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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.

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation

THE AUSTIN MEMORIAL FOUNDATION

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

3900 KEY CENTER, 127 PUBLIC SQUARE

A Employer identification number

34-6528879

B Telephone number

216-566-5580

City or town, state, and ZIP code

CLEVELAND, OH 44114-1291

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

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **(\$ 11,758,700.)** J Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

| 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 8 Interest on savings and temporary cash investments | | | | | |
| 3 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 | | | | | |
| b Gross sales less returns and allowances | | | | | |
| 10a Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | 12,119. | 11,730. | | |
| 12 Total. Add lines 1 through 11 | | 610,018. | 609,629. | | STATEMENT 2 |
| 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: | | <57,592.00 | | | |
| a Excess of revenue over expenses and disbursements | | | | | |
| b Net investment income (if negative, enter -0-) | | | 497,052. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

6/14/2013

| Assets | Part II Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year | |
|-----------------------------|---|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | | | | | |
| 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. |
| Liabilities | 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 Total assets (to be completed by all filers) | | 10,259,793. | 10,519,910. | 11,758,700. |
| | 17 Accounts payable and accrued expenses | | | | |
| | 18 Grants payable | | | | |
| Net Assets or Fund Balances | 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 | | 4,346,347. | 4,606,464. | |
| Net Assets or Fund Balances | 30 Total net assets or fund balances | | 10,259,793. | 10,519,910. | |
| | 31 Total liabilities and net assets/fund balances | | 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) ► | 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 Total net assets or fund balances at end of year (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.) |
| 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 | | | | 289,908. | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | 289,908. | |
| 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 |

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 | | | |

2 Total of line 1, column (d)

2

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

5 Multiply line 4 by line 3

5

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

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

| | | | | |
|----|---|---|---|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. | (attach copy of letter if necessary-see instructions) | 1 | 9,941. |
| b | Date of ruling or determination letter: | | | |
| c | 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 | | | |
| d | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 | Add lines 1 and 2 | | 3 | 9,941. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 9,941. |
| 6 | Credits/Payments: | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | | 7,500. |
| b | Exempt foreign organizations - tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | 4,500. |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | | 12,000. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | | 110. |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | 1,949. |
| 11 | Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 1,949. Refunded ► 0. | 11 | | |

Part VII-A | Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

| | | |
|---|--|----|
| 11 | 11 | X |
| 12 | 12 | X |
| 13 | 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 ► <input type="checkbox"/> | |
| and enter the amount of tax-exempt interest received or accrued during the year ► <input type="checkbox"/> 15 N/A | | |
| 16 | Yes | No |
| 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 ► <input type="checkbox"/> | | |

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

| | Yes | No |
|---|--|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | |
| 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 | | |
| 1b | 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 ► <input type="checkbox"/> N/A | |
| 1c | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 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)): <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 2a | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years ► _____, _____, _____, _____, _____ | | |
| 2b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 3 | 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 | |
| 3b | 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 4b | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

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: | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | N/A | 5b |
| Organizations relying on a current notice regarding disaster assistance check here | <input checked="" type="checkbox"/> | | | |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | N/A | |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 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

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services



0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

| | | |
|---|-----|--|
| 1 | N/A | |
| 2 | | |
| 3 | | |
| 4 | | |

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

| | | |
|------------------------------|--|----|
| 1 | N/A | |
| 2 | | |
| 3 | All other program-related investments. See instructions. | |
| Total. Add lines 1 through 3 | | 0. |

Form 990-PF (2012)

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: | 1a | 556,821. |
| a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1b | 0. |
| b Program-related investments - total from Part IX-B | 2 | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 3a | |
| 3 Amounts set aside for specific charitable projects that satisfy the: | 3b | |
| a Suitability test (prior IRS approval required) | 4 | 556,821. |
| b Cash distribution test (attach the required schedule) | 5 | 0. |
| 4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 6 | 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 | | |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | | |

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 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 | | | 86,751. | |
| a Enter amount for 2011 only | | | | |
| 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. | | | 86,751. | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | 0. | | |
| d Applied to 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: | | 0. | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| 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 XV Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|--|--------------------------------------|-------------------------------------|----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| <i>a Paid during the year</i> | | | | |
| SEE STATEMENT 12 | | | | 450,851. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ► 3a | 450,851. |
| <i>b Approved for future payment</i> | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ► 3b | 0. |

• **Part XVI-A** Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---------------------------|---------------|--------------------------------------|-----------------|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 307,991. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | 11,730. | 389. |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 289,908. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 609,629. | 389. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 610,018. |

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

Relationship of Activities to the Accomplishment of Exempt Purposes

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 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 |

| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|--------------------------------------|--|-------------------------|-------------------|
| 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. |

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 | 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. | |

| 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. |

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

| DESCRIPTION | AMOUNT |
|---|----------|
| ADJ FOR UNREALIZED GAINS & 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

EIN: 34-6528879

Statement 8

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
EIN: 34-6528879

Statement 8

2012 Form 990-PF, Return of Private Foundation

| Shares owned 01/01/12 | Shares owned 12/31/12 | Description | Book Value | Book Value | Market Value |
|--------------------------|--------------------------|---------------------------------|------------|------------|--------------|
| | | | 12/31/12 | 01/01/12 | 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

EIN: 34-6528879

Statement 8

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 Ppty | 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

EIN: 34-6528879

Statement 8

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.

Statement 9

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

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

| | <u>Book Value 01/01/12</u> | <u>Book Value 12/31/12</u> | <u>Market Value 12/31/12</u> |
|---|--------------------------------|--------------------------------|----------------------------------|
| 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 |
| | \$ 3,797,001.40 | \$ 4,076,379.57 | \$ 4,202,148.05 |

| 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. |

Statement 10

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

Part II - Balance Sheet

Line 13 - Investments - Other

| | <u>Book Value 01/01/12</u> | <u>Book Value 12/31/12</u> | <u>Market Value 12/31/12</u> |
|--------------------------------------|--------------------------------|--------------------------------|----------------------------------|
| 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 |
| | \$ 549,389.11 | \$ 642,701.29 | \$ 747,654.98 |

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. |

DISTRIBUTIONS TO BENEFICIARIES
THE AUSTIN MEMORIAL FOUNDATION
For Period 01/01/2012 through 12/31/2012

| <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 | \$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 nd 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 \$450,851.00

117769101