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

2012

OMB No 1545 0052

Department of the Treasury

	evenue Service	Note. The foundati	on may be a	ble to use a copy of the	s return to satisfy state re	porti	ng requirements	
For cal	endar year 2012, o	r tax year beginning		, 2012	, and ending		1	
513B	e/Austin Fou Simonds Loo Francisco, C	p				A B	Employer identification in 91-1816164  Telephone number (see the (415) 931-87	ne instructions) 796
<b>G</b> Che	eck all that apply	Initial return Final return Address change	Am	al return of a forr ended return ne change	ner public charity	D	1 Foreign organizations, ch 2 Foreign organizations me	neck here
H C	heck type of organi	zation X Section 1) nonexempt charitat		Other taxable	oundation private foundation	E	here and attach computa  If private foundation stat	L
	or market value of all as nom Part II, column (c), I	sets at end of year June 16)	Accounting Other (		ash X Accrual	F	under section 507(b)(1)(  If the foundation is in a under section 507(b)(1)(	A), check here  60-month termination
Part I	Analysis of F Expenses (The columns (b), (c)	Revenue and the total of amounts in the and (d) may not nec amounts in column (a	(a)	Revenue and enses per books	(b) Net investmen	nt	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gif	ts, grants, etc, received (att s	ch)	•				
	3 Interest on s cash investm 4 Dividends and in	e foundn is <b>not</b> req to att Sch avings and temporary nents nterest from securities	В	161,500. 346,402.	161,50 346,40		N/	A
R		om sale of assets not on line	10	651,580.				
RE>EZ	8 Net short-ter	ncome (from Part IV, fine 2) m capital gain	5.		651,58	30.		
Ē	9 Income modi 10a Gross sales less returns and allowances b Less Cost of goods sold	lications						
	c Gross profit/(los	ss) (att sch) e (attach schedule)						
	12 Total, Add lir	See Statement nes I through 11	1 *	252,093. 1,411,575.	195,00 1,354,48			
		officers, directors, trustees, e	tc	0.	1,334,40	<i>, , , , , , , , , , , , , , , , , , , </i>		
		salaries and wages			·			
		ns, employee benefits						
A	16a Legal fees (attac	•		301.	****			301.
D M	<b>b</b> Accounting fees			12,675.				12,675.
0 N	c Other prof fees (	(attach sch) See St	4	65,290.	65,29	90.		
PS	17 Interest 18 Taxes (attach schedul	Coo C+m		1,592.			<u> </u>	
P S T R A T	18 Taxes (attach schedul 19 Deprectation sch) and der	(attach	1	1,392.				
N V	20 Occupand	The state of the s		<u>.</u>				
_		rences and meetings	.∦					
A E N X D P	22 Printing and 23 Differ exident	ses tattach schedue			<u> </u>			
A N D E N		See Statement	6	104,496.	12	26.		104,370.
S S	lexpenses∴A	ing and administrative dd เคอร์ 13 through 25	Ž,	184,354.	65,41	16.		117,346.
		is and disbursement and 25	s	3,820,735.				3,800,735.
		and 25 26 from line 12:	*	4,005,089.	65,41	16.	·	3,918,081.
		venue over expenses	<b>-</b>	-2,593,51 <u>4.</u>	•			
	b Net Investment i	ncome (if negative, enter -0-)			1,289,00	66		
		ome (it pegative unior ())						

\* See Statement 17

BAA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

TEEA0504L 12/23/12

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Part	: IT ]	Balance Sheets	(See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	<u> </u>	Cash - non-interest-		· · · · · · · · · · · · · · · · · · ·	33,712.	<del>``</del>
	2	Savings and tempora	-	76,417.	555, 922.	33,712.
	_	Accounts receivable	b	598,836.	333,922.	555,922.
	٦	Less allowance for o	toubtful accounts			
	4	Pledges receivable				
	7	Less allowance for o	toubtful accounts		·· <del>-</del>	
	5	Grants receivable		-		
	6		ers, directors, trustees, and other		<del></del>	<del></del>
	ľ	disqualified persons (attac	th schedule) (see instructions)			
	7	Other notes and loans rece	ervable (attach sch)			
A		Less, allowance for o	doubtful accounts >			
S	8	Inventories for sale of	or use.			
A S E T	9	Prepaid expenses an	nd deferred charges .	50,500.	42,408.	42,408.
Ś	10:	a Investments – US. a obligations (attach so	and state government chedule)			
	1	b Investments — corporate s	stock (attach schedule) Statement 7	8,959,843.	5,984,928.	5,984,928.
	١ ،	c Investments - corporate t	bonds (attach schedule) .Statement 8	3,129,430.	2,006,900.	2,006,900.
	11	Investments – land, equipment: basis	buildings, and			
		Less. accumulated depreci (attach schedule)	ation			
	12	Investments - morto	gage loans.			
	13	Investments - other	(attach schedule) Statement 9	13,974,979.	15,962,422.	15,962,422.
	14	Land, buildings, and	equipment: basis ►			
		Less: accumulated depreci (attach schedule) .	iation .			
			be ► See Statement 10)	8,334.	8,334.	8,334.
	16	Total assets (to be of see the instructions.	completed by all filers — Also, see page 1, item l).	26,798,339.	24,594,626.	24,594,626.
Ļ	17	· ·	nd accrued expenses			
À	18	Grants payable			20,000.	
В	19	Deferred revenue	•			
Ļ	20		tors, trustees, & other disqualified persons			
÷	21	• •	s payable (attach schedule)		20 500	
Ē	22	Other liabilities (desc	cribe See Statement 11)	29,000.	22,500.	
<u> </u>	23			29,000.	42,500.	
		Foundations that fol and complete lines 2	llow SFAS 117, check here X 24 through 26 and lines 30 and 31.			
ŊF	24	Unrestricted		26,769,339.	24,552,126.	
E U T N	25	Temporarily restricte	ed			
D	26	•				
A B A L A		Foundations that do and complete lines 2	o not follow SFAS 117, check here > 27 through 31.			
EL	27	Capital stock, trust p	orincipal, or current funds			
5 Ņ	28	Paid-in or capital surplus,	or land, building, and equipment fund.			
OE	29	Retained earnings, accumi	ulated income, endowment, or other funds			
ŔŠ	30		und balances (see instructions) .	26,769,339.	24,552,126.	
	31	Total liabilities and (see instructions)	net assets/fund balances	26,798,339.	24 504 626	
Par	<u>†</u> 1111	<u> </u>	ges in Net Assets or Fund Balanc		24,594,626.	
			<del> </del>	······································		
1	end	of-year figure reported	alances at beginning of year — Part II, colu d on prior year's return)	ımn (a), line 30 (must açı	ree with 1	26,769,339.
2	Ente	er amount from Part I,	line 27a		2	-2,593,514.
3	Other	r increases not included in li	ne 2 (Itemize) - See Statement	12	3	376, 301.
4	Add	lines 1, 2, and 3 $\cdot$ .			4	24,552,126.
5		eases not included in line 2 (	` '	·	5	
6	Tota	net assets or fund b	alances at end of year (line 4 minus line 5)	- Part II, column (b), II	ne 30 6	24,552,126.

(a) List and describe	the kind(s) of property sold (e g , ree, or common stock, 200 shares ML	al estate.	b) How acquired P — Purchase D — Donation	(C) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Sale of Publicly Tr	aded Securities		P	Various	Various
b				ļ	
<del>c</del>					
e e				<del> </del>	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (e) plus (f) m	
a 7,692,235.		7,040	655.		651,580.
b					
<u>C</u>					
e					
	I Ing gain in column (h) and owned by	the foundation on 12/31/69		(1) Gains (Col	umn (h)
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (over column (j), if any		gain minus column (l nan -0-) <b>or</b> Losses (fi	k), but not less
a b					651,580.
		<del></del>			
d					
е					
2 Capital gain net income or (ne	t capital loss). — If gain, also If (loss), ent	enter in Part I, line 7 er -0- in Part I, line 7	2		651,580.
3 Net short-term capital gain or (	(loss) as defined in sections 1222(5)	and (6) <sup>.</sup>			
	e 8, column (c) (see instructions). If	(loss), enter -0-			•
In Part I, line 8  Part V   Qualification Under	r Section 4940(e) for Reduce	Tay on Not Investmen	t Income		0.
Was the foundation liable for the sec If 'Yes,' the foundation does not qua		mplete this part.		Yes	X No
(a)  Base period years  Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use asse		(d) Distributior lumn (b) divided	
2011	4,574,556.	22,521	012		0.203124
2010	6,025,877.	27,300			0.220726
2009	3,367,392.	37,914			0.088816
2008	3,217,345.	40,814			0.078828
2007	2,154,204.	44,795	,135.	Г	0.048090
2 Total of line 1, column (d)			2		0 630504
					0.639584
3 Average distribution ratio for the number of years the foundation	ne 5-year base period — divide the to in has been in existence if less than 5	tal on line 2 by 5, or by the 5 years	3		0.127917
4 Enter the net value of nonchar	itable-use assets for 2012 from Part	X, line 5	4	1	9,065,180.
5 Multiply line 4 by line 3			5		2,438,761.
6 Enter 1% of net investment inc	come (1% of Part I, line 27b)		6		12,891.
7 Add lines 5 and 6			7		2,451,652.
8 Enter qualifying distributions fr	om Part XII, line 4		8		3,918,081.
If line 8 is equal to or greater t	han line 7 sheet the house Dest M.	1		O/ tou rata Can	

Form <b>990-PF</b> (2012) Kahle/Austin Foundation 91	1816164	4	Р	age 4
Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - s	ee instructio	ns)		3-
1 a Exempt operating foundations described in section 4940(d)(2), check here	T			
Bate of ruling or determination letter (attach copy of letter if necessary — see instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V,	1		12,8	91.
check here ► X and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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		12,8	
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		12,8	91.
6 Credits/Payments				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012 . 6a 66, 592				
b Exempt foreign organizations — tax withheld at source 6 b				
c Tax paid with application for extension of time to file (Form 8868) . 6 c				
d Backup withholding erroneously withheld 6 d				
7 Total credits and payments Add lines 6a through 6d	. 7		66,5	92.
8 Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>			0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		53,7	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 53, 701. Refunded	<u> </u>			0.
Part VII-A   Statements Regarding Activities			1	
1 a 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?		1 a	Yes	No X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		1 b		Х
If the answer is 'Yes' to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities				
c Did the foundation file Form 1120-POL for this year?		1 c		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 > \$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on	0	_	1	
foundation managers . • \$ 0.		i i	- 1	
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		X
If 'Yes,' attach a detailed description of the activities.	,	<del>  -  </del>	$\neg \dashv$	
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.		3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		. 4a		X
<b>b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		4 b	N	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		Х
If 'Yes,' attach the statement required by General Instruction T.				
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:				
<ul> <li>By language in the governing instrument, or</li> </ul>			- 1	
• 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?		6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV		7	$\frac{\hat{\mathbf{x}}}{\mathbf{x}}$	<u> </u>
8a Enter the states to which the foundation reports or with which it is registered (see instructions).	- • •			
CA WA				
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		8 b	X	

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

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Form 990-PF (2012)

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	1 990-PF (2012) Kahle/Austin Foundation 1 VII-A   Statements Regarding Activities (continued)	91-181616	54	F	age 5
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
	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified perso advisory privileges? If 'Yes,' attach statement (see instructions)  Did the foundation comply with the public inspection requirements for its annual returns and exemption	See St 13	12	X	
	Website address  N/A  The books are in care of P. Rambana, Blackeland.				
	Located at ► 513B Simonds Loop San Francisco, CA ZIP + 4 ►	no ► <u>(415)</u> <u>94129</u>			<u> </u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> — Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/ <i>F</i>		∐ N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority obank, securities, or other financial account in a foreign country?	ver a	16	Yes	No X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	e			
Par	t 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
1 a	During the year did the foundation (either directly or indirectly):	¬	ł		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes X No			
	<ul><li>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?</li><li>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?</li></ul>	X Yes 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)?	Yes XNo			
	(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.)	Yes XNo			
ı	olf 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	. 🗀	1 b		X
•	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?.		. 1 c		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)):				
á	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 20, 20, 20, 20	Yes X No			
ı	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942( (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a all years listed, answer 'No' and attach statement — see instructions.)		2 b	N	/A
•	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years h  20 , 20 , 20 , 20	ere.			
3 :	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes X No			
ı	of 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.)	I	3 b	N	/A
4:	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		Х
	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?		4 b		Х
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Form 990-PF (2012) Kahle/Austin Found			91-183	16164 Page <b>6</b>
Part VII-B   Statements Regarding Activiti		4720 May Be Req	uired (continued)	
5 a During the year did the foundation pay or incu	r any amount to:			
(1) Carry on propaganda, or otherwise attempt	ot to influence legislatio	n (section 4945(e))?	Yes X	No
(2) Influence the outcome of any specific pub on, directly or indirectly, any voter registra		4955), or to carry	Yes X	No
(3) Provide a grant to an individual for travel,	study, or other similar	purposes?	. Yes X	No
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section	nan a charitable, etc, or 4940(d)(2)? (see instru	ganization described uctions)	X Yes	No
(5) Provide for any purpose other than religio educational purposes, or for the preventio	us, charitable, scientific n of cruelty to children	e, literary, or or or animals?	Yes X	No
b If any answer is 'Yes' to 5a(1)-(5), did any of described in Regulations section 53.4945 or in (see instructions)?	a current notice regard	ding disaster assistance	tions	5 b X
Organizations relying on a current notice rega	rding disaster assistant	ce check here .	▶ [	
c If the answer is 'Yes' to question 5a(4), does tax because it maintained expenditure response if 'Yes,' attach the statement required by Regi	sibility for the grant?.	• • • • • • • • • • • • • • • • • • • •	لسا لتا	No ,
<ul><li>6 a Did the foundation, during the year, receive an on a personal benefit contract?</li><li>b Did the foundation, during the year, pay prem</li></ul>			∐Yes X	No 6b X
If 'Yes' to 6b, file Form 8870.	iamo, amostry or imanos	ay, on a polociial sone	m comaç.	
7a At any time during the tax year, was the found				No
b If 'Yes,' did the foundation receive any procee  Part VIII Information About Officers, D				N/A 7b
Part VIII Information About Officers, D and Contractors	irectors, Trustees,	roundation Manag	gers, nignly Pald E	imployees,
1 List all officers, directors, trustees, foundation	n managers and their o	compensation (see inst	ructions).	
(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
Brewster L. Kahle	Pres & Tres	0.	0.	0.
513B Simonds Loop	2.00			
San Francisco, CA 94129		<del> </del>		
Mary K. Austin	VP & Sec	0.	0.	0.
513B Simonds Loop	2.00			
San Francisco, CA 94129				
2. Commonation of fire bishoot and applications (c)	 			
Compensation of five highest-paid employees (or     (a) Name and address of each employee	(b) Title, and average	(c) Compensation	(d)Contributions to	· · · · · · · · · · · · · · · · · · ·
paid more than \$50,000	hours per week devoted to position	(c) compensation	employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
Total number of other employees paid over \$50,000				0
BAA	TEEA0306L 1	2/25/12		Form <b>990-PF</b> (2012)

# Form 990-PF (2012) Kahle/Austin Foundation 91-1816164 Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see in	nstructions). If none, enter 'NONE.'	<del></del>
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Morgan Stanley Private Wealth Management		
2725 Sand Hill Road, Suite 100	_	
Menlo Park, CA 94025	Investment Mgmt	65,112.
	1	
	•	
Total number of others receiving over \$50,000 for professional services	· , ,	0
Partix A Summary of Direct Charitable Activities		
Junitary of Direct Chartable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic organizations and other beneficiaries served, conferences convened, research papers produced, etc.	al information such as the number of	Expenses
		·
1 <u>N/A</u>		
2		
3		
4		
*		
Partix:B Summary of Program-Related Investments (see Instru	untions)	
Describe the two largest program-related investments made by the foundation during the	e tax year on lines 1 and 2.	Amount
] 	<b></b>	
<u>N/A</u>		
2		
*		
All other program-related investments. See instructions		
3		
Table Add by a 1 through 2		
Total. Add lines 1 through 3	· ··· · · · · · · · · · · · · · · · ·	0.
DAA		Form 990-PF (2012)

Form 990-PF (2012) Kahle/Austin Foundation 91-1816164 Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, Part X 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. 1 a 18,509,565. b Average of monthly cash balances 1 b 845,948. c Fair market value of all other assets (see instructions) . 1 c d Total (add lines 1a, b, and c) 1 d 19,355,513. e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1 e 0 Acquisition indebtedness applicable to line 1 assets 2 0. Subtract line 2 from line 1d 3 19,355,513. Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) 4 290,333. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 19,065,180. Minimum investment return. Enter 5% of line 5 6 953,259 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.) Minimum investment return from Part X, line 6 953,259. 2a Tax on investment income for 2012 from Part VI, line 5 12,891 b Income tax for 2012. (This does not include the tax from Part VI) 2b c Add lines 2a and 2b 20 12,891 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 940,368 Recoveries of amounts treated as qualifying distributions. 4 Add lines 3 and 4 5 940,368 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 940,368 Part XII Qualifying Distributions (see instructions)

1 a	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:  Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 а	3,918,081.
Ŀ	Program-related investments – total from Part IX-B	1 b	-,,
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:  Suitability test (prior IRS approval required)	3 a	
Ł	Cash distribution test (attach the required schedule)	3 b	·· <del>-</del>
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,918,081.
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 (see instructions)	5	12,891.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,905,190.

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.

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Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	<b>(c)</b> 2011	<b>(d)</b> 2012
1 Distributable amount for 2012 from Part XI, line 7		-		040 369
2 Undistributed income, if any, as of the end of 2012:				940,368.
a Enter amount for 2011 only			0.	
<b>b</b> Total for prior years: 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2012:				· ·····
a From 2007				
<b>b</b> From 2008 1, 202, 868.				
<b>c</b> From 2009 1,490,196.				
<b>d</b> From 2010 4, 674, 713.				
e From 2011 3, 468, 137.			į	
f Total of lines 3a through e	10,835,914.			
4 Qualifying distributions for 2012 from Part				
XII, line 4: \$ 3,918,081.				
a Applied to 2011, but not more than line 2a			0.	
<ul> <li>Applied to undistributed income of prior years (Election required see instructions)</li> </ul>		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount	7. 7.	-		940,368.
e Remaining amount distributed out of corpus	2,977,713.			
5 Excess distributions carryover applied to 2012	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a).)				
came amount most be shown in column (cyty			į	
6 Enter the net total of each column as				,
indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	13,813,627.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistribut-		0.		
ed income for which a notice of deficiency has been issued, or on which the section				i
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 instructions			0.	
f Undistributed income for 2012. Subtract lines				
4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed				
by section 170(b)(1)(F) or 4942(a)(3)	_			
(see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	13,813,627.			
10 Analysis of line 9:				
a Excess from 2008 1,202,868.				
<b>b</b> Excess from 2009 . 1,490,196.		}		
<b>c</b> Excess from 2010 4,674,713.				
<b>d</b> Excess from 2011 . 3, 468, 137 .				
e Excess from 2012 . 2, 977, 713.				F 000 PF (0010)

BartyKWQ  Private Operating Foundations (see instructions and Fart VII-A, question 9)   N/A	Form <b>990-PF</b> (2012) Kahle/Austin Four			<del></del>	<u>91</u> -1816164	Page <b>10</b>
is effective for 2012, enter the date of the ruling	Rart XIV Private Operating Foundat	i <b>ons</b> (see instr				N/A
2 a Enter the lesser of the adjusted net income from Part I or the minimum revestment return from Part IX for the income from Part IX for the part of the	is effective for 2012, enter the date of the	ruling	•	-	•[	
income from Part I or the minimum investment from Part X for without from Part X for without from Part X for the state of the part of the			erating foundation of		4942(j)(3) or	4942(j)(5)
b 85% of Ine 2a. Coluelitying distributions from Part XII, tine 4 for each year lated d Amount ancided in late 2a cot used directly for active conduct of sempt activities. Subtract line 2d from line 2d and strategy and strateg	income from Part I or the minimum investment return from Part X for	<del></del>	<b>(b)</b> 2011		( <b>d)</b> 2009	(e) Total
c Qualifying distributions from Part XII, line 4 for each year isted of Amunis included in line 2 roll used directly for active conduct of exempt activities.  e Qualifying distributions made directly activities, Subtract line 2d from line 2c.  3 Complete 3a, b, or 6 for the alternative lest - enter:  (1) Value of all assets (2) Value of assets qualifying under section 492(0)(3)(3)(3)  b Endowment distribution in line 2c.  (2) Value of assets qualifying under section 492(0)(3)(3)(3)  b Endowment distribution in line 2c.  (3) Value of assets qualifying under section 492(0)(3)(3)(3)(3)  b Endowment distribution in line 2c.  (3) Value of assets qualifying under section 492(0)(3)(3)(3)(3)  c Support other than gross in line activities and the section 492(0)(3)(3)(3)(3)(3)(3)(3)(3)(3)(3)(3)(3)(3)	•		<del>                                       </del>	<del>                                     </del>	<del>                                     </del>	<del></del>
for active conduct of exempt activates.  © Qualifying distributions made directly for active conduct of exempt activates. Subtract line 2d from line 2.  © Complete 3a, b, or e for the alternative test – enter:  (1) Value of all assets — (2) Value of all assets — (2) Value of all assets — (3) Value of all assets — (4) Value of all assets — (4) Value of all assets — (5) Value of assets qualifying under section 942(0)(3(6))  © Total support other than gross — (1) Total support other than gross — (2) Support alternative lest — enter:  (1) Total support other than gross — (2) Support from an exempt organization — (3) Caross mixed of a support other than gross — (3) Largest amount of support from an exempt organization — (3) Caross mixed more and pallet and 5 or mere event organization as provided in section 492(0)(3(5)(0), or royaltes) — (2) Support amount of support from an exempt organization as provided in section 492(0)(3(5)(0), or royaltes) — (2) Support amount of support from an exempt organization income  © Arross investment income  © Arross investment income  © Arross investment and managers:  a List any managers of the foundation who have contributed more than \$5,000) (See section 507(d)(2).)  See Statement 15  b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  None  2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:  Check here \(^{\text{Note (infure)}}\) if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for furned. If the foundation only makes						
for active conduct of exempt activities. Subtract line 2d from line 2d 3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test relied upon: a 'Assets' alternative test relied upon: c 'Q' Value of all assets (2) Value of all assets (2) Value of assets qualifying under section 94942(0)(3)(9) b 'Endowment' alternative test - enter 27 of mammum investment return shown in Part X, line 6 for each year listed c 'Support' alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments of violends, rents, payments, pay	d Amounts included in line 2c not used directly for active conduct of exempt activities					
allernative test relied upon: a 'Assets' alternative test - enter: (1) Value of all assets (2) Value of all assets (3) Value of all assets (2) Value of assets qualifying under section 49420(3)(5(5)) b 'Endowant's alternative test - enter 2/3 of maintain interest test in a section 49420(3)(5(5)) b 'Endowant's alternative test - enter 2/3 of maintain interest test in a section for a section fo	for active conduct of exempt activities.					
(2) Value of all assets (2) Value of assets qualifying under section 4942()(3)(5)(6)  b Indownerf alternative test — ether 2/3 of many and the section 4942()(3)(5)(6)(6)(7)  b Indownerf alternative test — ether:  (1) Total support other than gross dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).  (2) Support alternative lest — enter:  (3) Largest amount of support from a securities loans (section 512(a)(5)), or royalties).  (3) Largest amount of support from an exempt organization and exempt organization and exempt organization and exempt organization.  (3) Largest amount of support from an exempt organization many an exempt organization and exempt organization.  Information Regarding Foundation Managers:  a Let any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any lax year (but only if they have contributed more than 55,000) (See section 507(d)(2).)  See Statement 15  b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  None  2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs: Check here * [X] if the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  None  2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs: Check here * [X] if the foundation who own 10% or programs and does not accept unsplicated requests for funds. If the foundation only makes contributions to preselected charitable organizations and does not accept unsplicated requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete tiens 20, b. c., and d						
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section 4942()(3(3)(3)(6)(6)  Findoward alternative test — einet 2/3 of minimum investment return shown in Part X, line 6 for each year listed  c Support alternative test — einet:  (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).  (2) Support from general public and 5 or more sempt organizations as provided in section 494(x)(3(8)(8)).  (3) Largest amount of support from an exempt organization as provided in section 494(x)(3(8)(8)).  1) Information Regarding Foundation Managers:  a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any fax year foundation who avec contributed more than \$5,000) (See section 507(d)(2).)  See Statement 15  b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  None  2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs: Check here \( \times \) [3 if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes grifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:  b The form in which applications should be submitted and information and materials they should include:  c Any submission deadlines:  d Any restrictions or limitations on awards, such as by geographical areas, chantable fields, kinds of institutions, or other factors:		ļ	<u> </u>			
minimum investment return shown in Part X, line 6 for each year listed c 'Support' alternative test — enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).  (2) Support from general public and 5 or more sement organizations as provided in section 494(0)(3)(8)(iii). (3) Largest amount of support from an exempt organization (4) Gross investment income  Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)  1 Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any lax year foundation who avec contributed more than \$5,000) (See section 507(d)(2).)  See Statement 15  b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a particership or other entity) of which the foundation has a 10% or greater interest.  None  2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs: Check here \( \text{Pi} \) If the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes grifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 20, b, c, and d  The name, address, and telephone number or e-mail of the person to whom applications should be addressed:  b The form in which applications should be submitted and information and materials they should include:  c Any submission deadlines:  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	section 4942(j)(3)(B)(i)					
(2) Support form general public and 5 or more exempt organizations as provided in section 49x(7)(x)(9)(iii).  (3) Largest amount of support from an exempt organization and sor more exempt organizations as provided in section 49x(7)(x)(9)(iii).  (3) Largest amount of support from an exempt organization (4) Gross investment income  List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)  See Statement 15  b List any managers of the foundation who have contributed more than \$5,000) (See section 507(d)(2).)  See Statement 25  b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  None  2 Information Regarding Contribution, Grant, Cift, Loan, Scholarship, etc., Programs:  Check here P X if the foundation only makes contributions to preselected chantable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete tiems 2a, b. c., and d  a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	minimum investment return shown in Part X, line 6 for each year listed					
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a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)  See Statement 15  b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  None  2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs: Check here ► X if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d  a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:  b The form in which applications should be submitted and information and materials they should include:  c Any submission deadlines:  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:		<del></del>	istructions.)			
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a partnership or other entity) of which the foundation has a 10% or greater interest.  None  2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:  Check here    X  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d  a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:  b The form in which applications should be submitted and information and materials they should include:  c Any submission deadlines:  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:		100/	-			
Check here X if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d  a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:  b The form in which applications should be submitted and information and materials they should include:  c Any submission deadlines:  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	a partnership or other entity) of which the	foundation has a	e stock of a corporation 10% or greater inter	on (or an equally large est.	e portion of the owners	sпір of
b The form in which applications should be submitted and information and materials they should include:  c Any submission deadlines:  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	Check here ► X if the foundation only make requests for funds. If the foundation make	akes contributions to	preselected charitab	le organizations and		
c Any submission deadlines:  d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	a The name, address, and telephone number of	r e-mail of the perso	on to whom application	ons should be address	ed:	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	<b>b</b> The form in which applications should be	submitted and info	rmation and materi	als they should inclu	de:	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:						
	c Any submission deadlines:					
BAA TEFANSINI 12/23/12 Form 99/LPF (2012)	d Any restrictions or limitations on awards,	such as by geogra	phical areas, charita	able fields, kinds of	nstitutions, or other	factors:
	BAA		FFA0310L 12/22/12			orm <b>990-PF</b> (2012)

Form 990-PF (2012) Kahle/Austin Foundation
Part XV Supplementary Information (continued)
Grants and Contributions Paid During the Year or Appr

3 Grants and Contributions Paid During the 16	ar or Approved for Fut	ure Paymer	11		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant contribution	or	Amount
Name and address (home or business)	substantial contributor	recipient			
Name and address (home or business)  a Paid during the year  See Statement 16	substantial contributor	recipient	CONTRIBUTION		
Total	I	L.,	<u> </u>	► 3a	3,800,735.
b Approved for future payment Presidio Hill School 3839 Washington Street San Francisco, CA 94118	N/A	509(a) (1)	General Support		20,000.
Total	· ·			► 3b	20,000.

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

inter gross amounts unless otherwise indicated	Unrelated business income		Excluded by	section 512, 513, or 514	(e)
Program service revenue	(a) Business code	<b>(b)</b> Amount	(c) Exclu- sion code	<b>(d)</b> Amount	Related or exempt function income (See instructions)
a					
b			1		
С	<u> </u>				
d					
е		-			
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	161,500.	
4 Dividends and interest from securities			14	346,402.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property				- 10	
<b>b</b> Not debt-financed property			16	195,000.	···
6 Net rental income or (loss) from personal property				,	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	651,580.	
9 Net income or (loss) from special events					· · · · · · · · · · · · · · · · · · ·
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Refunds					57,093
b					3.7030
С		•			
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			T	1,354,482.	57,093
13 Total. Add line 12, columns (b), (d), and (e)				13	1,411,575
See worksheet in line 13 instructions to verify calculate	ons.)			-	·
Part YVI P Polationship of Activities to the	Accomplish	mont of Every	nt Diversion of		
Part XVI-B Relationship of Activities to the	: Accomplish	illieur of Exem	pi rurposi	#5	

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11a	Refund of Property Taxes
-	
•	

## Form 990-PF (2012) Kahle/Austin Foundation 91-1816164 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

des	I the organization scribed in section ating to political o	501(c) o	of the Code (c	engage in any of other than sectio	f the following v n 501(c)(3) org	vith any o anizations	ther organizati 6) or in section	on 527,		:	Yes	No
a Tra	nsfers from the re	eporting	foundation to	a noncharitable	e exempt organ	zation of:						
	Cash				. 3	•				1 a (1)		X
	Other assets									1 a (2)		<u>X</u>
• • •	ner transactions									(-)		
	Sales of assets	to a none	charitable exe	empt organizatio	n					1 b (1)		X
• • •	Purchases of as						• •	•		1 b (2)		X
• • •	Rental of facilities				anization		•		•	1 b (2)		X
• • •	Reimbursement		-	433013			• •		•	<del></del>		
• •	Loans or loan gu	•					•			1 b (4)		<u>X</u>
	Performance of			up or fundraicin	 a calicitations	•	•		•	1 b (5)		<u>X</u>
	aring of facilities,			•	•		•	•	•	1 b (6)		<u>X</u>
Ç SH	aring or facilities,	equipme	ant, maning is	sis, uner assets	s, or paid empio	yees.	•	•		1 c		<u>X</u>
<b>d</b> If the any	he answer to any goods, other asse y transaction or sl	of the al ts, or sen haring ar	bove is 'Yes,' vices given by rangement, s	complete the for the reporting four how in column (	ollowing schedundation If the fo	le Colum undation re the goods	n (b) should al eceived less tha s, other assets	ways show in fair marke , or services	the fair n t value in s receive	narket valı d	ue of	
(a) Line r				of noncharitable exer			Description of tra				gement	<u> </u>
N/A	<u> </u>										_	
			-			1		·····				
			-				-					
				<del></del>								
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T						<b>-</b>						
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						1						
								<u>_</u>				
2 a ls t	he foundation direction section	otly or ind 501(c) o	irectly affiliate of the Code (c	d with, or related ther than sectio	to, one or more n 501(c)(3)) or	tax-exemp	ot organizations			.   Yes	X	No
<b>b</b> If "	Yes,' complete the	e followii	ng schedule.							ш		
	(a) Name of or	ganizatio	on	<b>(b)</b> Typ	e of organization	n	(	c) Description	on of rela	ationship		
N/A								-		<u> </u>	١	
								•			_	
	<del>, -</del>	•									_	
	<u></u>					•	•				_	
Į.	Under penalties of perju	ry, I declare	e that I have exan	nined this return, inclu	iding accompanying	schedules ar	nd statements, and	to the best of m	y knowledg	e and belief, i	t is true	
Sign   Here	correct, and complète (	eclaration	of preparer (other	than taxpayer) is bas	sed on all informatio	n of which pr ィス	Secvet	•		May the II this return preparer	with the	e
	Signature of officer or	trustee			Date	<u>'_</u> '	itle/	<del>~</del>	-	. (see instr	uctions)	<u> </u>
	Print/Type pre		ne	Present	signature	2	Date / A/	<u>,</u>	77.	PTIN	Yes	ΧNο
D-1-1		•		1.11	alk_[[//	1///	177/8/1	3 Check	_ ∐ "		007	
Paid	Michael			Dufficia	PALLED OF TOTAL		1,1011	self-emp		P01471	<u>UZ /</u>	
Prepar			ontanell		d & Otake,	LIEP MAIO		Firm's EIN	3/-14	120474		
Use Or	nly Firm's address			mery Stree		:019		4				
<b>DAA</b>	<u> </u>	S	an rranc	isco, CA 9	4104	<del></del> _		Phone no	(415	983-0		
BAA										Form <b>990</b>	-PF (20	)12)

.012	Federal Statements	Page
	Kahle/Austin Foundation	91-18161
Statement 1 Form 990-PF, Part I, Line 11 Other Income		
Refunds Rental Income - Noninvestm		nt Adjusted <u>Net Income</u>
Statement 2 Form 990-PF, Part I, Line 16a Legal Fees		
Legal Fees	(a) (b) Net (c) Expenses Investment Adjust Per Books Income Net Income  Total \$\frac{\$301.}{\$}\$ \$\frac{\$50.}{\$}\$	ted Charitable
Statement 3 Form 990-PF, Part I, Line 16b Accounting Fees		
Audit Tax Preparation	(a) (b) Net (c) Expenses Investment Adjustment Net Income  \$ 7,500. 5,175. Total \$ 12,675. \$ 0.	ted Charitable
Statement 4 Form 990-PF, Part I, Line 16c Other Professional Fees		
Investment Management Fees	(a) (b) Net (c) Expenses Investment Adjustment Net Income  \$ 65,290. \$ 65,290.  Total \$ 65,290. \$ 65,290.	ted Charitable

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Kahle/Austin Foundation

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Statement 5 Form 990-PF, Part I, Line 18 Taxes

		(a)	(b) Net	(c)	(d)
		Expenses	Investment	Adjusted	Charitable
		<u>per Books</u>	Income	Net Income	<u>Purposes</u>
Excise Taxes		\$ 1,592.			
	Total	\$ 1,592.	\$ 0.		\$ 0.

Statement 6 Form 990-PF, Part I, Line 23 Other Expenses

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable <u>Purposes</u>
Bank Fees Bookkeeping Filing Fees Miscellaneous Expense Open Library of SF Expenses		\$ 126. 2,150. 195. 775. 101,250.			\$ 2,150. 195. 775. 101,250.
Tot	al	\$ 104,496.	\$ 126.		\$ 104,370.

Statement 7 Form 990-PF, Part II, Line 10b Investments - Corporate Stocks

Corporate Stocks		Valuation <u>Method</u>	Book Value	Fair Market Value
Chevron Corp Exxon Mobil Schlumberger Ltd USD Conocophillips Target Corp Kraft Foods Inc	2,576 Sh 5,515 Sh 3,100 Sh 6,700 Sh 7,200 Sh 3,000 Sh	Mkt Val Mkt Val Mkt Val Mkt Val Mkt Val	\$ 278,569. \$ 477,323. \$ 214,826. \$ 388,533. \$ 426,024. \$ 136,410.	477,323. 214,826. 388,533. 426,024. 136,410.
Coca Cola Co. Pfizer Incorporated American Express Co. Berkshire Hathaway Inc. VMWare, Inc - Class A	11,600 Sh 19,000 Sh 7,400 Sh 8,100 Sh 1,000 Sh	Mkt Val Mkt Val Mkt Val Mkt Val Mkt Val	420,500. 476,507. 425,352. 726,570. 94,140.	420,500. 476,507. 425,352. 726,570. 94,140.
Mondelez Intl Inc. Johnson & Johnson Watson Pharmaceuticals Inc. Thermo Fisher Wells Fargo Company	9,000 Sh 3,200 Sh 3,000 Sh 5,100 Sh 8,000 Sh	Mkt Val Mkt Val Mkt Val Mkt Val Mkt Val	229,079. 224,320. 258,000. 325,278. 273,440.	229,079. 224,320. 258,000. 325,278. 273,440.
American International Group Vodafone GP PLC ADS	13,500 Sh 5,300 Sh	Mkt Val Mkt Val Total	476,550. 133,507. \$ 5,984,928.	476,550. 133,507. 5,984,928.

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Kahle/Austin Foundation

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Statement 8	
Form 990-PF, Part II, Line 1	0с
Investments - Corporate Bo	onds

Corporate Bonds		Valuation <u>Method</u>	Book <u>Value</u>	Fair Market <u>Value</u>
Pepsico, Inc 4.65% United Parcel Sr 4.50%	1,000,000 Sh 1,000,000 Sh	Mkt Val Mkt Val Total	\$ 1,005,470. 1,001,430. \$ 2,006,900.	1,001,430.

#### Statement 9 Form 990-PF, Part II, Line 13 Investments - Other

Other Investments	Valuation <u>Method</u>	Book Value	Fair Market Value
Interest Receivable Accrued Interest Open Library of San Francisco Total Other	Mkt Val Mkt Val Mkt Val Investments	\$ 76,959. 6,452. 7,606,752. \$ 7,690,163.	6,452. 7,606,752.
Other Publicly Traded Securities	_		
IShares Inc Pacific Ex Japan 18,000 Sh IShares FTSE China 25 Index 11,900 Sh Ishares MSCI Emrging Mkts Ind, 18,600 Sh SPDR Barclays Hgh Yld 2.961% 9,000 Sh Templeton Global Income Fd 95,802 Sh India FD Inc 11,678 Sh Western Asset Emerging Mkts 30,000 Sh Ishares TR S&P Euro Plus 7,800Sh Total Other Publicly Trade	Mkt Val Mct Val	848,520. 481,355. 824,910. 366,390. 904,371. 244,187. 459,600. 306,540. \$ 4,435,873.	848,520. 481,355. 824,910. 366,390. 904,371. 244,187. 459,600. 306,540. \$ 4,435,873.
Norway Govn't 6.500% 2,774,000 Sh Fed Home Loan Banks 2.375% 500,000 Sh Norway Govn't 5.000% 1,000,000 Sh Canada Govn't 2.250% 150,000 Sh Singapore Govn't 3.625% 225,000 Sh Singapore Govn't 2.875% 200,000 Sh Pixel Qi Kirtas Technologies	Mkt Val The Securities	507,921. 512,980. 194,636. 153,515. 193,254. 174,080. 2,000,000. 100,000. \$ 3,836,386.	507,921. 512,980. 194,636. 153,515. 193,254. 174,080. 2,000,000. 100,000. \$ 3,836,386.

Total \$ 15,962,422. \$ 15,962,422.

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Statement 10 Form 990-PF, Part II, Line 15 Other Assets

Program Related Investment - SFCFB

	Book	Value		Market <u>Value</u>
	\$	8,334.	\$	8,334. 8,334.
Total	<u>\$</u>	8,334.	<u>\$</u>	<u>8,334.</u>

Statement 11 Form 990-PF, Part II, Line 22 **Other Liabilities** 

Deferred federal excise taxes .

22,500.

Total \$ 22,500.

Statement 12 Form 990-PF, Part III, Line 3 Other Increases

Net Unrealized Gains or Losses on Investments

376,301. Total \$ 376,301.

Statement 13 Form 990-PF, Part VII-A, Line 12 **Explanation of Distribution to Donor Advised Fund** 

During 2012, the Foundation donated \$159,886 to the San Francisco Foundation to facilitate the processing of its smaller discretionary grants.

#### Statement 14 Form 990-PF, Part VII-B, Line 5c **Expenditure Responsibility**

Grantee Name:

Internet Archive

Address:

300 Funston Avenue

Address:

San Francisco, CA 94118-2116

Grant Date:

Various

Grant Amount:

\$ 3236635

\$ 3236635

The grant shall be used for general support

Grant Purpose: Amt. Expended by Grantee: Any Diversion by Grantee: Dates of Reports by Grantee:

No

Date of Verification:

Annual

Results of Verification:

Internet Archive submits reports annually regarding its expenditures pursuant to the grant.

To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for

which the grant was originally made.

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Kahle/Austin Foundation

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Statement 14 (continued) Form 990-PF, Part VII-B, Line 5c Expenditure Responsibility

The Grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report has been made.

Statement 15
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Brewster L. Kahle Mary K. Austin

#### Statement 16 Form 990-PF, Part XV, Line 3a Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of <u>Grant</u>	<u>Amount</u>
Internet Archive PO Box 29244 San Francisco, CA 94129	N/A	4942 j	General Support	\$ 3,236,635.
Presidio Hill School 3839 Washington Street San Francisco, CA 94118	N/A	509(a)(1)	General Support	20,000.
SF Center for the Book 300 De Haro Street #334 San Francisco, CA 94103	N/A	509(a)(2)	General Support	110,000.
Oxbow School 530 Third Street Napa, CA 94559	N/A	509(a)(1)	General Support	1,500.
Minnesota Ctr for the Bk Arts 1011 Washington Ave S #100 Minneapolis, MN 55415	N/A	509(a)(1)	General support	1,000.
ACLU Foundation 1663 Mission Street, Ste 460 San Francisco, CA 94103	N/A	509(a)(1)	General support	5,000.

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Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Oberlin College Office of Dev. 50 W Lorain Street Oberlin, OH 44074	N/A	509(a)(1)	General support	\$ 3,142.
KQED 2601 Mariposa Street San Francisco, CA 94110	N/A	509(a)(1)	General support	1,000.
KPFA 1929 ML King Jr Way Berkeley, CA 94704	N/A	509(a)(2)	General support	1,000.
Electronic Frontier Fdn 454 Shotwell Street San Francisco, CA 94110	N/A	509(a)(1)	General support	10,000.
The Long Now Foundation PO Box 29462 San Francisco, CA 94129	N/A	509(a)(1)	General Support	707.
Kala Art Institute 1060 Heinz Avenue Berkeley, CA 94710	N/A	509(a)(1)	General Support	15,000.
The MIT Alumni Fund 77 Massachusetts Ave, W92-280 Cambridge, MA 02139	N/A	509(a)(1)	General Support	4,000.
Project Gutenberg 809 North 1500 West Salt Lake City, UT 84116	N/A	509(a)(1)	General Support	500.
Free Software Foundation 59 Temple Place, Suite 330 Boston, MA 02111	N/A	509(a)(2)	General Support	2,718.
The Center for Book Arts 28 West 27th Street, 3rd F1. New York, NY 10001	N/A	509(a)(1)	General Support	17,500.
Bread & Puppet Theatre RR2 Glover, VT 05839	N/A	509(a)(2)	General Support	27,182.
Center for Art In Translation 35 Stilman Street, Suite 201 San Francisco, CA 94107	N/A	509(a)(1)	General Support	5,000.

2012	Federal Statements
,	Kahle/Austin Foundation

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Statement 16 (continued)				
Form 990-PF,	Part XV, Line 3a			
Recipient Paid	During the Year			

Name and Address	Donee <u>Relationship</u>	Found- ation <u>Status</u>	Purpose of Grant	Amount
San Francisco Foundation 225 Bush Street, Suite 500 San Francisco, CA 94104	N/A	509(a)(1)	General Support	\$ 159,886.
Guidestar 4801 Courthouse St., Ste 220 Williamsburg, VA 23188	N/A	509(a)(1)	General Support	1,000.
The Codex Foundation 2203 Fourth Street Berkeley, CA 94710	N/A	509(a)(2)	General Support	1,000.
Beat Within 275 Ninth Street San Francisco, CA 94103	N/A	509(a)(1)	General Support	750.
Exploratorium Pier 15 San Francisco, CA 94111	N/A	509(a)(1)	General Support	5,000.
Paul Dresher Ensemble Musical Traditions 333 Valencia Street, Ste 301 San Francisco, CA 94103	N/A	509(a)(2)	General Support	1,000.
SF Mime Troupe 855 Treat Avenue San Francisco, CA 94110	N/A	509(a)(1)	General Support	10,000.
The California Academy of Sciences 55 Music Concourse Drive San Francisco, CA 94118	N/A	509(a)(1)	Restricted to Department of Mammalogy & Ornithology	30,000.
826 Valencia 826 Valencia San Francisco, CA 94110	N/A	509(a)(1)	General Support	500.
American Academy of Arts & Sciences 136 Irving Street Cambridge, MA 02138	N/A	509(a)(1)	General Support	1,000.
Democracy Now 87 Lafayette St Floor M New York, NY 10013	N/A	509(a)(1)	General Support	10,000.

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Total \$ 3,800,735.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation <u>Status</u>	Purpose of Grant	Amount
UC Berkeley Law - Samuelson Clinic 2080 Addison Street Berkeley, CA 94720	N/A	509(a)(1)	Samuelson Law, Technology & Public Policy Clinic	\$ 1,000.
Public Knowledge 1875 Connecticut Ave NW #650 Washington, DC 20009	N/A	509(a)(1)	General Support	50,000.
Ecology Action 5798 Ridgewood Road Willits, CA 95490	N/A	509(a)(1)	General Support	500.
Urban School of San Francisco 1563 Page Street San Francisco, CA 94117	N/A	509(a)(1)	General Support	2,500.
Wellesley College 106 Central Street Wellesley, MA 02481	N/A	509(a)(1)	General Support	35,715.
Williams College Alumni Fund 75 Park Street Williamstown, MA 01267	N/A	509(a)(1)	General Support	1,000.
Question Copyright.org P.O. Box 20165 Stanford, CA 94309	N/A	509(a)(1)	General Support	1,000.
Sakthi Foundation 1507 Lone Oak Circle Fairfield, IA 52556	N/A	509(a)(1)	General Support	5,000.
Shotgun Players 1901 Ashby Avenue Berkeley, CA 94703	N/A	509(a)(2)	General Support	1,000.
San Francisco Nature Education 3450 Geary Bvld., Ste 108 San Francisco, CA 94118	N/A	509(a)(2)	Heron's Head Park Internship Program	1,000.
San Francisco Art Institute 800 Chestnut Street San Francisco, CA 94133	N/A	509(a)(1)	General Support	10,000.
The Grolier Club 47 E 60th Street New York, NY 10065	N/A	509(a)(1)	General Support	10,000.

Statement 17 Form 990-PF Supplemental Information

Reconciliation of Revenue per Audited Financial Statements with Revenue Reporte Form 990-PF, Return of Private Foundation	
Total revenue per audited financial statements	\$ 694,704
Amounts included in the audited financial statements but not included in line 12, column (a), Form 990-PF	
Investment Management Fee	65,290
Amounts not included in the audited financial statements but included in line 12, column (a). Form 990-PF:	
Net realized gains on investments	651,580
Total revenue per line 12, column (a), Form	
990-PF	\$ 1,411,575

Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation					
Total expenses per audited financial statements	\$	3.939.798			
Amounts included in the audited financial statements but not included in line 12, column (a), Form 990-PF:					
Amounts not included in the audited financials statements but included in line 26, column (a), Form 990-PF.					
Investment management fees netted against investment income		65,290			
Total expenses per line 26, column (a), Form 990-PF	s	4,005,089			

(Rev January 2013

## Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No 1545-1709

Department of the Treasury Internal Revenue Service

• If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to

File by the due date for filing your return See instructions  Enter the Return code for the return that this application is For year 990 or Form 990-BL  Kahle/Austin Foundation  Number, street, and room or suite number. If a PO box, see instructions  Social security number (SSN)  Social security number (SSN)  Social security number (SSN)  Forial security number (SSN)  Social security number (SSN)  Forial security number (SSN)  Forial security number (SSN)  Social security number (SSN)  Forial security number (SSN)	A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and completed and other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an expression of the returns.    Name of exempt organization or other filer, see instructions	number, see instruction loyer identification number (EIN)  -1816164  Social security number (SSN)  04  Return Code
All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income fax returns.    Enter filer's identifying number, see instructions	All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an expression tax returns.    Name of exempt organization or other filer, see instructions	number, see instruction loyer identification number (EIN)  -1816164  Social security number (SSN)  04  Return Code
Enter filer's identifying number, see instruction   Type or print   Name of exempt organization or other filer, see instructions   See instruction   See instruction   See instruction   See instruction   See instruction   See instruction   See instructions	Type or print    Name of exempt organization or other filer, see instructions   Emploision	number, see instruction loyer identification number (EIN)  -1816164 Social security number (SSN)  04  Return Code
Type or print  Type o	Type or print  Kahle/Austin Foundation  Number, street, and room or suite number. If a PO box, see instructions  Kahle/Austin Foundation  Number, street, and room or suite number. If a PO box, see instructions  513B Simonds Loop  City, town or post office, state, and ZIP code For a foreign address, see instructions  San Francisco, CA 94129  Enter the Return code for the return that this application is for (file a separate application for each return).  Application is For  Form 990 or Form 990-EZ  Form 990-BL  Form 990-BL  Form 990-PF  Od Form 990-PF  Od Form 5227  Form 990-T (section 401(a) or 408(a) trust)  Form 990-T (trust other than above)  Telephone No. ► (415) 931-8796  FAX No ►  If the organization does not have an office or place of business in the United States, check this box	-1816164 Social security number (SSN)  04  Return Code
Namber, street, and room or suite number. If a PO box, see instructions   S13B Simonds Loop	Type or print  Kahle/Austin Foundation  Number, street, and room or suite number. If a P O box, see instructions  513B Simonds Loop  City, town or post office, state, and ZIP code For a foreign address, see instructions  San Francisco, CA 94129  Enter the Return code for the return that this application is for (file a separate application for each return).  Application Is For  Form 990 or Form 990-EZ  Form 990-BL  Form 990-BL  Form 990-PF  Form 990-T (individual)  Form 990-T (section 401(a) or 408(a) trust)  Form 990-T (trust other than above)  Telephone No. ► (415) 931-8796  FAX No  If the organization does not have an office or place of business in the United States, check this box  Is Abel Austin Foundation  91-  Raturn Application Is Form 990-T (corporation)  Form 990-T (corporation)  Form 990-T (trust other than above)  FAX No  FAX No  If the organization does not have an office or place of business in the United States, check this box	-1816164 Social security number (SSN)  04  Return Code
Rahle/Austin Foundation   Size   Social security number (SSN)   Social security number (Social security number (Social security number (Social security n	Kahle/Austin Foundation   91-	Social security number (SSN)  04  Return Code
Kahle/Austin Foundation   Since   Si	Kahle/Austin Foundation   91-	Social security number (SSN)  04  Return Code
San Francisco, CA 94129	San Francisco, CA 94129  Enter the Return code for the return that this application is for (file a separate application for each return).  Application is For Some 990 or Form 990-EZ  Form 990 or Form 990-BL  Form 990-BL  Form 990-PF  Form 990-PF  Form 990-T (section 401(a) or 408(a) trust)  Form 990-T (trust other than above)  ■ The books are in the care of ■ Barbara Blakely  Telephone No. ► (415) 931-8796  ■ If the organization for each return for foreign address, see instructions  San Francisco, CA 94129  San Francisco, CA 94129  Return Code Is Form 990-It (corporation)  Form 990-T (corporation)  Form 990-T (corporation)  Form 990-T (section 401(a) or 408(a) trust)  Form 990-T (trust other than above)  Form 990-T (trust other than above)  Form 990-T (trust other than above)  FAX No ►  If the organization does not have an office or place of business in the United States, check this box	04 Return
San Francisco, CA 94129	thing your return See instructions  San Francisco, CA 94129  Enter the Return code for the return that this application is for (file a separate application for each return).  Application Is For Return Code Section 401(a) or 408(a) trust)  Form 990-T (trust other than above)  • If the organization does not have an office or place of business in the United States, check this box  S138 S1MONGS LOOP  City, town or post office, state, and ZIP code For a foreign address, see instructions  Is For (file a separate application for each return).  Return Code Is For  Application  See instructions  See instruction See instruction  See instruction See instruction See instruction  See instruction See instruction  See instruction See instruction	Returr Code
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