATORS, COUNSELORS, AND CLERGY TO IDENTIFY AND SUPPORT CHILDREN WHO ARE LIVING WITH ADDICTED FAMILY MEMBERS	\$5,000 00
COMMUNITY IDEA STATIONS 23 SESAME ST, RICHMOND, VA 23235	N/A	509(a)(1)	\$5,000 FOR WCVE-RADIO AND \$2,000 FOR WCVE- TV	\$7,000 00
GRAHAM CHILDRENS HEALTH SERVICES OF TOE RIVER 202 MEDICAL CAMPUS DR, BURNSVILLE, NC 28714	N/A	509(a)(1)	TO SUPPORT A PROGRAM USING NATIONAL ASSOCIATION FOR CHILDREN OF ALCOHOLICS (NACOA) MATERIAL AND TRAINERS TO TRAIN EDUCATORS, COUNSELORS, AND CLERGY TO IDENTIFY AND SUPPORT CHILDREN WHO ARE LIVING WITH ADDICTED FAMILY MEMBERS	\$7,000 00
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION INC (WETA) 2775 S QUINCY ST, ARLINGTON, VA 22206	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$5,000 00

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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
HOPE FOR HORSES PO BOX 1449, LEICESTER, NC 28748	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$2,500 00
MAGGIE L WALKER GOVERNORS SCHOOL FOR GOVERNMENT & INTERNATIONAL STUDIES 1000 N LOMBARDY ST, RICHMOND, VA 23220	N/A		509(a)(3)	GENERAL & UNRESTRICTED	\$10,000 00
NATIONAL ASSOCIATION FOR CHILDREN OF ALCOHOLICS 11426 ROCKVILLE PIKE STE 301, ROCKVILLE, MD 20852	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$20,000 00
NATIONAL PUBLIC RADIO INC 635 MASS AVE NW, WASHINGTON, DC 20001	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$10,000 00
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE GRANTS OFFICE, MUNFORD HOUSE, MIDDLEBURY, VT 05753	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$2,000 00
PUBLIC BROADCASTING SERVICE 2100 CRYSTAL DRIVE, ARLINGTON, VA 22202	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
READING IS FUNDAMENTAL INC 1255 23RD ST NW STE 300, WASHINGTON, DC 20037	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$3,000 00
SIDWELL FRIENDS SCHOOL 3825 WISCONSIN AVE NW, WASHINGTON, DC 20016	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00

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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
ST MARK'S EPISCOPAL CHURCH 700 E MILL ST , BEAVER DAM, WI 53916	N/A	509(a)(1)	DIRECTOR'S DISCRETIONARY FUND	\$5,000 00
TOE RIVER ARTS COUNCIL INC 102 W MAIN ST, BURNSVILLE, NC 28714	N/A	509(a)(1)	ARTS EDUCATIONAL PROJECTS	\$5,000 00
WAMU 88.5 - AMERICAN UNIVERSITY RADIO 4000 BRANDYWINE ST , N.W , WASHINGTON, DC 20016	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
YANCEY COUNTY PUBLIC LIBRARY 18 TOWN SQUARE, BURNSVILLE, NC 28714	N/A	509(a)(1)	EXPANSION PROJECT	\$10,000 00
TOTAL:				\$132,500