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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE AUSTIN MEMORIAL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

3900 KEY CENTER, 127 PUBLIC SQUARE

City or town, state, and ZIP code

CLEVELAND, OH 44114-1291

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

► \$ 10,991,396. (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual Other (specify) _____

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 Interest on savings and temporary cash investments				
3 Dividends and interest from securities	343,023.	343,023.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)	441,045.			
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	441,045.			
7 Capital gain net income (from Part IV, line 2)		441,045.		
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a				
b Less Cost of goods sold				
c Gross profit or (loss)	4,361.	4,182.		STATEMENT 2
11 Other income	788,429.	788,250.		
12 Total. Add lines 1 through 11				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	12,667.	0.		12,667.
15 Pension plans, employee benefits				
16a Legal fees	24,235.	0.		24,235.
b Accounting fees				
c Other professional fees	64,986.	64,986.		0.
17 Interest	17,502.	17,492.		0.
18 Taxes				
19 Depreciation and depletion				
20 Occupancy	50,071.	0.		50,071.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	14,432.	13,769.		663.
24 Total operating and administrative expenses. Add lines 13 through 23	183,893.	96,247.		87,636.
25 Contributions, gifts, grants paid	431,272.			431,272.
26 Total expenses and disbursements. Add lines 24 and 25	615,165.	96,247.		518,908.
27 Subtract line 26 from line 12:	173,264.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		692,003.		
c Adjusted net income (if negative, enter -0-)			N/A	

Assets	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
	1 Cash - non-interest-bearing		27,120.	77,858.	77,858.
	2 Savings and temporary cash investments		354,262.	241,393.	241,393.
	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	5,398,510.	5,594,152.	6,108,593.
	c Investments - corporate bonds	STMT 9	4,048,923.	3,797,001.	3,883,933.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	545,850.	549,389.	679,619.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		10,374,665.	10,259,793.	10,991,396.
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		4,461,219.	4,346,347.	
	30 Total net assets or fund balances		10,374,665.	10,259,793.	
	31 Total liabilities and net assets/fund balances		10,374,665.	10,259,793.	

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 10,374,665.
2 Enter amount from Part I, line 27a	2 173,264.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 10,547,929.
5 Decreases not included in line 2 (itemize) ►	5 288,136.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 10,259,793.

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			441,045.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			441,045.		
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	441,045.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	417,187.	10,779,843.	.038701
2009	504,544.	9,547,004.	.052848
2008	557,501.	11,961,790.	.046607
2007	599,114.	13,451,047.	.044540
2006	614,070.	12,713,723.	.048300

2 Total of line 1, column (d) 2 .230996

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 .046199

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 11,725,192.

5 Multiply line 4 by line 3 5 541,692.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 6,920.

7 Add lines 5 and 6 7 548,612.

8 Enter qualifying distributions from Part XII, line 4 8 518,908.

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)	1	13,840.
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-)			
3	Add lines 1 and 2			0.
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-			13,840.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	10,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	335.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	4,175.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►		Refunded	11

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. ► \$ _____ 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? <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? b If "Yes," has it filed a tax return on Form 990-T for this year?	X	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH	X	
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 2011 or the taxable year beginning in 2011 (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	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	<input checked="" type="checkbox"/>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>WILLIAM R. STEWART</u> Telephone no. ► <u>216-566-5580</u> Located at ► <u>3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH ZIP+4 ► 44114-1291</u>		
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	<input type="checkbox"/> N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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 2011 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 2011.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b X	

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

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

 Yes No

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

 Yes No

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

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

 Yes No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

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

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 (2011)

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	11,503,485.
b	Average of monthly cash balances	1b	400,263.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,903,748.
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	11,903,748.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	178,556.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,725,192.
6	Minimum investment return. Enter 5% of line 5	6	586,260.

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	586,260.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,840.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,840.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	572,420.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	572,420.
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	572,420.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	518,908.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	518,908.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	518,908.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				572,420.
2 Undistributed income, if any, as of the end of 2011.			33,239.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 518,908.			33,239.	
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount			485,669.	
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				86,751.
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 2006 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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				431,272.
Total				► 3a 431,272.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

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

8 Gain or (loss) from sales of assets other than inventory

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)

14 343,023.

13 Total. Add line 12, columns (b), (d), and (e)

13 788,429.

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

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) 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	343,023.
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	4,182.
8 Gain or (loss) from sales of assets other than inventory				179.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory			18	441,045.
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.	788,250.	179.
13 Total. Add line 12, columns (b), (d), and (e)			13	788,429.

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
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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.)
a	NORTHERN TRUST 23-41396	P	VARIOUS	VARIOUS
b	NORTHERN TRUST 23-41396	P	VARIOUS	VARIOUS
c	CAP GAIN DIST 23-41396	P	VARIOUS	VARIOUS
d	NORTHERN TRUST 02-74249	P	VARIOUS	VARIOUS
e	NORTHERN TRUST 02-74249	P	VARIOUS	VARIOUS
f	NORTHERN TRUST 02-74249	P	VARIOUS	VARIOUS
g	NTCC SMALL CAP FUND	P	VARIOUS	VARIOUS
h	NTCC SMALL CAP FUND	P	VARIOUS	VARIOUS
i	NTCC INTERNATIONAL FUND	P	VARIOUS	VARIOUS
j	NTCC INTERNATIONAL FUND	P	VARIOUS	VARIOUS
k				
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			<24,095. >
b			135,489.
c			62,872.
d			44,096.
e			166,797.
f			32,976.
g			25,164.
h			43,370.
i			<24,753. >
j			<20,871. >
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<24,095. >
b			135,489.
c			62,872.
d			44,096.
e			166,797.
f			32,976.
g			25,164.
h			43,370.
i			<24,753. >
j			<20,871. >
k			
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	441,045.
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	93,982.	0.	93,982.
NORTHERN TRUST #02-74249 - INT	54,423.	0.	54,423.
NORTHERN TRUST #02-74249 - INTEREST	23,746.	0.	23,746.
NORTHERN TRUST #23-41396 - DIVIDENDS	112,134.	0.	112,134.
NORTHERN TRUST #23-41396 - INTEREST	3,222.	0.	3,222.
NTCC INTER'L FUND-DIVIDENDS	49,032.	0.	49,032.
NTCC INTER'L FUND-INTEREST	72.	0.	72.
NTCC SMALLCAP FUND- DIVIDENDS	6,375.	0.	6,375.
NTCC SMALLCAP FUND- INTEREST	37.	0.	37.
TOTAL TO FM 990-PF, PART I, LN 4	343,023.	0.	343,023.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME, NO TRUST #02-74249	2,736.	2,736.	
NTCC SMALL CAP FUND	904.	904.	
NTCC INTERNATIONAL FUND	542.	542.	
NORTHERN TRUST-NON-DIV.DIST.	179.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,361.	4,182.	

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	24,235.	0.		24,235.
TO FM 990-PF, PG 1, LN 16A	24,235.	0.		24,235.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	40,528.	40,528.		0.
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	24,458.	24,458.		0.
TO FORM 990-PF, PG 1, LN 16C	64,986.	64,986.		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	5,715.	5,715.		0.
FOREIGN TAX PAID	2,697.	2,687.		0.
EXCISE TAX	9,090.	9,090.		0.
TO FORM 990-PF, PG 1, LN 18	17,502.	17,492.		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.
NORTHERN TRUST- TAX FEE	300.	0.		300.
BANK SERVICE FEE	163.	0.		163.
NTCC SMALLCAP FUND	1,487.	1,487.		0.
NTCC INTERNATIONAL FUND	9,694.	9,694.		0.
PORTFOLIO DED, NO TRUST				
21-41396	23.	23.		0.
PORTFOLIO DED, NO TRUST				
02-74249	2,565.	2,565.		0.
TO FORM 990-PF, PG 1, LN 23	14,432.	13,769.		663.

THE AUSTIN MEMORIAL FOUNDATION

34-6528879

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

DESCRIPTION	AMOUNT
ADJ FOR UNREALIZED GAINS & TIMING DIFFERENCES	288,136.
TOTAL TO FORM 990-PF, PART III, LINE 5	288,136.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

SEE ATTACHED

5,594,152. 6,108,593.

TOTAL TO FORM 990-PF, PART II, LINE 10B

5,594,152. 6,108,593.

The Austin Memorial Foundation
EIN: 34-6528879
2011 Form 990-PF, Return of Private Foundation

Shares owned 01/01/11	Shares owned 12/31/11 Description	Book Value 01/01/11	Book Value 12/31/11	Market Value 12/31/11
225	210 Abbott Labs	11,694.83	10,915.11	11,808.30
	265 Abbott Labs		13,845.99	14,900.95
95	185 Acme Packet Inc	5,114.04	10,717.47	5,718.35
110	110 Air Products & Chemicals	8,068.52	8,068.52	9,370.90
150	196 Alexion Pharm.	7,858.12	5,038.51	14,014.00
	100 Allergan		7,919.87	8,774.00
535	525 Allstate Corp.	14,120.20	13,642.20	14,390.25
805	240 Altria Group	12,906.77	6,631.20	7,116.00
145	145 Amazon.com	12,134.31	12,134.31	25,099.50
510	500 American Express Co.	22,510.68	21,276.40	23,585.00
210	210 American Tower Corp	10,741.33	10,741.33	12,602.10
810	775 Amerisource Bergen	12,956.52	12,396.67	28,822.25
440	320 Apache Corp	31,333.06	22,787.68	28,985.60
140	140 Apache Corp.	4,646.47	4,646.47	12,681.20
165	159 Apple Inc	11,630.04	10,894.59	64,395.00
	415 ARM Holdings		11,211.75	11,483.05
1,240	1,170 AT&T	32,321.83	30,457.18	35,280.80
290	245 Autodesk	8,691.22	7,303.63	7,430.85
	115 Automatic Data Processing		5,912.15	6,211.15
90	AutoZone	12,311.00		
2250	Bank of America	39,913.53		
	219 Bank NS Halifax		10,729.55	10,460.10
875	875 Bank New York/Mellon	23,359.79	23,359.79	17,421.25
535	520 Baxter International	25,377.65	24,630.40	25,729.60
	240 BCE Inc		9,364.85	10,000.80
	310 Beam Inc		8,335.15	15,881.30
670	Best Buy	18,603.43		
145	105 BHP Billiton	8,904.30	6,065.58	7,416.15
	106 Biogen IDEC		10,883.83	11,665.30
	23 Blackrock Inc		3,539.01	4,099.52
290	170 Boeing Co	17,992.33	9,501.56	12,469.50
	265 Borg Warner		16,721.39	16,891.10
	285 Bristol Myers		9,205.50	10,043.40
	70 Canadian Imperial Bank		5,156.00	5,065.90
205	245 Celgene Corp	10,239.02	12,617.46	16,562.00
158	236 Cerner Corp	10,787.24	7,460.73	14,455.00
435	430 Chevron Corp	27,806.02	27,486.41	45,752.00
510	Cisco Systems	8,918.58		
450	278 Citrix Systems Inc	21,575.71	12,470.11	16,880.16
	198 Coach Inc		10,874.05	12,085.92
	85 Coca Cola Co		5,683.10	5,947.45
325	303 Cognizant Technologies	15,384.30	14,249.94	19,485.93
560	405 Conocophillips	27,713.00	20,042.44	29,512.35
145	145 Costco Wholesale	6,356.93	6,356.93	12,081.40

Shares owned 01/01/11	Shares owned 12/31/11 Description	Book Value	Book Value	Market Value
		01/01/11	12/31/11	12/31/11
270	270 Covance Inc	11,048.81	11,048.81	12,344.40
225	225 Covidien Ltd	9,232.06	9,232.06	10,127.25
	105 Crescent Point Energy Corp		4,395.30	4,632.60
205	179 Cummins Inc	10,717.26	11,420.79	15,755.58
380	435 Danaher Corp	5,469.15	8,326.57	20,462.40
	140 Darden Restaurants Inc.		6,101.53	6,381.20
	98 Deckers Outdoor Corp		8,172.50	7,405.86
275	230 Deere & Co	17,555.81	14,656.57	17,790.50
965	Dell Inc.	11,599.30		
	335 Dicks Sporting Goods		12,544.31	12,354.80
	125 Digital Realty Trust		7,234.65	8,333.75
	240 Directv		11,406.46	10,262.40
525	415 Disney Walt Co	14,222.58	10,928.08	15,562.50
160	Dolby Laboratories	10,384.66		
	130 Dollar Tree Inc		10,214.74	10,804.30
500	500 Dover Corp.	13,450.00	13,450.00	29,025.00
	255 duPont		10,505.81	11,673.90
590	590 Ebay Inc.	13,763.40	13,763.40	17,894.70
590	Ecolab Inc	7,447.91		
820	900 EMC Corp	15,238.69	19,167.57	19,386.00
415	110 Emerson Electronic	13,184.55	5,193.83	5,124.90
	145 Enbridge Inc		4,984.96	5,424.45
	85 Estee Lauder		7,754.06	9,547.20
165	165 Exxon Mobil	9,710.94	9,710.94	13,985.40
60	60 Exxon Mobil	3,712.50	3,712.50	5,085.60
67	61 F S Networks Inc	4,512.53	6,094.20	6,473.32
315	Fortune Brands	10,966.72		
130	155 Freeport McMoran C & G	6,659.54	5,412.47	5,702.45
305	965 Freeport McMoran C & G	7,895.63	19,545.45	35,502.35
2385	2385 General Electric Co.	26,043.66	26,043.66	42,715.35
	130 Genuine Parts		7,274.85	7,956.00
	140 Glaxosmithkline PLC		6,052.89	6,388.20
	173 Goldman Sachs Group		22,811.45	15,644.39
50	62 Google Inc	19,257.44	28,434.72	40,045.80
	45 Grainger, W W.		7,805.37	8,423.55
330	92 Gr. Mtn Coffee Roasters	11,350.95	3,080.68	4,126.20
	170 HCP Inc- REIT		6,147.32	7,043.10
	175 HJ Heinz		9,199.73	9,457.00
	600 Halliburton Co.		21,966.24	20,706.00
	155 Halliburton Co.		7,171.14	5,349.05
	135 Health Care REIT Inc.		6,415.86	7,361.55
	215 Healthcare Services Group		3,658.53	3,803.35
	235 Hess Corp		17,044.76	13,348.00
420	420 Honeywell International	11,898.60	11,898.60	22,827.00
465	275 Humana Inc.	16,266.78	9,620.14	24,092.75
	145 Informatica Corp		6,373.94	5,354.85
330	Ingersoll Rand	5,094.00		
1420	1380 Intel Corp.	28,054.99	27,239.19	33,465.00
	475 Intel Corp.		11,113.05	11,518.75
147	112 International Business Machines	13,488.36	9,639.83	20,594.56
133	95 Intercontinental Exch	14,335.42	10,026.92	11,452.25
41	51 Intuitive Surgical	12,223.70	15,558.43	23,613.51
630	630 Johnson Controls	18,310.41	18,310.41	19,693.80
815	815 JP Morgan Chase	33,319.42	33,319.42	27,098.75
453	Juniper Networks Inc	12,939.04		
313	296 Kansas City Southern	11,860.94	11,218.95	20,130.96

Shares owned 01/01/11	Shares owned 12/31/11	Description	Book Value	Book Value	Market Value
			01/01/11	12/31/11	12/31/11
	315	Kinder Morgan		8,780.61	10,133.55
	320	Kohls Corp		17,679.64	15,792.00
215	215	Laboratory Corp.	12,768.85	12,768.85	18,483.55
220		Life Technol Corp.	10,898.73		
	230	Lululemon Athletica		10,654.23	10,731.80
815		Marathon Oil	22,453.18		
69	26	Mastercard, Inc	10,431.30	8,931.88	9,693.32
313	235	Mattel Inc.		6,392.00	6,523.60
300	175	McDonalds Corp	12,914.12	8,559.52	17,557.75
18,745.01	18,561.52	MFB NTGI_QM Common	1,175,340.50	1,372,300.44	1,836,338.19
400	400	MFC Hancock Opportunity Fd	6,424.04	6,424.04	5,480.00
1070	1025	Microsoft Corp	23,953.61	22,905.73	26,609.00
380		Microsoft Corp	564.73		
	190	Monsanto		13,568.99	13,313.30
335	320	National Oilwell Varco	12,890.45	13,679.57	21,756.80
	165	National Retail Ppty		4,292.61	4,352.70
340		Netapp Inc.	12,045.93		
415	415	Nextera Energy	19,119.57	19,119.57	25,265.20
271	164	Nike	8,310.46	4,807.99	15,804.68
185		Nordstrom, Inc.	7,062.03		
	125	Novartis AG		7,066.07	7,146.25
11,320.60	11,556.31	NTCC International	2,157,339.00	1,975,219.06	1,503,233.24
4227.77	3605.59	NTCC Small Cap	587,160.00	529,449.74	578,877.83
340	115	Oneok, Inc		8,289.34	9,969.35
275	305	Oracle Corp	4,009.50	7,230.48	7,823.25
	675	Oracle Corp		21,663.99	17,313.75
326	277	PepsiCo	15,353.81	12,813.80	18,378.95
	80	Perrigo Co		7,251.25	7,784.00
260	260	Philip Morris	11,408.54	11,408.54	20,404.80
	186	Polypore Intern'l		11,986.97	8,182.14
74	93	Precision Castparts Corp	8,964.29	12,061.06	15,325.47
8.00	31	Priceline.com	3,161.27	13,593.81	14,499.01
	125	Procter & Gamble		8,142.95	8,338.75
520	500	Procter & Gamble	30,716.40	29,535.00	33,355.00
795	760	Public Service Enter Group	22,097.42	21,124.58	25,087.60
475	520	Qualcomm Inc.	20,221.79	22,788.36	28,444.00
215	215	Quest Diagnostics	8,786.34	8,786.34	12,482.90
	395	RPM International		8,347.57	9,697.25
	135	Realty Income Corp		4,393.36	4,719.60
315		Riverbed Technology	8,429.98		
245	235	Red Hat Inc.	7,523.02	7,209.32	9,703.15
160		Rockwell Collins	8,198.38		
130	112	Salesforce.com	9,052.54	8,800.07	11,363.52
	450	Sandisk Corp.		22,330.71	22,144.50
370	370	Schlumberger Ltd.	15,592.59	15,592.59	25,274.70
245	195	Southern Co		8,371.35	9,026.55
	280	Spectra Energy		7,675.36	8,610.00
685		Staples Inc	15,747.67		
530	445	Stericycle	13,260.31	11,086.71	20,474.75
295	140	Suncor Energy	10,032.85	11,568.22	10,908.80
560		Sysco Corp	14,686.20		
635		Talisman Energy	7,498.11		
330		Teradata Corp.	12,926.15		
190	205	Teva Pharmaceuticals	9,922.61	7,857.53	9,944.55
345		Tiffany & Co	16,552.43		
280	280	Time Warner Cable	14,966.56	13,421.90	18,552.80

Shares owned 01/01/11	Shares owned 12/31/11	Description	Book Value	Book Value	Market Value
			01/01/11	12/31/11	12/31/11
380	280	Transocean Ltd	26,958.30	14,966.56	17,799.60
625	300	U S Bancorp.	17,515.88	12,247.78	13,020.00
	625	United Healthcare Group		17,515.88	16,906.25
325	110	United Technologies	15,609.75	8,143.38	8,039.90
	325	United Technologies		15,609.75	23,754.25
185	185	United Technologies	6,203.05	6,203.05	13,521.65
500	105	Wal Mart Stores	28,197.49	4,725.84	4,669.19
	540	Waste Management		27,700.58	32,270.40
440	249	Watson Pharmaceuticals	9,945.45	7,882.13	7,850.40
	440	Wells Fargo & Co		9,945.45	26,549.60
330	1360	Whole Foods Mkt	12,108.76	39,601.83	37,481.60
			\$ 5,398,510.46	\$ 5,594,152.38	\$ 6,108,592.65

FORM 990-PF

CORPORATE BONDS

STATEMENT

9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	3,797,001.	3,883,933.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,797,001.	3,883,933.

Statement 9

The Austin Memorial Foundation
EIN: 34-6528879
2011 Form 990-PF, Return of Private Foundation

Part II - Balance Sheet**Line 10c - Investments - Corporate Bonds**

	<u>Book Value 01/01/11</u>	<u>Book Value 12/31/11</u>	<u>Market Value 12/31/11</u>
77,136 67/77,136 67 Northern High Yield Fixed Income Fund	\$ 539,364.11	\$ 539,364.11	\$ 543,042.15
224,306 01/197,334.87 NTGI Common Daily Aggregate Bond Fund	\$ 2,306,133.64	\$ 2,048,641.38	\$ 2,215,478.58
68,998 50/60,696 58 MFB Northern Int'l Eq Index Fd	\$ 714,999.00	\$ 629,074.12	\$ 542,020.45
29,966 51/35,989 64 Northern Multi Mgr Emerging Markets Equity	\$ 488,426.64	\$ 579,921.79	\$ 583,392.06
	\$4,048,923.39	\$3,797,001.40	\$3,883,933.24

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION	BOOK VALUE	FAIR MARKET
	METHOD		VALUE
SEE ATTACHED	COST	549,389.	679,619.
TOTAL TO FORM 990-PF, PART II, LINE 13		549,389.	679,619.

Statement 10

The Austin Memorial Foundation
EIN: 34-6528879
2011 Form 990-PF, Return of Private Foundation

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

	<u>Book Value 01/01/11</u>	<u>Book Value 12/31/11</u>	<u>Market Value 12/31/11</u>
Northern Trust Div. Hedge Fund	\$ 272,701.29	\$ 272,701.29	\$ 331,669.16
Pimco Fds Pac. Invt. Commodity	\$ 136,920.33	\$ 140,459.37	\$ 131,363.61
MFC SPDR Gold Shares	\$ 136,228.45	\$ 136,228.45	\$ 216,585.75
	\$ 545,850.07	\$ 549,389.11	\$ 679,618.52

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	EXPENSE CONTRIB ACCOUNT
DONALD G. AUSTIN, JR. 169 E. GOODWYN STREET MEMPHIS, TN 38111	PRES., TTEE 1.00	0.	0.	0.
JAMES W. AUSTIN 1225 MAGDALENA COURT LOS ALTOS, CA 94024	TTEE 0.33	0.	0.	0.
SARAH C. KINGSTON 950 LARKSPUR ROAD OAKLAND, CA 94610	TTEE 0.50	0.	0.	0.
STEWART G. AUSTIN, SR. 261 BREMINGTON PLACE MEMPHIS, TN 38111	TTEE 0.33	0.	0.	0.
CHARLES RODGERS 2424 ADAIR STREET SAN MARINO, CA 91108	TTEE 0.33	0.	0.	0.
DAVID A. RODGERS 4 NORTH DRIVE RICHMOND, IN 47374	VP, TREAS., TTEE 0.50	0.	0.	0.
STEWART G. AUSTIN, JR. 87 WALNUT GROVE CIRCLE MEMPHIS, TN 38117	SECRETARY, TTEE 0.50	0.	0.	0.
THOMAS G. AUSTIN 34 FOUNTAIN STREET SAN FRANCISCO, CA 94114	TTEE 0.33	0.	0.	0.
GRETCHEN COLE 1018 LAUREN LANE BASALT, CO 81624	TTEE 0.50	0.	0.	0.
ELLEN AUSTIN SMITH 5 COUNCIL STREET CHARLESTON, SC 29401	TTEE 0.33	0.	0.	0.
SAMUEL H. AUSTIN 4260 WINDY COVE EARLYSVILLE, VA 229369555	TTEE 0.33	0.	0.	0.

THE AUSTIN MEMORIAL FOUNDATION

34-6528879

SARAH R. COLE 1890 HOOKS SPUR BASALT, CO 81621	TTEE 0.33	0.	0.	0.
ANN R. LOEFFLER PO BOX 235 ELKINS, NH 032330235	TTEE 0.33	0.	0.	0.
ALEXANDRA R. LOEFFLER 28 MILFORD STREET, APT. 3 BOSTON, MA 02118	TTEE 0.33	0.	0.	0.
JOHN C. AUSTIN 817 BERKSHIRE ROAD ANN ARBOR, MI 48104	TTEE 0.33	0.	0.	0.
MARGARET C. CHILES 549 EVANS COURT BASALT, CO 81621	TTEE 0.33	0.	0.	0.
LYNNE RODGERS 127 W 96TH ST. NEW YORK, NY 10025	TTEE 0.33	0.	0.	0.
DONALD G. AUSTIN, III 5 OLD PEAK RD. HONG KONG, CHINA	TTEE 0.33	0.	0.	0.
WILLIAM R. STEWART 127 PUBLIC SQUARE CLEVELAND, OH 44114	ASST TREASURER 0.70	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

DISTRIBUTIONS TO BENEFICIARIES
THE AUSTIN MEMORIAL FOUNDATION
For Period 01/01/2011 through 12/31/2011

<u>RECIPIENT NAME & ADDRESS</u>	<u>RECIPIENT RELATIONSHIP & PURPOSE OF GRANT</u>	<u>RECIPIENT STATUS</u>	<u>AMOUNT</u>
Blue Ridge Area Food Bank P.O. Box 937 Verona, VA 24482	None Civic	Public Charity	\$2,000.00
Ozone House 1705 Washtenaw Avenue Ann Arbor, MI 48104	None Conservation	Public Charity	400.00
Michigan League of Conservation 213 W. Liberty St., Suite 300 Ann Arbor, MI 48104	None Conservation	Public Charity	400.00
Boys & Girls Club – Memphis 44 South Rembert Memphis, TN 38104	None Civic	Public Charity	1,500.00
Hutchison School 1740 Ridgeway Road Memphis, TN 38119	None Educational	Public Charity	1,000.00
Hiram House 33775 Hiram Trail Chagrin Falls, OH 44022	None Civic	Public Charity	6,500.00
St. John's Episcopal Church 3245 Central Avenue Memphis, TN 38111	None Religious	Public Charity	500.00
Food for the Poor 6401 Lyons Road Coconut Creek, FL 33073	None Religious	Public Charity	500.00
Memphis Boy Choir 3245 Central Avenue Memphis, TN 38111	None Civic	Public Charity	1,000.00
Aspen Education Foundation P.O. Box 2200 Aspen, CO 81612	None Educational	Public Charity	2,000.00

Aspen Country Day School 3 Music School Road Aspen, CO 81611	None Educational	Public Charity	3,000.00
Aspen Center for Environmental 100 Puppy Smith Street Aspen, CO 81611	None Educational	Public Charity	500.00
Aspen Valley Ski & Snowboard Club P.O. Box C-3 Aspen, CO 81612	None Educational	Public Charity	500.00
Michigan Environmental Council 119 Pere Marquette Dr., Suite 2A Lansing, MI 48912	None Conservation	Public Charity	400.00
Episcopal Church of St. Mary the Virgin 2325 Union Street San Francisco, CA 94123	None Religious	Public Charity	3,000.00
Emmanuel Episcopal Center 604 St. Paul Avenue Memphis, TN 38126	None Religious	Public Charity	750.00
Aspen Historical Society 620 W. Bleeker Street Aspen, CO 81611	None Educational	Public Charity	500.00
Wolf River Conservancy P.O. Box 11031 Memphis, TN 38111	None Conservation	Public Charity	36,000.00
Wilderness Workshop Box 1442 Carbondale, CO 81623	None Conservation	Public Charity	1,000.00
Piedmont Educational Foundation Box 11192 Piedmont, CA 94611	None Educational	Public Charity	3,000.00
Meeting Street Academy 1156 King Street Charleston, SC 29403	None Educational	Public Charity	1,500.00
Memphis University School 6191 Park Avenue Memphis, TN 38119	None Educational	Public Charity	1,000.00

St. Peter Catholic Church 190 Adams Avenue Memphis, TN 38103	None Religious	Public Charity	500.00
Summer Search Dept. 34425 P.O. Box 39000 San Francisco, CA 94139	None Educational	Public Charity	1,500.00
MSPCA - Angell Angell Animal Medical Center 350 South Huntington Avenue Boston, MA 02130	None Civic	Public Charity	21,500.00
Porter-Leath Children's Center 868 North Manassas St. Memphis, TN 38107	None Educational	Public Charity	750.00
Nature Conservancy – Colorado 2424 Spruce Street Boulder, CO 80302	None Conservation	Public Charity	500.00
Charleston Area Therapeutic Riding (CATR) P.O. Box 146 Johns Island, SC 29457	None Civic	Public Charity	1,000.00
Youth Zone 803 School Street Glenwood Springs, CO 81601	None Civic	Public Charity	30,000.00
Aspen Public Radio 110 E. Hallam Street, Suite 134 Aspen, CO 81611	None Civic	Public Charity	500.00
Charleston Day School 15 Archdale Street Charleston, SC 29401	None Educational	Public Charity	15,000.00
Wly Community Arts Center 255 Gold Rivers Court #130 P.O. Box 4707 Basalt, CO 81621	None Civic	Public Charity	500.00
The Neutral Zone - Ann Arbor's Teen Center 310 E. Washington Street Ann Arbor, MI 48104	None Educational	Public Charity	200.00

PACEM P.O. Box 14 Charlottesville, VA 22902	None Civic	Public Charity	1,000.00
Mitochondrial Research Guild P.O. Box 761 Lynnwood, WA 98046	None Medical	Public Charity	1,500.00
The Fells P.O. Box 276 Route 103 A Newbury, NH 03255	None Civic	Public Charity	3,000.00
Ecology Center, Inc. 117 N. Division Street Ann Arbor, MI 48104-1580	None Civic	Public Charity	300.00
The Nature Conservancy in Indiana Efroymson Conservation Center 620 East Ohio Street Indianapolis, IN 46202	None Conservation	Public Charity	47,772.00
La Casa Community Center 203 E. Mission Road San Gabriel, CA 91776	None Civic	Public Charity	1,500.00
Todd Martin Development Fund P.O. Box 39 East Lansing, MI 48826	None Civic	Public Charity	250.00
The Nature Conservancy in Michigan 101 East Grand River Lansing, MI 48906	None Conservation	Public Charity	250.00
Homeboy Industries 130 West Bruno Street Los Angeles, CA 90012	None Civic	Public Charity	40,000.00
Indianapolis Symphony Orchestra 32 E. Washington Street, Suite 600 Indianapolis, IN 46204-2919	None Arts	Public Charity	25,000.00
Colgate University Gift Records Department 13 Oak Drive Hamilton, NY 13346	None Educational	Public Charity	2,000.00

Central Park Conservancy 14 East 60 th Street 8 th Floor New York, NY 10022	None Conservation	Public Charity	1,000.00
League of Conservation Voters Education Fund 1920 L Street, N.W., Suite 800 Washington, D.C. 20036	None Civic	Public Charity	50,000.00
St. Jude Children's Research Hospital 501 St. Jude Place Memphis, TN 38105-1942	None Medical	Public Charity	50,000.00
San Francisco Arts Education Project c/o Norse Auditorium 135 Van Ness Avenue San Francisco, CA 94102	None Arts	Public Charity	35,000.00
YouthEntity P.O. Box 1989 Carbondale, CO 81623	None Civic	Public Charity	5,000.00
Chinese International School Foundation 1 Hauyuen Path Braemar Hill Hong Kong SAR China	None Educational	Public Charity	3,000.00
George Mark Children's House 2121 George Mark Lane San Leandro, CA 94578	None Civic	Public Charity	20,000.00
Mosaic Youth Theatre of Detroit 3011 W. Grand Boulevard, Suite 1510 Detroit, MI 48202	None Arts	Public Charity	400.00
University of Michigan Regents Office of University Development & Foundation Relations 3003 S. State Street, 8006 WT Ann Arbor, MI 48109-1288	None Educational	Public Charity	400.00
Crisis Ministries 573 Meeting Street Charleston, SC 29403	None Religious	Public Charity	500.00

Camp Augusta 17530 Lake Vera Road Nevada City, CA 95959	None Civic	Public Charity	2,000.00
Lucile Packard Foundation for Children's Health 400 Hamilton Avenue, Suite 340 Palo Alto, CA 94301	None Medical	Public Charity	1,000.00
Children's Burn Foundation 5000 Van Nuys Blvd., Suite 450 Sherman Oaks, CA 91403	None Medical	Public Charity	1,500.00

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

431,272.00

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