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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

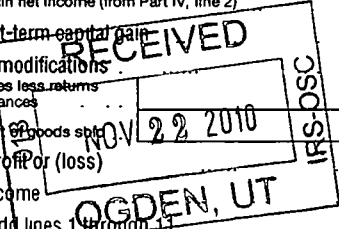
For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE AUSTIN MEMORIAL FOUNDATION		A Employer identification number 34-6528879	
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 3900 KEY CENTER, 127 PUBLIC SQUARE		B Telephone number 216-566-5580	
	City or town, state, and ZIP code CLEVELAND, OH 44114-1291		C If exemption application is pending, check here <input type="checkbox"/>	
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,858,708.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		306,353.	305,844.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<877,844.>			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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		<3,974.>	<3,974.>		STATEMENT 2
12 Total. Add lines 1 through 11		<575,465.>	301,870.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages		15,458.	0.		15,548.
15 Pension plans, employee benefits					
16a Legal fees STMT 3		27,303.	0.		27,303.
b Accounting fees					
c Other professional fees STMT 4		57,693.	57,693.		0.
17 Interest					
18 Taxes STMT 5		1,517.	1,517.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		49,432.	0.		49,432.
22 Printing and publications					
23 Other expenses STMT 6		13,234.	11,306.		1,928.
24 Total operating and administrative expenses. Add lines 13 through 23		164,637.	70,516.		94,211.
25 Contributions, gifts, grants paid		410,333.			410,333.
26 Total expenses and disbursements. Add lines 24 and 25		574,970.	70,516.		504,544.
27 Subtract line 26 from line 12		<1,150,435.>			
a Excess of revenue over expenses and disbursements			231,354.		
b Net investment income (if negative, enter -0-)					
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		24,941.	71,809.	71,809.
	2	Savings and temporary cash investments		204,580.	274,045.	274,045.
	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	7,975,744.	5,766,164.	6,121,532.
	c	Investments - corporate bonds	STMT 9	2,398,818.	3,538,758.	3,749,383.
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	623,942.	545,850.	641,939.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		11,228,025.	10,196,626.	10,858,708.	
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				
	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				
	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		5,913,446.	5,913,446.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		5,314,579.	4,283,380.	
	30	Total net assets or fund balances		11,228,025.	10,196,826.	
31	Total liabilities and net assets/fund balances		11,228,025.	10,196,826.		

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	11,228,025.
2	Enter amount from Part I, line 27a	2	<1,150,435.>
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	119,236.
4	Add lines 1, 2, and 3	4	10,196,826.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,196,826.

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			<877,844.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<877,844.>

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>	<877,844.>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>	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)

N/A

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 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))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4 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	8

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	4,627.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,627.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,627.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	9,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,373.	
11 Enter the amount of line 10 to be credited to 2010 estimated tax	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. \$ 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) OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2009 or the taxable year beginning in 2009 (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 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 ▶ N/A

14 The books are in care of ▶ WILLIAM R. STEWART Telephone no. ▶ 216-566-5580
 Located at ▶ 3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH ZIP+4 ▶ 44114-1291

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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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)? ☐ Yes ☒ No **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? ☐ Yes ☐ No **N/A** **6b** **X**

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **7b**

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 **N/A**

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 11		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

Form 990-PF (2009)

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	9,368,267.
b	Average of monthly cash balances	1b	324,123.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,692,390.
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	9,692,390.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	145,386.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,547,004.
6	Minimum investment return. Enter 5% of line 5	6	477,350.

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	477,350.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,627.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,627.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	472,723.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	472,723.
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	472,723.

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	504,544.
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	504,544.
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	504,544.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				472,723.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	94,801.			
b From 2005	4,857.			
c From 2006	38,630.			
d From 2007				
e From 2008				
f Total of lines 3a through e	138,288.			
4 Qualifying distributions for 2009 from Part XII, line 4. \blacktriangleright \$	504,544.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				472,723.
e Remaining amount distributed out of corpus	31,821.			
5 Excess distributions carryover applied to 2009 (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.	170,109.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3).	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7.	94,801.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.	75,308.			
10 Analysis of line 9.				
a Excess from 2005	4,857.			
b Excess from 2006	38,630.			
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	31,821.			

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 STATEMENT 12				
Total			3a	410,333.
b Approved for future payment				
NONE				
Total			3b	0.

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

1a(1)	X
-------	---

(2) Other assets

1a(2)		X
-------	--	---

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

1b(1)	X
-------	---

(2) Purchases of assets from a noncharitable exempt organization

1b(2)		X
-------	--	---

(3) Rental of facilities, equipment, or other assets

1b(3)	X
-------	---

(4) Reimbursement arrangements

1b(4)	X
-------	---

(5) Loans or loan guarantees

1b(5)	X
-------	---

(6) Performance of services or membership or fundraising solicitations

1b(6)		X
-------	--	---

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

1c		X
----	--	---

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

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

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

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.

Sign Here

Signature of officer or trustee

Date:

Title

Preparer's
signature

Firm's name (or yours if self-employed),
address, and ZIP code

THOMPSON HINE LLP

3900 KEY CENTER, 127 PUBLIC SQUARE
CLEVELAND, OHIO 44114-1291

☐ Check if self-employed

EIN ▶

Preparer's Identifying number

Phone no. (216) 566-5500

Form **990-PF** (2009)

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	NORTHERN TRUST 23-41396	P	VARIOUS	VARIOUS
b	NORTHERN TRUST 23-41396	P	VARIOUS	VARIOUS
c	NORTHERN TRUST 02-74249	P	VARIOUS	VARIOUS
d	NORTHERN TRUST 02-74249	P	VARIOUS	VARIOUS
e	CAP GAIN DIST 23-41396	P	VARIOUS	VARIOUS
f	NTCC SMALL CAP FUND	P	VARIOUS	VARIOUS
g	NTCC SMALL CAP FUND	P	VARIOUS	VARIOUS
h	NTCC INTERNATIONAL FUND	P	VARIOUS	VARIOUS
i	NTCC INTERNATIONAL FUND	P	VARIOUS	VARIOUS
j	284.54 NO. TRUST HEDGE FD	P	VARIOUS	VARIOUS
k	445.80 NTCC SMALL CAP FUND		VARIOUS	VARIOUS
l				
m				
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			<18,628.>
b			<23,947.>
c			<72,819.>
d			<619,911.>
e			2,486.
f			0.
g			<110,878.>
h			6,547.
i			<48,431.>
j			23,760.
k			<16,023.>
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<18,628.>
b			<23,947.>
c			<72,819.>
d			<619,911.>
e			2,486.
f			0.
g			<110,878.>
h			6,547.
i			<48,431.>
j			23,760.
k			<16,023.>
l			
m			
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	<877,844.>
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

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST #02-74249 - DIVIDENDS	54,002.	0.	54,002.
NORTHERN TRUST #02-74249 - INTEREST	92,042.	0.	92,042.
NORTHERN TRUST #23-41396 - DIVIDENDS	117,829.	0.	117,829.
NTCC INTER'L FUND-DIVIDENDS	36,696.	0.	36,696.
NTCC INTER'L FUND-INTEREST	78.	0.	78.
NTCC SMALLCAP FUND- DIVIDENDS	5,636.	0.	5,636.
NTCC SMALLCAP FUND- INTEREST	70.	0.	70.
TOTAL TO FM 990-PF, PART I, LN 4	306,353.	0.	306,353.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NTCC SMALL CAP FUND	916.	916.	
NTCC INTERNATIONAL FUND	<4,890.>	<4,890.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<3,974.>	<3,974.>	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THOMPSON HINE LLP	27,303.	0.		27,303.
TO FM 990-PF, PG 1, LN 16A	27,303.	0.		27,303.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	35,032.	35,032.		0.
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	22,661.	22,661.		0.
TO FORM 990-PF, PG 1, LN 16C	57,693.	57,693.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	1,517.	1,517.		0.
TO FORM 990-PF, PG 1, LN 18	1,517.	1,517.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO FILING FEE	200.	0.		200.
COUNCIL ON FOUNDATIONS MEMBERSHIP FEE	1,410.	0.		1,410.
BANK SERVICE FEE	18.	0.		18.
NTCC SMALLCAP FUND	1,668.	1,668.		0.
NTCC INTERNATIONAL FUND	9,638.	9,638.		0.
NORTHERN TRUST- TAX FEE	300.	0.		300.
TO FORM 990-PF, PG 1, LN 23	13,234.	11,306.		1,928.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION

AMOUNT

ADJ FOR UNREALIZED GAINS & TIMING DIFFERENCES

119,236.

TOTAL TO FORM 990-PF, PART III, LINE 3

119,236.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	5,766,164.	6,121,532.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,766,164.	6,121,532.

The Austin Memorial Foundation
 EIN: 34-6528879
 2009 Form 990-PF, Return of Private Foundation

Part II - Balance Sheet

Line 10-b - Investments - Corporate Stock

Shares owned 01/01/09	Shares owned 12/31/09		Book Value 01/01/09	Book Value 12/31/09	Market Value 12/31/09
	545	ABB Ltd Spons ADR		\$ 10,300.56	\$ 10,409.50
425	275	Abbott Labs	\$ 22,373.14	13,938.84	14,847.25
430	250	Accenture LTD Bermuda	9,045.70	4,862.50	10,375.00
	570	Activision Blizzard Inc.		6,740.97	6,332.70
535	415	Adobe Sys Inc	20,300.45	14,220.91	15,263.70
1,175		Alcoa Inc	11,793.01		
120	100	Alcon Inc	14,273.00	11,246.00	16,435.00
765	605	Allstate Corp.	25,227.62	17,475.92	18,174.20
1,710	1,395	Altria Group	30,439.15	24,336.72	27,383.85
267	147	Air Products & Chemicals	19,927.46	10,782.47	11,915.82
	150	Amazon.com		11,520.51	20,178.00
525	900	Amerisource Bergen	16,795.49	14,396.13	23,463.00
	180	Amgen Inc.		10,856.46	10,182.60
265		Arcelormittal SA Luxembourg	15,630.66		
969	764	AT&T	24,992.72	19,504.87	21,414.92
385		Autodesk	13,760.68		
200	179	AutoZone	20,694.00	22,152.89	28,294.53
650	500	Apache Corp.	46,287.48	35,605.75	51,585.00
200	160	Apache Corp.	6,301.26	6,139.61	16,507.20
300	232	Apple Inc	24,450.65	19,138.56	48,919.52
	460	Avon Products		12,655.38	14,490.00
	1,773	Bank of America		32,548.42	26,701.38
1,265	1,000	Bank New York/Mellon	34,635.75	26,933.66	27,970.00
245	155	Baxter International	13,157.59	7,920.67	9,095.40
	305	Baxter International		15,194.01	17,897.40
215		Becton, Dickinson & Co	14,590.50		
500	390	Best Buy	11,025.00	8,599.50	15,389.40
325	230	BHP Billiton	24,371.77	15,191.69	17,613.40
77	74	Blackrock Inc	10,586.23	9,212.36	17,182.80
220	230	Boeing Co	16,052.40	14,572.71	12,449.90
375	325	Burlington Northern Santa Fe	29,957.74	25,963.37	32,051.50
365		Caterpillar Inc.	28,699.41		
245	160	Celgene Corp	14,761.08	7,460.38	8,908.80
	183	Cerner Corp		11,721.19	15,086.52
775	630	Chevron Corp	49,539.47	40,270.79	48,503.70
	34	CME Group		8,337.41	11,422.30
1,255	1,365	Cisco Systems	26,303.97	26,055.52	32,678.10
	155	Cognizant Technologies		5,619.78	7,021.50
800	640	Conocophillips	39,590.00	31,672.00	32,684.80
800	200	Costco Wholesale	9,477.87	9,042.90	11,834.00
	305	Covance Inc		12,481.06	16,643.85
370	335	Covidien Ltd.	16,249.62	14,122.77	16,043.15
	140	Cummins Inc.		6,565.90	6,420.40
385	280	CVS Caremark	16,206.73	8,851.22	9,018.80
285	220	Danaher Corp	8,203.72	6,332.70	16,544.00
280		Deere & Co	21,025.90		

Shares owned 01/01/09	Shares owned 12/31/09		Book Value 01/01/09	Book Value 12/31/09	Market Value 12/31/09
1,325	1,070	Dell Inc.	15,926.50	12,861.40	15,365.20
		Deutsche Telekom			
580	595	Disney Walt Co	17,595.17	16,459.96	19,188.75
700	565	Dover Corp.	18,830.00	15,198.50	23,509.65
385	230	Ecolab Inc	15,235.30	8,245.71	10,253.40
	180	EMC Corp		3,007.73	3,144.60
500	470	Emerson Electronic	15,885.00	14,931.90	20,022.00
125	70	FedEx Corp	7,518.75	6,102.42	5,841.50
76		First Solar Inc.	19,314.06		
	95	Forest Laboratories		2,984.49	3,050.45
210	145	FPL Group	7,839.91	5,374.69	7,658.90
275	235	FPL Group	12,026.49	10,277.18	12,412.70
425	350	Fortune Brands	14,796.38	12,185.25	15,120.00
	155	Freeport McMoran C & G		6,123.11	12,444.95
750	355	Freeport McMoran C & G	19,415.47	9,189.99	28,502.95
460		Genentech Inc	27,893.59		
250		General Dynamics Corp	10,505.25		
575	1,985	General Electric Co	18,471.56	17,425.68	30,033.05
170		General Mills	10,456.33		
325		General Mills	21,248.50		
190		Genzyme Corp	14,278.55		
605	295	Gilead Sciences	19,988.65	9,309.98	12,767.60
	64	Goldman Sachs Group		10,185.10	10,805.76
72	73	Google Inc	25,502.26	24,278.52	45,258.54
505		Halliburton Co.	22,151.21		
470	385	Hewlett Packard	15,815.26	13,754.14	19,831.35
575	480	Honeywell International	16,289.75	13,598.40	18,816.00
650	510	Humana Inc.	22,738.50	17,840.98	22,383.90
425	340	Ingersoll Rand	7,505.50	5,943.20	12,151.60
1,970	1,575	Intel Corp.	39,516.68	31,219.20	32,130.00
270	195	International Business Machines	29,938.95	19,385.57	25,525.50
280		ITT Corp	16,096.18		
68	41	Intuitive Surgical	12,321.38	10,064.62	12,436.12
405	230	Jacobs Engr Group	18,760.46	9,302.60	8,650.30
	325	Johnson Controls		8,696.75	8,853.00
225		Johnson & Johnson	13,568.23		
305	300	Johnson & Johnson	18,548.31	18,319.50	19,323.00
	260	JP Morgan Chase		6,627.92	10,834.20
835	680	JP Morgan Chase	34,838.16	27,638.29	28,335.60
	195	Juniper Networks Inc.		5,081.21	5,200.65
	130	Kohls Corp.		7,068.47	7,010.90
275	240	Laboratory Corp	16,332.25	14,253.60	17,961.60
1,350	1,055	Marathon Oil	32,769.50	25,608.76	32,937.10
	101	Mastercard, Inc.		15,682.24	25,853.98
490	260	McDonalds Corp	18,373.09	9,020.89	16,234.40
	65	McKesson Corp.		3,943.54	4,062.50
	175	Medtronic Inc.		7,612.92	7,696.50
2,185		Merrill Lynch & Co.	34,621.75		
550	455	MFC Hancock Opportunity Fd	9,130.00	7,553.00	6,415.50
34,644	23,672	MFB NTGI_QM Common	3,360,669.29	1,821,916.34	2,065,160.22
200		Microchip Technology	3,561.44		
895	775	Microsoft Corp.	18,555.77	16,067.85	23,629.75
1,395	970	Microsoft Corp.	27,739.05	13,522.59	29,575.30
185	165	Monsanto	18,369.70	14,914.85	13,488.75
170	270	Mosaic Co	10,067.06	12,917.81	16,127.10
355	325	National Oilwell Varco	15,743.66	9,812.58	14,329.25
	120	Netapp Inc.		3,993.02	4,126.80

Shares owned 01/01/09	Shares owned 12/31/09		Book Value 01/01/09	Book Value 12/31/09	Market Value 12/31/09
370	301	Nike	18,927.09	9,628.63	19,887.07
370	300	Nike	11,623.36	15,346.29	19,821.00
350		Noble Corp.	15,606.82		
125		Novartis AG	7,148.75		
4,585	4,191	NTCC Small Cap	738,040.00	561,593.00	517,072.77
10,932	11,150	NTCC International	1,855,307.00	1,835,169.00	1,555,651.18
1,185	945	Oracle Corp	20,208.19	14,518.33	23,190.30
	110	Peabody Energy		4,782.71	4,973.10
451	356	Pepsico	23,905.74	17,145.39	21,644.80
625		Pfizer Inc	13,956.00		
350	290	Philip Morris	15,357.65	12,724.91	13,975.10
290		PNC Financial	14,787.68		
320	245	Procter & Gamble	18,835.90	14,364.35	14,854.35
700	580	Procter & Gamble	41,349.00	34,260.60	35,165.40
1,100	865	Public Service Enter. Group	30,575.05	24,043.11	28,761.25
	365	Qualcomm Inc.		16,577.03	16,884.90
300	245	Quest Diagnostics	12,260.01	10,012.34	14,793.10
	160	Research in Motion Ltd		7,645.15	10,806.40
290	245	Rockwell Collins	16,989.09	12,980.48	13,563.20
205		SAP Aktiengesellschaft	8,365.53		
	40	Salesforce.com		2,620.40	2,950.80
450	290	Schlumberger Ltd.	21,070.92	8,601.00	18,876.10
944	739	Schwab	17,005.64	13,008.83	13,907.98
330		Stryker Corp	17,054.85		
150		Sunflower Corp.	5,408.68		
790	660	Suntrust Banks	25,647.17	21,047.77	13,391.40
	285	Sysco Corp		6,534.91	7,962.90
1,275	580	Talisman Energy	11,579.07	4,954.36	10,811.20
	220	Teva Pharmaceuticals		11,495.19	12,359.60
146	171	Transocean Ltd	14,330.18	13,302.72	14,158.80
505	420	Transocean Ltd	35,861.40	29,899.50	34,776.00
	319	United Healthcare Group		8,458.25	9,723.12
450	370	United Technologies	21,613.50	17,771.10	25,681.70
255	205	United Technologies	9,784.60	6,873.65	14,229.05
875	710	U.S. Bancorp.	24,522.23	19,898.04	15,982.10
485		Wells Fargo	12,822.79		
	395	Wal Mart Stores		19,627.79	21,112.75
210	280	Wal Mart Stores	10,612.35	13,930.20	14,966.00
305		Waters Corp.	18,149.67		
600	500	Watson Pharmaceuticals	13,561.98	11,301.65	19,805.00
			<u>\$ 7,975,743.96</u>	<u>\$ 5,766,164.19</u>	<u>\$ 6,121,532.18</u>

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	3,538,758.	3,749,383.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,538,758.	3,749,383.

The Austin Memorial Foundation
 EIN: 34-6528879
 2009 Form 990-PF, Return of Private Foundation

Part II - Balance Sheet

Line 10c - Investments - Corporate Bonds

	<u>Book Value 01/01/09</u>	<u>Book Value 12/31/09</u>	<u>Market Value 12/31/09</u>
44,783.92/77,136.67 Northern High Yield Fixed Income Fund	\$ 343,585.11	\$ 539,364.11	\$ 537,642.59
211,199.86/201,132.24 NTGI Common Daily Aggregate Bond Fund	\$ 2,055,232.41	\$ 1,997,394.97	\$ 2,103,038.70
000,000/54,589.37 MFB Northern Int'l Eq Index Fd	\$ -	\$ 565,000.00	\$ 544,801.91
000,000/27,682.87 Northern Multi Mgr Emerging Markets Equity	\$0	436,999.07	563,900.06
	\$2,398,817.52	\$3,538,758.15	\$3,749,383.26

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	545,850.	641,939.
TOTAL TO FORM 990-PF, PART II, LINE 13		545,850.	641,939.

The Austin Memorial Foundation
EIN: 34-6528879
2009 Form 990-PF, Return of Private Foundation

Part II - Balance Sheet
Line 13 - Investments - Other

	Book Value 01/01/09	Book Value 12/31/09	Market Value 12/31/09
Northern Trust Div. Hedge Fund	\$ 623,941.80	\$ 272,701.29	\$ 325,569.67
Pimco Fds. Pac. Invt. Commodity	\$ -	\$ 136,920.33	\$ 163,452.77
MFC SPDR Gold Shares	\$ -	\$ 136,228.45	\$ 152,916.75
	\$ 623,941.80	\$ 545,850.07	\$ 641,939.19

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN CONTRIB	PLAN EXPENSE	ACCOUNT
DONALD G. AUSTIN, JR. 169 E. GOODWYN STREET MEMPHIS, TN 38111	PRES., TTEE 0.00	0.	0.	0.	0.
JAMES W. AUSTIN 1225 MAGDALENA COURT LOS ALTOS, CA 94024	TTEE 0.00	0.	0.	0.	0.
SARAH C. KINGSTON 950 LARKSPUR ROAD OAKLAND, CA 94610	TTEE 0.00	0.	0.	0.	0.
STEWART G. AUSTIN, SR. 261 BREMINGTON PLACE MEMPHIS, TN 38111	TTEE 0.00	0.	0.	0.	0.
CHARLES RODGERS 2424 ADAIR STREET SAN MARINO, CA 91108	TTEE 0.00	0.	0.	0.	0.
DAVID A. RODGERS 4 NORTH DRIVE RICHMOND, IN 47374	VP, TREAS., TTEE 0.00	0.	0.	0.	0.
STEWART G. AUSTIN, JR. 87 WALNUT GROVE CIRCLE MEMPHIS, TN 38117	SECRETARY, TTEE 0.00	0.	0.	0.	0.
THOMAS G. AUSTIN 34 FOUNTAIN STREET SAN FRANCISCO, CA 94114	TTEE 0.00	0.	0.	0.	0.
WINIFRED N. AUSTIN HARBOUR'S EDGE, #621, 401 E. LINTON BLVD. DELRAY BEACH, FL 334835080	TTEE 0.00	0.	0.	0.	0.
GRETCHEN COLE 1018 LAUREN LANE BASALT, CO 81624	TTEE 0.00	0.	0.	0.	0.

THE AUSTIN MEMORIAL FOUNDATION

34-6528879

ELLEN AUSTIN SMITH 5 COUNCIL STREET CHARLESTON, SC 29401	TTEE 0.00	0.	0.	0.
SAMUEL H. AUSTIN 4260 WINDY COVE EARLYSVILLE, VA 229369555	TTEE 0.00	0.	0.	0.
SARAH R. COLE 1890 HOOKS SPUR BASALT, CO 81621	TTEE 0.00	0.	0.	0.
ANN R. LOEFFLER PO BOX 235 ELKINS, NH 032330235	TTEE 0.00	0.	0.	0.
ALEXANDRA R. LOEFFLER 28 MILFORD STREET, APT. 3 BOSTON, MA 02118	TTEE 0.00	0.	0.	0.
JOHN C. AUSTIN 817 BERKSHIRE ROAD ANN ARBOR, MI 48104	TTEE 0.00	0.	0.	0.
MARGARET C. CHILES 549 EVANS COURT BASALT, CO 81621	TTEE 0.00	0.	0.	0.
WILLIAM R. STEWART 127 PUBLIC SQUARE CLEVELAND, OH 441141291	ASST TREASURER 0.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

<u>0.</u>	<u>0.</u>	<u>0.</u>
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FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
SEE ATTACHED LIST			410,333.
ANN ARBOR SCHOOL OF THE PERFORMING ARTS 4090 GEDDES ROAD ANN ARBOR, MI 48105	NONE EDUCATIONAL	PUBLIC CHARITY	
ANN ARBOR TEEN CENTER 310 E. WASHINGTON ST. ANN ARBOR, MI 48104	NONE EDUCATIONAL	PUBLIC CHARITY	
ASPCA FOUNDERS SOCIETY PO BOX 97288 WASHINGTON, DC 20090	NONE EDUCATIONAL	PUBLIC CHARITY	
ASPEN CENTER FOR ENVIRONMENTAL STUDIES 100 PUPPY SMITH ST. ASPEN, CO 1611	NONE EDUCATIONAL	PUBLIC CHARITY	
ASPEN COUNTRY DAY SCHOOL 3 MUSIC SCHOOL RD ASPEN, CO 1611	NONE EDUCATIONAL	PUBLIC CHARITY	
ASPEN EDUCATION FOUNDATION P.O. BOX 2200 ASPEN, CO 1612	NONE EDUCATIONAL	PUBLIC CHARITY	
ASPEN HISTORICAL SOCIETY 5620 W. BLEEKER ST. ASPEN, CO 1611	NONE EDUCATIONAL	PUBLIC CHARITY	

ASPEN VALLEY SKI/SNOWBOARD CLUB P.O. BOX C-3 ASPEN, CO 1612	NONE EDUCATIONAL	PUBLIC CHARITY
ASSOC PARENTS CLUB OF PIEDMONT PO BOX 11139 PIEDMONT, CA 94611	NONE EDUCATIONAL	PUBLIC CHARITY
BOYS AND GIRLS CLUBS OF GREATER MEMPHIS 189 SOUTH BARKSDALE MEMPHIS, TN 381044018	NONE EDUCATIONAL	PUBLIC CHARITY
BROADWAY UNITED METHODIST CHURCH 5246 BROADWAY CLEVELAND, OH 44127	NONE RELIGIOUS	PUBLIC CHARITY
CHILDHHELP RIVER BRIDGE ADVOCACY 520 21ST STREET GLENWOOD SPRINGS, CO 81601	NONE EDUCATIONAL	PUBLIC CHARITY
CHILDREN'S MUSEUM OF LOW COUNTRY 250 ANN STREET CHARLESTON, SC 29403	NONE EDUCATIONAL	PUBLIC CHARITY
CHURCH OF THE HOLY SPIRIT 2300 HICKORY CREST DRIVE MEMPHIS, TN 38119	NONE RELIGIOUS	PUBLIC CHARITY
COMMUNITY SCHOOL OF MUSIC & ARTS 230 SAN ANTONIO CIRCLE MOUNTAIN VIEW, CA 94040	NONE EDUCATIONAL	PUBLIC CHARITY
CRISIS MINISTRIES 573 MEETING STREET CHARLESTON, SC 29413	NONE RELIGIOUS	PUBLIC CHARITY
DISABLED SPORTS USA 6060 SUNRISE VISTA DRIVE CITRUS HTS, CA 95610	NONE EDUCATIONAL	PUBLIC CHARITY

EMMANUEL EPISCOPAL CENTER PO BOX 550 MEMPHIS, TN 38101	NONE RELIGIOUS	PUBLIC CHARITY
EPISCOPAL CHURCH OF ST MARY THE VIRGIN 2325 UNION STREET SAN FRANCISCO, CA 94123	NONE RELIGIOUS	PUBLIC CHARITY
FOOD FOR POOR 6401 LYONS ROAD COCONUT CREEK, FL 33073	NONE RELIGIOUS	PUBLIC CHARITY
HARBORS EDGE 401 E LINTON BLVD DELRAY BEACH, FL 33483	NONE EDUCATIONAL	PUBLIC CHARITY
HUTCHISON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38119	NONE EDUCATIONAL	PUBLIC CHARITY
LYNX EDUCATIONAL FOUNDATION 509 29TH STREET NEWPORT BEACH, CA 92663	NONE EDUCATIONAL	PUBLIC CHARITY
MEMPHIS BOY CHOIR 3245 CENTRAL AVENUE MEMPHIS, TN 38111	NONE EDUCATIONAL	PUBLIC CHARITY
MEMPHIS UNIVERSITY 6191 PARK AVENUE MEMPHIS, TN 38119	NONE EDUCATIONAL	PUBLIC CHARITY
MIAMI LIGHTHOUSE FOR THE BLIND 601 SW 8TH AVE MIAMI, FL 33130	NONE EDUCATIONAL	PUBLIC CHARITY
MICHIGAN ENVIRONMENTAL COUNCIL 119 PERE MARQUETTE DR LANSING, MI 48912	NONE EDUCATIONAL	PUBLIC CHARITY

MICHIGAN LEAGUE OF CONSERVATION VOTERS 213 W. LIBERTY STREET, SUITE 300 ANN ARBOR, MI 48104	NONE CONSERVATION	PUBLIC CHARITY
MILLICOMA INTER SCHOOL PO BOX 509 COOS BAY, OR 97420	NONE EDUCATIONAL	PUBLIC CHARITY
MITOCHONDRIAL DISEASE ACTION COMMITTEE 14 PEMBROKE STREET MEDFORD, MA 02155	NONE EDUCATIONAL	PUBLIC CHARITY
MYOTONIC DYSTROPHY ASSN 560 MISSION ST. SAN FRANCISCO, CA 94105	NONE EDUCATIONAL	PUBLIC CHARITY
NATURAL RESOURCES DEFENSE COUNCIL 1314 SECOND STREET SANTA MONICA, CA 90401	NONE EDUCATIONAL	PUBLIC CHARITY
NATURE CONSERVANCY- MICHIGAN 101 EAST GRAND RIVER LANSING, MI 48906	NONE EDUCATIONAL	PUBLIC CHARITY
OZONE HOUSE 1705 WASHTENAW AVENUE ANN ARBOR, MI 48104	NONE CONSERVATION	PUBLIC CHARITY
PACEM PO BOX 14 CHARLOTTESVILLE, VA 22902	NONE EDUCATIONAL	PUBLIC CHARITY
PORTER-LEATH CHILDREN'S CENTER 868 N. MANASSAS TR. MEMPHIS, TN 38107	NONE EDUCATIONAL	PUBLIC CHARITY
SAN FRANCISCO NIGHT MINISTRY 1031 FRANKLIN STREET SAN FRANCISCO, CA 94109	NONE RELIGIOUS	PUBLIC CHARITY

SCHOOL'S OUT PO BOX 20217 CHARLESTON, SC 29413	NONE EDUCATIONAL	PUBLIC CHARITY
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SEE ATTACHED LIST

SEE ATTACHED LIST

ST JUDE RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE EDUCATIONAL	PUBLIC CHARITY
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TEEN CHALLENGE OF GREATER CLEVELAND PO BOX 115 PERRY, OH 44081	NONE EDUCATIONAL	PUBLIC CHARITY
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THE FELLS/HAY REFUGE PO BOX 276 NEWBURY, NH 03255	NONE EDUCATIONAL	PUBLIC CHARITY
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THE HIRAM HOUSE 33775 HIRAM TRAIL CHAGRIN FALLS, OH 44022	NONE EDUCATIONAL	PUBLIC CHARITY
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THOMAS JEFFERSON AREA FOODBANK 1207 HARRIS ST CHARLOTTESVILLE, VA 22903	NONE EDUCATIONAL	PUBLIC CHARITY
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TRIANGLE FOUNDATION 19641 W SEVEN MILE RD DETROIT, MI 48219	NONE EDUCATIONAL	PUBLIC CHARITY
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UNIVERSITY OF MIAMI 5821 SAN AMARO DRIVE CORAL GABLES, FL 33146	NONE EDUCATIONAL	PUBLIC CHARITY
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THE AUSTIN MEMORIAL FOUNDATION

34-6528879

UNIVERSITY OF MICHIGAN 3003 SOUTH STATE ST ANN ARBOR, MI 48109	NONE EDUCATIONAL	PUBLIC CHARITY
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VIRGINIA ORGANIZING PROJECT 703 CONCORD AVE CHARLOTTESVILLE, VA 22903	NONE EDUCATIONAL	PUBLIC CHARITY
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WESTERN RESERVE ACADEMY 115 COLLEGE ST HUDSON, OH 44236	NONE EDUCATIONAL	PUBLIC CHARITY
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WINDERMERE UNITED METHODIST CHURCH 14035 EUCLID AVENUE CLEVELAND, OH 44112	NONE RELIGIOUS	PUBLIC CHARITY
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WOLF RIVER CONSERVANCY PO BOX 11031 MEMPHIS, TN 38111	NONE CONSERVATION	PUBLIC CHARITY
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YOUTH VILLAGES P.O. BOX 341154 MEMPHIS, TN 38184	NONE EDUCATIONAL	PUBLIC CHARITY
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TOTAL TO FORM 990-PF, PART XV, LINE 3A

410,333.