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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE AUSTIN MEMORIAL FOUNDATION</b>		A Employer identification number <b>34-6528879</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>3900 KEY CENTER, 127 PUBLIC SQUARE</b>	Room/suite	B Telephone number <b>216-566-5580</b>
City or town, state, and ZIP code <b>CLEVELAND, OH 44114-1291</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		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) <b>\$ 11,758,700.</b>	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		307,991.	307,991.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		289,908.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			289,908.		
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		12,119.	11,730.		STATEMENT 2
12 Total. Add lines 1 through 11		610,018.	609,629.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		10,824.	0.		10,824.
15 Pension plans, employee benefits					
16a Legal fees STMT 3		29,260.	0.		29,260.
b Accounting fees					
c Other professional fees STMT 4		57,675.	57,675.		0.
17 Interest					
18 Taxes STMT 5		29,778.	29,778.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		59,113.	0.		60,901.
22 Printing and publications					
23 Other expenses STMT 6		30,109.	25,124.		4,985.
24 Total operating and administrative expenses. Add lines 13 through 23		216,759.	112,577.		105,970.
25 Contributions, gifts, grants paid		450,851.			450,851.
26 Total expenses and disbursements. Add lines 24 and 25		667,610.	112,577.		556,821.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<57,592.>			
b Net investment income (if negative, enter -0-)			497,052.		
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		77,858.	341.	341.
	2	Savings and temporary cash investments		241,393.	339,875.	339,875.
	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	5,594,152.	5,460,613.	6,468,681.
	c	Investments - corporate bonds	STMT 9	3,797,001.	4,076,380.	4,202,148.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	549,389.	642,701.	747,655.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers)		10,259,793.	10,519,910.	11,758,700.	
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	<b>Total liabilities</b> (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		4,346,347.	4,606,464.		
30	<b>Total net assets or fund balances</b>		10,259,793.	10,519,910.		
31	<b>Total liabilities and net assets/fund balances</b>		10,259,793.	10,519,910.		

**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	10,259,793.
2	Enter amount from Part I, line 27a	2	<57,592.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	317,709.
4	Add lines 1, 2, and 3	4	10,519,910.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	10,519,910.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			289,908.

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			289,908.

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	289,908.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			
2010			
2009			
2008			
2007			

<b>2</b> Total of line 1, column (d)	2
<b>3</b> 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
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4
<b>5</b> Multiply line 4 by line 3	5
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6
<b>7</b> Add lines 5 and 6	7
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	9,941.
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	9,941.
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	9,941.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	7,500.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	4,500.
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	12,000.
c Tax paid with application for extension of time to file (Form 8868)		8	110.
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	1,949.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,949. Refunded <input type="checkbox"/>			

**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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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? Website address ► <b>N/A</b>	13		X
14	The books are in care of ► <b>WILLIAM R. STEWART</b> Telephone no. ► <b>216-566-5580</b> Located at ► <b>3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH</b> ZIP+4 ► <b>44114-1291</b>			
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 ► <b>15</b> <b>N/A</b>			
16	At any time during calendar year 2012, 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	Yes	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 ► <b>N/A</b>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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 2012 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 2012) <b>N/A</b>	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 2012?	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 ☒ Nob 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)?  
Organizations relying on a current notice regarding disaster assistance check hereN/A  
▶ ☐

5b

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

6b

X

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

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 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	11,367,775.
b	Average of monthly cash balances	1b	383,101.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,750,876.
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	11,750,876.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	176,263.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,574,613.
6	Minimum investment return. Enter 5% of line 5	6	578,731.

**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	578,731.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,941.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,941.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	568,790.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	568,790.
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	568,790.

**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	556,821.
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	556,821.
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	556,821.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				568,790.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			86,751.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 556,821.				
a Applied to 2011, but not more than line 2a			86,751.	
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 2012 distributable amount				470,070.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				98,720.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)





**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes   | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
| <b>1</b> | 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?                                                                                                                                          |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |       |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | 1a(1) | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a(2) | X  |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | 1b(3) | X  |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | 1b(4) | X  |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | 1c    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

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

- | b If "Yes," complete the following schedule. |                          |                                 |
|----------------------------------------------|--------------------------|---------------------------------|
| (a) Name of organization                     | (b) Type of organization | (c) Description of relationship |
| N/A                                          |                          |                                 |
|                                              |                          |                                 |
|                                              |                          |                                 |
|                                              |                          |                                 |

**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.

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

Signature of officer or trustee

11-10-13

► **PRESIDENT**

☒ Yes ☐ No**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN
------

WILLIAM R. STEWART

William R. Stewart

11/7/13

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** (2012)

THE AUSTIN MEMORIAL FOUNDATION

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 02-74249	P	VARIOUS	VARIOUS
b	NORTHERN TRUST 02-74249	P	VARIOUS	VARIOUS
c	NORTHERN TRUST 02-74249	P	VARIOUS	VARIOUS
d	NORTHERN TRUST 23-41396	P	VARIOUS	VARIOUS
e	NORTHERN TRUST 23-41396	P	VARIOUS	VARIOUS
f	NORTHERN TRUST 23-41396 CAP GN DIST	P	VARIOUS	VARIOUS
g	NTCC SMALLCAP FUND	P	VARIOUS	VARIOUS
h	NTCC SMALLCAP 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			<1,036.>
b			62,564.
c			<434.>
d			5,391.
e			264,289.
f			477.
g			4,766.
h			25,190.
i			<6,188.>
j			<65,111.>
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			<1,036.>
b			62,564.
c			<434.>
d			5,391.
e			264,289.
f			477.
g			4,766.
h			25,190.
i			<6,188.>
j			<65,111.>
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	289,908.
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

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST #02-74249 - DIVIDENDS	506.	0.	506.
NORTHERN TRUST #02-74249 - INT	28,484.	0.	28,484.
NORTHERN TRUST #02-74249 - INTEREST	94,874.	0.	94,874.
NORTHERN TRUST #23-41396 - DIVIDENDS	126,209.	0.	126,209.
NORTHERN TRUST #23-41396 - INTEREST	702.	0.	702.
NTCC INTER'L FUND-DIVIDENDS	47,653.	0.	47,653.
NTCC INTER'L FUND-INTEREST	105.	0.	105.
NTCC SMALLCAP FUND- DIVIDENDS	9,417.	0.	9,417.
NTCC SMALLCAP FUND- INTEREST	41.	0.	41.
TOTAL TO FM 990-PF, PART I, LN 4	307,991.	0.	307,991.

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME, NO TRUST #02-74249	3,091.	3,091.	
NTCC SMALL CAP FUND	2,233.	2,233.	
NTCC INTERNATIONAL FUND	6,406.	6,406.	
NORTHERN TRUST-NON-DIV.DIST.	389.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,119.	11,730.	

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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	29,260.	0.		29,260.
TO FM 990-PF, PG 1, LN 16A	29,260.	0.		29,260.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	33,473.	33,473.		0.
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	24,202.	24,202.		0.
TO FORM 990-PF, PG 1, LN 16C	57,675.	57,675.		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	5,148.	5,148.		0.
FOREIGN TAX PAID	2,955.	2,955.		0.
EXCISE TAX	21,675.	21,675.		0.
TO FORM 990-PF, PG 1, LN 18	29,778.	29,778.		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	3,533.	0.		3,533.
BANK SERVICE FEE	42.	0.		42.
NTCC SMALLCAP FUND	1,437.	1,437.		0.
NTCC INTERNATIONAL FUND	9,975.	9,975.		0.
PORTFOLIO DED, NO TRUST 21-41396	9,633.	9,633.		0.
PORTFOLIO DED, NO TRUST 02-74249	4,079.	4,079.		0.
COUNCIL ON FOUNDATIONS- DUES	1,210.	0.		1,210.
TO FORM 990-PF, PG 1, LN 23	30,109.	25,124.		4,985.

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

ADJ FOR UNREALIZED GAINS &amp; TIMING DIFFERENCES

317,709.

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

317,709.

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	5,460,613.	6,468,681.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,460,613.	6,468,681.

The Austin Memorial Foundation

Statement 8

EIN: 34-6528879

2012 Form 990-PF, Return of Private Foundation

Shares owned 01/01/12	Shares owned 12/31/12	Description	Book Value 12/31/12	Book Value 01/01/12	Market Value 12/31/12
210	152	Abbott Labs	7,900.46	10,915.11	9,956.00
265	219	Abbott Labs	11,656.49	13,845.99	14,344.50
185		Acme Packet Inc.		10,717.47	
	337	Agilent Technologies	12,931.70		13,796.78
110		Air Products & Chemicals		8,068.52	
196	146	Alexion Pharm.	5,409.66	5,038.51	13,696.26
100	111	Allergan	9,013.94	7,919.87	10,182.03
525	377	Allstate Corp.	8,207.63	13,642.20	15,144.09
240	237	Altria Group	6,548.31	6,631.20	7,446.54
145	80	Amazon.com	5,971.21	12,134.31	20,091.20
500	257	American Express Co.	10,768.35	21,276.40	14,772.36
	365	American Express Co.	15,531.76		20,980.20
210	162	American Tower Corp.	8,280.16	10,741.33	12,517.74
775	572	Amerisource Bergen	9,149.54	12,396.67	24,698.96
	210	Analog Devices Inc	8,140.59		8,832.60
320	238	Apache Corp.	16,948.34	22,787.68	18,683.00
140		Apache Corp		4,646.47	
159	114	Apple Inc	13,832.69	10,894.59	60,765.42
415		ARM Holdings		11,211.75	
1,170	158	AT&T	4,597.80	30,457.18	5,326.18
	854	AT&T	21,963.35		28,788.34
245		Autodesk		7,303.63	
115	113	Automatic Data Processing	5,809.33	5,912.15	6,442.13
219	105	Bank NS Halifax	5,364.77	10,729.55	6,077.40
875	626	Bank New York/Mellon	16,712.26	23,359.79	16,088.20
520	94	Baxter International	5,595.88	24,630.40	6,266.04
	379	Baxter International	17,606.29		25,264.14
240	173	BCE Inc	6,750.50	9,364.85	7,428.62
310	222	Beam Inc	5,969.04	8,335.15	13,561.98
105		BHP Billiton		6,065.58	
106	94	Biogen IDEC	9,516.18	10,883.83	13,786.98
	111	Biomarin Pharmaceuticals	4,442.21		5,466.75
23	37	Blackrock Inc	5,947.50	3,539.01	7,648.27
170	132	Boeing Co	7,049.95	9,501.56	9,947.52
265	197	Borg Warner	12,430.61	16,721.39	14,109.14
285	281	Bristol Myers	9,076.30	9,205.50	9,157.79
	199	Bristol Myers	6,810.03		6,485.41
70	43	Canadian Imperial Bank	3,167.26	5,156.00	3,466.23
	371	CBS Corp	12,025.48		14,116.55
245	211	Celgene Corp	11,644.85	12,617.46	16,609.92
236	93	Cerner Corp	2,792.48	7,460.73	7,220.52
430	57	Chevron Corp	5,803.71	27,486.41	6,163.98
	313	Chevron Corp	20,007.55		33,847.82
	16	Chipotle Mexican Grill	4,009.08		4,759.36
	384	Cisco Systems	7,607.45		7,545.60
278	214	Citrix Systems Inc.	10,672.53	12,470.11	14,070.50
198	143	Coach Inc	7,345.49	10,874.05	7,937.93
85	210	Coca Cola Co.	7,177.96	5,683.10	7,612.50
303		Cognizant Technologies		14,249.94	
405	302	Conocophillips	11,362.46	20,042.44	17,512.98
145	119	Costco Wholesale	6,017.20	6,356.93	11,753.63
270		Covance Inc.		11,048.81	
225	157	Covidien Ltd	6,027.82	9,232.06	9,065.18
105	90	Crescent Point Energy Corp	3,767.40	4,395.30	3,403.80
179	80	Cummins Inc	3,611.55	11,420.79	8,668.00
435	256	Danaher Corp	3,684.48	8,326.57	14,310.40



The Austin Memorial Foundation

Statement 8

EIN: 34-6528879

2012 Form 990-PF, Return of Private Foundation

Shares owned 01/01/12	Shares owned 12/31/12	Description	Book Value 12/31/12	Book Value 01/01/12	Market Value 12/31/12
140		Darden Restaurants Inc.		6,101.53	
98		Deckers Outdoor Corp		8,172.50	
230	92	Deere & Co	5,745.60	14,656.57	7,950.64
	231	Deere & Co	17,197.95		19,963.02
		Dell Inc.			
335	117	Dicks Sporting Goods	4,205.28	12,544.31	5,322.33
125	118	Digital Realty Trust	6,829.51	7,234.65	8,011.02
	129	Digital Realty Trust	8,877.76		8,757.81
240	175	Directv	8,144.56	11,406.46	8,778.00
415	295	Disney Walt Co	7,334.37	10,928.08	14,688.05
130	109	Dollar Tree Inc	4,153.01	10,214.74	4,421.04
500	360	Dover Corp.	9,684.00	13,450.00	23,655.60
255	293	duPont	12,763.75	10,505.81	13,176.21
590	419	Ebay Inc.	9,774.35	13,763.40	21,377.38
	81	Edwards Lifesciences Corp	7,048.87		7,303.77
900	608	EMC Corp	11,256.84	19,167.57	15,382.40
	653	EMC Corp	13,907.13		16,520.90
110	168	Emerson Electronic	8,252.66	5,193.83	8,897.28
145		Enbridge Inc		4,984.96	
85	186	Estee Lauder	11,256.84	7,754.06	15,382.40
	180	Express Scripts	9,934.91		9,720.00
	302	Express Scripts	15,874.57		16,308.00
165		Exxon Mobil		9,710.94	
60		Exxon Mobil		3,712.50	
61	139	F S Networks Inc	14,981.06	6,094.20	13,503.85
155		Freeport McMoran C & G		5,412.47	
965	671	Freeport McMoran C & G	15,740.01	19,545.45	22,948.20
	148	Gallagher, Arthur J & Co	5,294.48		5,128.20
2385	428	General Electric Co.	9,228.76	26,043.66	8,983.72
	1770	General Electric Co.	16,189.02		37,152.30
130	100	Genuine Parts	5,596.04	7,274.85	6,358.00
	57	Gilead Sciences	4,115.89		4,186.65
140	136	Glaxosmithkline PLC	5,879.95	6,052.89	5,911.92
173	122	Goldman Sachs Group	16,086.68	22,811.45	15,562.32
62	56	Google Inc	27,533.17	28,434.72	39,724.72
45	43	Grainger, W.W.	7,779.56	7,805.37	8,701.91
92		Gr. Mtn Coffee Roasters		3,080.68	
170	167	HCP Inc- REIT	6,007.56	6,147.32	7,545.06
175	204	HJ Heinz	10,850.78	9,199.73	11,766.72
600	453	Halliburton Co.	16,311.00	21,966.24	15,714.57
155		Halliburton Co.		7,171.14	
135	133	Health Care REIT Inc.	6,273.09	6,415.86	8,151.57
215		Healthcare Services Group		3,658.53	
235	393	Hess Corp	21,629.04	17,044.76	20,813.28
	184	Home Depot Inc.	8,506.17		11,380.40
420	307	Honeywell International	8,697.31	11,898.60	19,485.29
275		Humana Inc.		9,620.14	
145		Informatica Corp.		6,373.94	
1380	692	Intel Corp.	13,420.37	27,239.19	14,275.96
475	440	Intel Corp	10,269.55	11,113.05	9,077.20
112	82	International Business Machines	6,736.39	9,639.83	15,707.10
95	75	Intercontinental Exch.	7,850.86	10,026.92	9,285.75
51	38	Intuitive Surgical	12,695.83	15,558.43	18,634.06
630		Johnson Controls		18,310.41	
	124	Johnson & Johnson	8,322.92		8,692.40
815	581	JP Morgan Chase	23,043.41	33,319.42	25,546.57

The Austin Memorial Foundation

Statement 8

EIN: 34-6528879

2012 Form 990-PF, Return of Private Foundation

Shares owned 01/01/12	Shares owned 12/31/12	Description	Book Value 12/31/12	Book Value 01/01/12	Market Value 12/31/12
		Juniper Networks Inc.			
296	185	Kansas City Southern	6,495.23	11,218.95	15,443.80
	116	Kimberly-Clark	8,327.51		9,793.88
315	309	Kinder Morgan	8,612.51	8,780.61	10,916.97
320	232	Kohls Corp	12,817.67	17,679.64	9,971.36
	171	Kraft Foods	7,856.29		7,775.37
215	152	Laboratory Corp.	9,027.28	12,768.85	13,166.24
230		Lululemon Athletica		10,654.23	
26	40	Mastercard, Inc.	14,679.82	8,931.88	19,651.20
235	232	Mattel Inc	6,310.40	6,392.00	8,495.84
175	157	McDonalds Corp	14,013.82	8,559.52	13,848.97
	148	McDonalds Corp	6,859.07		13,055.08
	88	Merck & Co.	3,111.39		3,602.72
18,561.52	18,588.79	MFB NTGI_QM Common	1,491,655.03	1,372,300.44	2,094,101.54
400		MFC Hancock Opportunity Fd		6,424.04	
	166	Michael Kors Hldgs	8,736.12		8,470.98
1,025.00	556	Microsoft Corp.	11,527.40	22,905.73	14,861.88
190	156	Monsanto	11,244.69	13,568.99	14,765.40
	224	Mosaic Co.	12,737.35		12,685.12
320	191	National Oilwell Varco	5,637.59	13,679.57	13,054.85
165	161	National Retail Pptys	4,170.65	4,292.61	5,023.20
415	49	Nextera Energy	2,678.35	19,119.57	3,390.31
	292	Nextera Energy	13,197.85		20,203.48
164	232	Nike	4,616.54	4,807.99	11,971.20
	114	Noble Energy	10,834.41		11,598.36
125	125	Novartis AG	7,066.07	7,066.07	7,912.50
11,556.31	11,862.20	NTCC International	2,016,635.57	1,975,219.06	1,769,654.00
3605.59	3247.96	NTCC Small Cap	476,958.39	529,449.74	601,106.12
	273	Occidental Petroleum	22,904.32		20,914.53
115.00	227	Oneok, Inc	8,181.22	8,289.34	9,704.25
305		Oracle Corp		7,230.48	
675	480	Oracle Corp	15,405.50	21,663.99	15,993.60
	46	Panera Bread Co	6,348.54		7,306.18
277	236	Pepsico	12,865.13	12,813.80	16,149.48
80	86	Perrigo Co	7,874.84	7,251.25	8,946.58
260	122	Philip Morris	8,094.70	11,408.54	10,204.08
	183	Philip Morris	8,029.85		15,306.12
186		Polypore Intern'l		11,986.97	
	65	Praxair Inc.	6,627.13		7,114.25
93	66	Precision Castparts Corp.	8,718.09	12,061.06	12,501.72
31	20	Priceline com.	8,763.71	13,593.81	12,424.00
125	123	Procter & Gamble	8,012.66	8,142.95	8,350.47
500	235	Procter & Gamble	13,881.45	29,535.00	15,954.15
760	554	Public Service Enter. Group	15,398.71	21,124.58	16,952.40
520	330	Qualcomm Inc	13,517.01	22,788.36	20,466.60
215	154	Quest Diagnostics	6,293.48	8,786.34	8,973.58
395	186	RPM International	3,930.75	8,347.57	5,460.96
135	80	Realty Income Corp.	2,598.68	4,393.36	3,216.80
235	180	Red Hat Inc.	5,830.89	7,209.32	9,532.80
112	85	Salesforce.com	9,284.62	8,800.07	14,288.50
450	333	Sandisk Corp.	16,524.73	22,330.71	14,505.48
370	214	Schlumberger Ltd.	5,449.37	15,592.59	14,828.06
195	191	Southern Co	8,199.63	8,371.35	8,176.71
280		Spectra Energy		7,675.36	
	292	Starbucks	7,217.82		15,657.04
445	110	Stericycle	9,027.48	11,086.71	10,259.70

The Austin Memorial Foundation

Statement 8

EIN: 34-6528879

2012 Form 990-PF, Return of Private Foundation

Shares owned 01/01/12	Shares owned 12/31/12	Description	Book Value 12/31/12	Book Value 01/01/12	Market Value 12/31/12
140		Suncor Energy		11,568.22	
	170	Teradata Corp.	7,740.44		10,521.30
205		Teva Pharmaceuticals		7,857.53	
280	197	Time Warner Cable	10,530.04	13,421.90	19,146.43
	121	Tractor Supply Co	10,115.71		10,691.56
280		Transocean Ltd		14,966.56	
	192	Trimble NAV	7,345.21		11,477.76
	70	Ulta Salon Cos & Fragrances	6,169.93		6,878.20
300	451	U.S. Bancorp.	12,639.46	12,247.78	14,404.94
625		United Healthcare Group		17,515.88	
110	118	United Technologies	8,731.69	8,143.38	9,677.18
325	237	United Technologies	11,383.11	15,609.75	19,436.37
185		United Technologies		6,203.05	
	345	Verizon Communications	15,096.11		14,928.15
	78	Vermilion Energy	3,510.62		4,077.84
105	390	Wal Mart Stores	19,596.24	4,725.84	26,609.70
540		Waste Management		27,700.58	
249	207	Watson Pharmaceuticals	4,678.89	7,882.13	17,802.00
440	984	Wells Fargo & Co.	28,653.08	9,945.45	33,633.12
	326	Williams Co. Inc.	9,616.50		10,673.24
1360	168	Whole Foods Mkt	6,079.85	39,601.83	15,343.44
			\$ 5,460,612.63	5,594,152.38	\$ 6,468,680.68

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	4,076,380.	4,202,148.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,076,380.	4,202,148.

The Austin Memorial Foundation  
 EIN: 34-6528879  
 2012 Form 990-PF, Return of Private Foundation

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

	Book Value 01/01/12	Book Value 12/31/12	Market Value 12/31/12
77,136.67/77,136.67 Northern High Yield Fixed Income Fund	\$ 539,364.11	\$ 539,364.11	\$ 582,381.85
197,334.87/216,158.82 NTGI Common Daily Aggregate Bond Fund	\$ 2,048,641.38	\$ 2,281,635.57	\$ 2,462,265.11
60,696.58/72,624.91 MFB Northern Int'l Eq Index Fd	\$ 629,074.12	\$ 749,073.12	\$ 750,941.56
35,989.64/32,649.45 Northern Multi Mgr Emerging Markets Equity	\$ 579,921.79	\$ 506,306.77	\$ 406,559.53
	<b>\$ 3,797,001.40</b>	<b>\$ 4,076,379.57</b>	<b>\$ 4,202,148.05</b>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	642,701.	747,655.
TOTAL TO FORM 990-PF, PART II, LINE 13		642,701.	747,655.

**The Austin Memorial Foundation**  
**EIN: 34-6528879**  
**2012 Form 990-PF, Return of Private Foundation**

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

	Book Value 01/01/12	Book Value 12/31/12	Market Value 12/31/12
Northern Trust Div. Hedge Fund	\$ 272,701.29	\$ 272,701.29	\$ 341,095.45
Pimco Fds. Pac. Inv. Commodity	\$ 140,459.37	\$ -	\$ -
MFC SPDR Gold Shares	\$ 136,228.45	\$ -	\$ -
MFB No. Fds Global Real Estate Index	\$ -	\$ 370,000.00	\$ 406,559.53
	<b>\$ 549,389.11</b>	<b>\$ 642,701.29</b>	<b>\$ 747,654.98</b>

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD G. AUSTIN, JR. 169 E. GOODWYN STREET MEMPHIS, TN 38111	PRES., TTEE 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. 128 SOUTH ROSE RD. 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 LOEFFLER PROTHERO 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.
PAUL AUSTIN 1101 WEST RIVER PARKWAY MINNEAPOLIS, MN 55415	TTEE 0.33	0.	0.	0.
WINNIE LERNER 15 WEST 18TH STREET, 7B NEW YORK, NY 10011	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 01/01/2012 through 12/31/2012**

<u>RECIPIENT NAME &amp; ADDRESS</u>	<u>RECIPIENT RELATIONSHIP &amp; 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	\$1,000.00
Michigan League of Conservation Voters 213 W. Liberty St., Suite 300 Ann Arbor, MI 48104	None Conservation	Public Charity	25,300.00
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
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	16,000.00
Aspen Country Day School 3 Music School Road Aspen, CO 81611	None Educational	Public Charity	1,000.00
Michigan Environmental Council 119 Pere Marquette Dr., Suite 2A Lansing, MI 48912	None Conservation	Public Charity	300.00

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
Wilderness Workshop Box 1442 Carbondale, CO 81623	None Conservation	Public Charity	1,000.00
Associated Parents Clubs of Piedmont 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	1,000.00
Memphis University School 6191 Park Avenue Memphis, TN 38119	None Educational	Public Charity	1,000.00
St. Peter's 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	27,000.00
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

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	1,000.00
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	250.00
PACEM P.O. Box 14 Charlottesville, VA 22902	None Civic	Public Charity	1,000.00
Ecology Center, Inc. 117 N. Division Street Ann Arbor, MI 48104-1580	None Civic	Public Charity	400.00
The Nature Conservancy in Indiana Efroymson Conservation Center 620 East Ohio Street Indianapolis, IN 46202	None Conservation	Public Charity	3,000.00
Chinese International School Foundation 1 Hauyuen Path Braemar Hill Hong Kong SAR China	None Educational	Public Charity	3,000.00
Mosaic Youth Theatre of Detroit 3011 W. Grand Boulevard, Suite 1510 Detroit, MI 48202	None Arts	Public Charity	300.00
Camp Augusta 17530 Lake Vera Road Nevada City, CA 95959	None Civic	Public Charity	1,500.00
Lucile Packard Foundation for Children's Health 400 Hamilton Avenue, Suite 340 Palo Alto, CA 94301	None Medical	Public Charity	29,000.00

Synergy Treatment Centers P.O. Box 16217 Memphis, TN 38186-0217	None Medical	Public Charity	40,000.00
Children's Museum of the Low Country 25 Ann Street Charleston, SC 29403	None Educational	Public Charity	25,000.00
National Wildlife Federation 213 West Liberty Street, Suite 200 Ann Arbor, MI 48104	None Conservation	Public Charity	300.00
Ann Arbor YMCA 2019 Seneca Avenue Ann Arbor, MI 48104	None Educational	Public Charity	300.00
Middlesex School 1400 Lowell Road Concord, MA 01742	None Educational	Public Charity	2,000.00
Chesapeake Bay Foundation 142 West York Street, Suite 618 Norfolk, VA 23510	None Conservation	Public Charity	15,000.00
Michigan College Advising Corps 1214 S. University, 2 <sup>nd</sup> Floor, Suite A Ann Arbor, MI 48104	None Educational	Public Charity	50,000.00
Episcopal Community Services 165 Eighth Street San Francisco, CA 94103	None Civic	Public Charity	40,000.00
St. Cyprian's Episcopal Church 2097 Turk Street San Francisco, CA 94115	None Religious	Public Charity	12,351.00
Black Child and Family Institute 835 W. Genesee Street Lansing, MI 48917	None Civic	Public Charity	250.00
Lift Up P.O. Box 1928 Rifle, CO 81650	None Civic	Public Charity	3,000.00
San Marino Public Library 1890 Huntington Drive San Marino, California 91108	None Educational	Public Charity	3,000.00

Huron River Watershed Council 1100 N. Main Street, Suite 210 Ann Arbor, MI 48104	None Conservation	Public Charity	300.00
Roundup River Ranch P.O. Box 8589 Avon, CO 81620	None Conservation	Public Charity	17,000.00
Earlham College 801 National Road West Richmond, IN 47374	None Educational	Public Charity	50,000.00
The Nature Conservancy – Tennessee 2021 21st Avenue South Suite C-400 Nashville, TN 37212	None Conservation	Public Charity	50,000.00
Huron Music Association 2727 Fuller Road Ann Arbor, Michigan 48105	None Arts	Public Charity	300.00
New Hampshire Citizens Alliance 4 Park Street, Suite 304 Concord, NH 03301	None Civic	Public Charity	2,000.00
First Baptist Church of New London 461 Main Street New London, NH 03257	None Religious	Public Charity	1,000.00
St. Peters Episcopal Church P.O. Box 437 Osterville, MA 02655	None Religious	Public Charity	1,000.00
The Virginia Consort 1658 Brandywine Drive Charlottesville, VA 22901	None Arts	Public Charity	1,000.00
Mid-South Food Bank 239 South Dudley Street Memphis, TN 38104	None Civic	Public Charity	1,500.00
Noreen Fraser Foundation 11693 San Vicente Boulevard #194 Los Angeles, CA 90049	None Civic	Public Charity	5,000.00
Robin Hood Foundation for Sandy Relief 826 Broadway, 9th floor New York, New York 10003	None Civic	Public Charity	2,500.00

Catholic Charities	None	Public Charity	500.00
Archdiocese of New York			
1011 First Avenue, 11th Floor	Religious		
New York, New York 10022			

TOTAL TO FORM 990-PF, PART XV, LINE 3A	<u>\$450,851.00</u>
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