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

2009

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  <b>THE AUSTIN MEMORIAL FOUNDATION</b>	A Employer identification number  <b>34-6528879</b>		
	Number and street (or P O box number if mail is not delivered to street address) <b>3900 KEY CENTER, 127 PUBLIC SQUARE</b>	Room/suite  <b></b>		
	City or town, state, and ZIP code <b>CLEVELAND, OH 44114-1291</b>	B Telephone number  <b>216-566-5580</b>		
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)	J Accounting method  <input type="checkbox"/> Other (specify) _____	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		
<b>► \$ 10,858,708.</b> (Part I, column (d) must be on cash basis.)				
<b>Part I</b> 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	
Revenue	1 Contributions, gifts, grants, etc., received		<b>N/A</b>	
	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	<b>306,353.</b>	<b>305,844.</b>	<b>STATEMENT 1</b>
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	<b>&lt;877,844.</b>		
	b Gross sales price for all assets on line 6a		<b>0.</b>	
	7 Capital gain net income (from Part IV, line 2)			
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold	<b>&lt;3,974.</b>	<b>&lt;3,974.</b>	<b>STATEMENT 2</b>	
c Gross profit or (loss)				
11 Other income	<b>&lt;575,465.</b>	<b>301,870.</b>		
12 Total. Add lines 1 through 11				
<b>Operating and Administrative Expenses</b>				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	<b>0.</b>	<b>0.</b>	<b>0.</b>
	14 Other employee salaries and wages	<b>15,458.</b>	<b>0.</b>	<b>15,548.</b>
	15 Pension plans, employee benefits			
	16a Legal fees	<b>STMT 3</b>	<b>27,303.</b>	<b>0.</b>
	b Accounting fees		<b>0.</b>	<b>27,303.</b>
	c Other professional fees	<b>STMT 4</b>	<b>57,693.</b>	<b>0.</b>
	17 Interest		<b>57,693.</b>	<b>0.</b>
	18 Taxes	<b>STMT 5</b>	<b>1,517.</b>	<b>1,517.</b>
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings		<b>49,432.</b>	<b>0.</b>
	22 Printing and publications			<b>49,432.</b>
	23 Other expenses	<b>STMT 6</b>	<b>13,234.</b>	<b>11,306.</b>
	24 Total operating and administrative expenses. Add lines 13 through 23		<b>164,637.</b>	<b>70,516.</b>
	25 Contributions, gifts, grants paid		<b>410,333.</b>	<b>410,333.</b>
	26 Total expenses and disbursements. Add lines 24 and 25		<b>574,970.</b>	<b>70,516.</b>
	27 Subtract line 26 from line 12		<b>&lt;1,150,435.</b>	
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		<b>231,354.</b>	
	c Adjusted net income (if negative, enter -0-)			<b>N/A</b>

10

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	
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	STMT 8		
	b	Investments - corporate stock		7,975,744.	5,766,164.
	c	Investments - corporate bonds	STMT 9	2,398,818.	3,538,758.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans	STMT 10		
	13	Investments - other		623,942.	545,850.
	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.
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 ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	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) ►	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.)
<b>1a</b>					
<b>b</b>	<b>SEE ATTACHED STATEMENT</b>				
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>			<b>&lt;877,844. &gt;</b>		
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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>			<b>&lt;877,844. &gt;</b>		
<b>2</b> 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 }		<b>2</b>	<b>&lt;877,844. &gt;</b>	
<b>3</b> 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	{ }		<b>3</b>	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

**8**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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">1</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">2</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">3</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">4</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">5</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">6a</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">6b</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">6c</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">6d</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">7</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">8</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">9</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">10</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">11</div>	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-)		0.
3	Add lines 1 and 2		4,627.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0.
5	Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0-		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**

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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	
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. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
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	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		
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?		
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>		
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? <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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <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		X
12		X
13	X	
Website address ►	N/A	
14	The books are in care of ► WILLIAM R. STEWART Located at ► 3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH	Telephone no. ► 216-566-5580 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)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here ►		
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?		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)	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 ►		
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X



**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
NONE		

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	
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	
2		
3		
Total. Add lines 1 through 3		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			0.	
a Enter amount for 2008 only		0.		
b Total for prior years:				
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. ► \$ 504,544.			0.	
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.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			
6 Enter the net total of each column as indicated below:	170,109.			
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 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 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 2009, 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)

**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 the 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).)

**NONE**

**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 of the person to whom applications should be addressed:

N/A

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

N/A

### c. Any submission deadlines

N/A

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

N/A -

**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)				
<i>a Paid during the year</i>				
SEE STATEMENT 12				
<b>Total</b>				► 3a 410,333.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	306,353.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<3,974.>	
8 Gain or (loss) from sales of assets other than inventory			18	<877,844.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<575,465.>	0.
13 Total Add line 12, columns (b), (d), and (e)				13	<575,465.>
(See worksheet in line 12 instructions to verify calculations.)					

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

**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
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

**a Transfers from the reporting foundation to a noncharitable exempt organization of**

- (1) Cash
- (2) Other assets

**b Other transactions:**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

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

#### (4) Reimbursement arrangements

**(5) Loans or loan guarantees**

**(6) Performance of services or membership or fundraising solicitations**

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

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.

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature	11/12/10	Check if self- employed	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN		
THOMPSON HINE LLP 3900 KEY CENTER, 127 PUBLIC SQUARE CLEVELAND, OHIO 44114-1291		Phone no. (216) 566-5500		

## THE AUSTIN MEMORIAL FOUNDATION

CONTINUATION FOR 990-PF, PART IV  
34-6528879 PAGE 1 OF 1

## 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) 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			<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.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>306,353.</b>	<b>0.</b>	<b>306,353.</b>

FORM 990-PF

OTHER INCOME

STATEMENT 2

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.

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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.

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FORM 990-PF

CORPORATE STOCK

STATEMENT 8

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**

<b>Shares owned 01/01/09</b>	<b>Shares owned 12/31/09</b>		<b>Book Value 01/01/09</b>	<b>Book Value 12/31/09</b>	<b>Market Value 12/31/09</b>
	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
		Microchip Technology	3,561.44		
200		Microsoft Corp.	18,555.77	16,067.85	23,629.75
895	775	Microsoft Corp.	27,739.05	13,522.59	29,575.30
1,395	970	Monsanto	18,369.70	14,914.85	13,488.75
185	165	Mosaic Co	10,067.06	12,917.81	16,127.10
170	270	National Oilwell Varco	15,743.66	9,812.58	14,329.25
355		Netapp Inc.		3,993.02	4,126.80

Shares owned 01/01/09	Shares owned 12/31/09		Book Value	Book Value	Market Value
			01/01/09	12/31/09	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
			<b>\$ 7,975,743.96</b>	<b>\$ 5,766,164.19</b>	<b>\$ 6,121,532.18</b>

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.

Statement 9

The Austin Memorial Foundation

EIN: 34-6528879

2009 Form 990-PF, Return of Private Foundation

Part II - Balance Sheet

Line 10c - Investments - Corporate Bonds

	<b>Book Value 01/01/09</b>	<b>Book Value 12/31/09</b>	<b>Market Value 12/31/09</b>
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
	<b>\$2,398,817.52</b>	<b>\$3,538,758.15</b>	<b>\$3,749,383.26</b>

THE AUSTIN MEMORIAL FOUNDATION

34-6528879

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.

**Statement 10**

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

**Part II - Balance Sheet  
Line 13 - Investments - Other**

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

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

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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		0.	0.	0.

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
CHILDHELP 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

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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

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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

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SCHOOL'S OUT  
PO BOX 20217 CHARLESTON, SC  
29413

NONE  
EDUCATIONAL

PUBLIC  
CHARITY

SEE ATTACHED LIST

SEE ATTACHED LIST

ST JUDE RESEARCH HOSPITAL  
501 ST JUDE PLACE MEMPHIS, TN  
38105

NONE  
EDUCATIONAL

PUBLIC  
CHARITY

TEEN CHALLENGE OF GREATER  
CLEVELAND  
PO BOX 115 PERRY, OH 44081

NONE  
EDUCATIONAL

PUBLIC  
CHARITY

THE FELLS/HAY REFUGE  
PO BOX 276 NEWBURY, NH 03255

NONE  
EDUCATIONAL

PUBLIC  
CHARITY

THE HIRAM HOUSE  
33775 HIRAM TRAIL CHAGRIN  
FALLS, OH 44022

NONE  
EDUCATIONAL

PUBLIC  
CHARITY

THOMAS JEFFERSON AREA FOODBANK  
1207 HARRIS ST CHARLOTTESVILLE,  
VA 22903

NONE  
EDUCATIONAL

PUBLIC  
CHARITY

TRIANGLE FOUNDATION  
19641 W SEVEN MILE RD DETROIT,  
MI 48219

NONE  
EDUCATIONAL

PUBLIC  
CHARITY

UNIVERSITY OF MIAMI  
5821 SAN AMARO DRIVE CORAL  
GABLES, FL 33146

NONE  
EDUCATIONAL

PUBLIC  
CHARITY

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

TOTAL TO FORM 990-PF, PART XV, LINE 3A

410,333.