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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE AUSTIN MEMORIAL FOUNDATION		A Employer identification number 34-6528879
Number and street (or P.O. box number if mail is not delivered to street address) 3900 KEY CENTER, 127 PUBLIC SQUARE		B Telephone number 216-566-5580
City or town, state, and ZIP code CLEVELAND, OH 44114-1291		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
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: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		343,023.	343,023.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		441,045.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			441,045.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		4,361.	4,182.		STATEMENT 2
12 Total. Add lines 1 through 11		788,429.	788,250.		
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					
18 Taxes		17,502.	17,492.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		50,071.	0.		50,071.
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:					
a Excess of revenue over expenses and disbursements		173,264.			
b Net investment income (if negative, enter -0-)			692,003.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	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) ▶ SEE STATEMENT 7	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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	13,840.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	13,840.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OH</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address ▶ N/A				
14	The books are in care of ▶ WILLIAM R. STEWART		Telephone no. ▶ 216-566-5580	
Located at ▶ 3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH		ZIP+4 ▶ 44114-1291		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
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?		16	Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	<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	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	▶ _____ , _____ , _____ , _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.)	N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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?**6b****X**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**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**

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:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	518,908.
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	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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	518,908.

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.				
a Enter amount for 2010 only			33,239.	
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.				
a Applied to 2010, but not more than line 2a			33,239.	
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 XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | |
|--|---------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> |
| | <p>1a(1)</p> |
| | <p>1a(2)</p> |
| | |
| | <p>1b(1)</p> |
| | <p>1b(2)</p> |
| | <p>1b(3)</p> |
| | <p>1b(4)</p> |
| | <p>1b(5)</p> |
| | <p>1b(6)</p> |
| | <p>1c</p> |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

11-9-12
Date

► PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

WILLIAM R. STEWART

Preparer's signature

William L. Stewart

Date

11/7/12

Check ☐ if
self-employed

PTIN

P01392229

Firm's name ► **THOMPSON HINE LLP**

Firm's EIN ► 34-0575300

Firm's address ► 3900 KEY CENTER, 127 PUBLIC SQUARE
CLEVELAND, OH 44114-1291

Phone no. (216) 566-5500

Form **990-PF** (2011)

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	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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<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.	

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

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 01/01/11	Book Value 12/31/11	Market Value 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 01/01/11	Book Value 12/31/11	Market Value 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 Ptyys		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 01/01/11	Book Value 12/31/11	Market Value 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.

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

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

	Book Value 01/01/11	Book Value 12/31/11	Market Value 12/31/11
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
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	549,389.	679,619.
TOTAL TO FORM 990-PF, PART II, LINE 13		549,389.	679,619.

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

Part II - Balance Sheet
Line 13 - Investments - Other

	Book Value 01/01/11	Book Value 12/31/11	Market Value 12/31/11
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 STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

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 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.
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**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
Wyly 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 Efroymsen 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			<u>431,272.00</u>
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