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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE AUSTIN MEMORIAL FOUNDATION

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

Room/suite

3900 KEY CENTER, 127 PUBLIC SQUARE

City or town, state or province, country, and ZIP or foreign postal code

CLEVELAND, OH 44114-1291

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

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

▶ \$ **14,238,504.**

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

34-6528879

B Telephone number

216-566-5580C 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 ☐

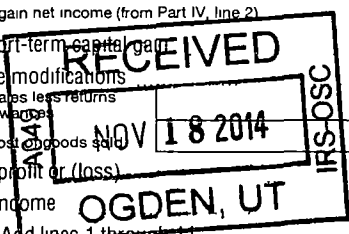
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		330,234.	330,234.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,084,025.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			1,084,025.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		15,399.	14,561.		STATEMENT 2
12 Total Add lines 1 through 11		1,429,658.	1,428,820.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		30,837.	0.		30,837.
b Accounting fees					
c Other professional fees STMT 4		78,077.	78,077.		0.
17 Interest					
18 Taxes STMT 5		25,313.	25,313.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		21,237.	0.		21,237.
22 Printing and publications					
23 Other expenses STMT 6		18,838.	12,380.		6,458.
24 Total operating and administrative expenses. Add lines 13 through 23		174,302.	115,770.		58,532.
25 Contributions, gifts, grants paid		531,800.			531,800.
26 Total expenses and disbursements Add lines 24 and 25		706,102.	115,770.		590,332.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		723,556.			
b Net investment income (if negative, enter -0-)			1,313,050.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2013)

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	341.	874,159.	874,159.
	2 Savings and temporary cash investments	339,875.	305,375.	305,375.
	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 7	5,460,613.	5,058,508.	7,576,548.
	c Investments - corporate bonds STMT 8	4,076,380.	4,415,325.	4,763,726.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	642,701.	590,099.	718,696.	
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	10,519,910.	11,243,466.	14,238,504.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	4,606,464.	5,330,020.	
30 Total net assets or fund balances	10,519,910.	11,243,466.		
31 Total liabilities and net assets/fund balances	10,519,910.	11,243,466.		

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	10,519,910.
2 Enter amount from Part I, line 27a	2	723,556.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,243,466.
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	11,243,466.

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			1,084,025.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,084,025.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,084,025.
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))
2012			
2011			
2010			
2009			
2008			

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 2013 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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	26,261.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	26,261.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	26,261.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,926.	7	11,926.
b Exempt foreign organizations - tax withheld at source	6b	8	521.
c Tax paid with application for extension of time to file (Form 8868)	6c 10,000.	9	14,856.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OH</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?			X
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>WILLIAM R. STEWART</u>	Telephone no. ►	<u>216-566-5580</u>	
	Located at ► <u>3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH</u>	ZIP+4 ►	<u>44114-1291</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	►	15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16	Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	12,417,630.
b	Average of monthly cash balances	1b	410,595.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,828,225.
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	12,828,225.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	192,423.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,635,802.
6	Minimum investment return Enter 5% of line 5	6	631,790.

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	631,790.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	26,261.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,261.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	605,529.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	605,529.
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	605,529.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	590,332.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	590,332.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	590,332.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				605,529.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			98,720.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 590,332.				
a Applied to 2012, but not more than line 2a			98,720.	
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 2013 distributable amount				491,612.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				113,917.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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	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			103,354.
b			396,043.
c			24,976.
d			<5,841.>
e			190,336.
f			11,768.
g			35,452.
h			147,301.
i			69,573.
j			111,063.
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			103,354.
b			396,043.
c			24,976.
d			<5,841.>
e			190,336.
f			11,768.
g			35,452.
h			147,301.
i			69,573.
j			111,063.
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	1,084,025.
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	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
NORTHERN TRUST #02-74249 - DIVIDENDS	97,416.	0.	97,416.	97,416.		
NORTHERN TRUST #02-74249 - INT	9,305.	0.	9,305.	9,305.		
NORTHERN TRUST #02-74249 - INTEREST	46,993.	0.	46,993.	46,993.		
NORTHERN TRUST #23-41396 - DIVIDENDS	119,971.	0.	119,971.	119,971.		
NORTHERN TRUST #23-41396 - INTEREST	6.	0.	6.	6.		
NTCC INTER'L FUND-DIVIDENDS	49,774.	0.	49,774.	49,774.		
NTCC INTER'L FUND-INTEREST	80.	0.	80.	80.		
NTCC SMALLCAP FUND-DIVIDENDS	6,641.	0.	6,641.	6,641.		
NTCC SMALLCAP FUND- INTEREST	48.	0.	48.	48.		
TO PART I, LINE 4	330,234.	0.	330,234.	330,234.		

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	3,599.	3,599.		
NTCC SMALL CAP FUND	5,483.	5,483.		
NTCC INTERNATIONAL FUND	5,479.	5,479.		
NORTHERN TRUST-NON-DIV.DIST.	838.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	15,399.	14,561.		

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	30,837.	0.		30,837.
TO FM 990-PF, PG 1, LN 16A	30,837.	0.		30,837.

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	37,211.	37,211.		0.
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	40,866.	40,866.		0.
TO FORM 990-PF, PG 1, LN 16C	78,077.	78,077.		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	2,287.	2,287.		0.
FOREIGN TAX PAID	6,577.	6,577.		0.
EXCISE TAX	16,449.	16,449.		0.
TO FORM 990-PF, PG 1, LN 18	25,313.	25,313.		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	3,063.	0.		3,063.
REG FEE, FAMILY PHILANTHROPY CONF.	775.	0.		775.
NTCC SMALLCAP FUND	1,573.	1,573.		0.
NTCC INTERNATIONAL FUND	4,057.	4,057.		0.
NTCC INTERNATIONAL FUND	6,577.	6,577.		0.
UNDERPAYMENT PENALTY& INTEREST	173.	173.		0.
COUNCIL ON FOUNDATIONS- DUES	2,420.	0.		2,420.
TO FORM 990-PF, PG 1, LN 23	18,838.	12,380.		6,458.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE ATTACHED	5,058,508.		7,576,548.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,058,508.		7,576,548.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE ATTACHED	4,415,325.		4,763,726.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,415,325.		4,763,726.	

The Austin Memorial Foundation

Statement 7

EIN: 34-6528879

2013 Form 990-PF, Return of Private Foundation

Shares owned 01/01/13	Shares owned 12/31/13	Description	Book Value 01/01/13	Book Value 12/31/13	Market Value 12/31/13
152		Abbott Labs	7,900.46		
219	453	Abbott Labs	11,656.49	17,371.99	17,363.49
	225	Abbvie Inc		7,979.60	11,882.25
	318	Abbvie Inc.		10,503.59	16,793.58
	146	Actavis PLC		17,923.89	24,528.00
337	308	Agilent Technologies	12,931.70	11,818.88	17,614.52
146	142	Alexion Pharm.	5,409.66	6,875.77	18,894.52
111		Allergan	9,013.94		
377	340	Allstate Corp	8,207.63	7,402.11	18,543.60
237	234	Altria Group	6,548.31	6,465.42	8,983.26
80	67	Amazon.com	5,971.21	4,996.13	26,718.93
257	187	American Express Co	10,768.35	9,515.18	16,966.51
365	329	American Express Co.	15,531.76	13,999.86	29,850.17
	430	American International Group		16,991.02	21,951.50
162	175	American Tower Corp	8,280.16	9,415.51	13,968.50
	56	Ameriprise Financial		6,261.79	6,442.80
572	527	Amerisource Bergen	9,149.54	8,429.73	37,053.37
210	119	Analog Devices Inc	8,140.59	4,501.66	6,060.67
238	214	Apache Corp	16,948.34	15,239.27	18,391.16
114	14	Apple Inc	13,832.69	5,837.42	7,855.54
	50	Apple Inc		19,881.19	28,055.50
	101	Apple Inc		12,155.39	56,672.11
	316	ARM Holdings		12,968.24	17,297.84
158	156	AT&T	4,597.80	4,539.60	5,484.96
854	532	AT&T	21,963.35	13,352.52	18,705.12
113	101	Automatic Data Processing	5,809.33	6,024.48	8,161.81
105		Bank NS Halifax	5,364.77		
626	559	Bank New York/Mellon	16,712.26	14,923.56	19,531.46
94	93	Baxter International	5,595.88	5,536.35	6,468.15
379	345	Baxter International	17,606.29	15,912.53	23,994.75
173	161	BCE Inc.	6,750.50	6,282.26	6,969.69
222		Beam Inc	5,969.04		
94	81	Biogen IDEC	9,516.18	8,045.82	22,659.75
111	184	Biomarin Pharmaceuticals	4,442.21	9,061.90	12,929.68
37	18	Blackrock Inc	5,947.50	2,769.66	5,696.46
132	136	Boeing Co	7,049.95	7,827.60	18,562.64
197	347	Borg Warner	12,430.61	10,947.77	19,400.77
281		Bristol Myers	9,076.30		
199	130	Bristol Myers	6,810.03	4,199.00	6,909.50
43		Canadian Imperial Bank	3,167.26		
	221	Catamaran Corp		10,672.48	10,493.08
371	331	CBS Corp	12,025.48	10,728.94	21,097.94
211	199	Celgene Corp	11,644.85	10,756.84	33,623.04
93		Cerner Corp	2,792.48		
57	99	Chevron Corp	5,803.71	10,591.36	12,366.09
313	287	Chevron Corp	20,007.55	18,435.58	35,849.17
16		Chipotle Mexican Grill	4,009.08		
	160	Church & Dwight Inc		9,617.14	10,604.80
	659	Cisco Systems		16,142.46	14,794.55
384	477	Cisco Systems	7,607.45	9,619.50	10,708.65
214	125	Citrix Systems Inc.	10,672.53	5,454.10	7,906.25
143		Coach Inc.	7,345.49		
210	207	Coca Cola Co	7,177.96	7,073.57	8,551.17
302	274	Conocophillips	11,362.46	10,308.99	19,358.10

The Austin Memorial Foundation

Statement 7

EIN: 34-6528879

2013 Form 990-PF, Return of Private Foundation

Shares owned 01/01/13	Shares owned 12/31/13	Description	Book Value 01/01/13	Book Value 12/31/13	Market Value 12/31/13
119	117	Costco Wholesale	6,017.20	5,851.31	13,924.17
157		Covidien Ltd.	6,027.82		
90		Crescent Point Energy Corp	3,767.40		
	149	Cullen Frost Bankers Inc		10,819.65	11,090.07
80	99	Cummins Inc.	3,611.55	7,860.68	13,956.03
256	211	Danaher Corp	3,684.48	3,036.82	16,289.20
92		Deere & Co	5,745.60		
231	205	Deere & Co	17,197.95	15,262.25	18,722.65
117		Dicks Sporting Goods	4,205.28		
118		Digital Realty Trust	6,829.51		
129		Digital Realty Trust	8,877.76		
175		Directv	8,144.56		
295	279	Disney Walt Co	7,334.37	6,856.06	21,315.60
109		Dollar Tree Inc	4,153.01		
360	326	Dover Corp	9,684.00	8,769.40	31,472.04
293	243	duPont	12,763.75	10,939.19	15,787.71
	207	Eaton Corp PLC		12,666.80	15,756.84
419	303	Ebay Inc.	9,774.35	15,977.04	16,631.67
	376	Ebay Inc.		8,771.26	20,638.64
81	145	Edwards Lifesciences Corp	7,048.87	10,899.26	9,535.20
608	591	EMC Corp	11,256.84	12,586.69	14,863.65
653		EMC Corp	13,907.13		
168	158	Emerson Electric	8,252.66	7,724.45	11,088.44
186	180	Estee Lauder	11,256.84	8,409.23	13,557.60
180	277	Express Scripts	9,934.91	14,560.45	19,456.48
302	228	Express Scripts	15,874.57	12,544.37	16,014.72
139		F S Networks Inc.	14,981.06		
	350	Facebook Inc		11,186.09	19,131.00
671	603	Freeport McMoran C & G	15,740.01	13,508.50	22,757.22
148	146	Gallagher, Arthur J & Co	5,294.48	5,222.49	6,851.78
428	511	General Electric Co	9,228.76	10,987.95	14,323.33
1770	1600	General Electric Co	16,189.02	13,728.00	44,848.00
100	72	Genuine Parts	5,596.04	4,029.15	5,989.68
57	331	Gilead Sciences	4,115.89	14,115.98	24,874.65
136	135	Glaxosmithkline PLC	5,879.95	5,836.72	7,207.65
122	111	Goldman Sachs Group	16,086.68	14,636.24	19,675.86
56	51	Google Inc	27,533.17	24,338.55	57,156.21
43	40	Grainger, W W.	7,779.56	7,173.47	10,216.80
167	204	HCP Inc- REIT	6,007.56	7,805.22	7,409.28
204		HJ Heinz	10,850.78		
453	405	Halliburton Co.	16,311.00	14,522.51	20,553.75
133	146	Health Care REIT Inc	6,273.09	7,153.20	7,821.22
393	350	Hess Corp	21,629.04	18,510.21	29,050.00
184	264	Home Depot Inc.	8,506.17	15,025.56	21,737.76
307	276	Honeywell International	8,697.31	7,819.08	25,218.12
692	925	Intel Corp	13,420.37	19,094.14	24,013.00
440	519	Intel Corp.	10,269.55	12,208.70	13,473.24
82		International Business Machines	6,736.39		
75	63	Intercontinental Exch	7,850.86	6,590.19	14,169.96
38	22	Intuitive Surgical	12,695.83	7,356.83	8,449.76
	236	Jacobs Energy Group		13,029.81	14,865.64
124	160	Johnson & Johnson	8,322.92	10,945.16	14,654.40
581	712	JP Morgan Chase	23,043.41	30,522.59	41,637.76
185	175	Kansas City Southern	6,495.23	8,132.65	21,670.25

The Austin Memorial Foundation

Statement 7

EIN: 34-6528879

2013 Form 990-PF, Return of Private Foundation

Shares owned 01/01/13	Shares owned 12/31/13	Description	Book Value 01/01/13	Book Value 12/31/13	Market Value 12/31/13
116	135	Kimberly-Clark	8,327.51	10,191.99	14,102.10
309		Kinder Morgan	8,612.51		
	120	KLA Tencor Corp		6,290.64	7,735.20
232	203	Kohls Corp	12,817.67	11,215.46	11,520.25
171	213	Kraft Foods	7,856.29	9,975.01	11,484.96
152		Laboratory Corp.	9,027.28		
	54	Linkedin Corp		10,310.77	11,708.82
	78	Lockheed Martin		9,608.26	11,595.48
40	43	Mastercard, Inc	14,679.82	16,436.48	35,924.78
232	214	Mattel Inc.	6,310.40	5,820.80	10,182.12
157	156	McDonalds Corp	14,013.82	13,924.56	15,136.68
148	132	McDonalds Corp	6,859.07	6,103.79	12,807.96
88	194	Merck & Co	3,111.39	8,232.43	9,709.70
18,588.79	17,283.54	MFB NTGI_QM Common	1,491,655.03	1,423,507.31	2,539,263.13
166	130	Michael Kors Hldgs	8,736.12	6,782.19	10,554.70
556	283	Microsoft Corp	11,527.40	7,697.44	10,592.69
	503	Microsoft Corp.		10,428.56	18,827.29
156	163	Monsanto	11,244.69	12,960.01	18,997.65
224		Mosaic Co.	12,737.35		
191	210	National Oilwell Varco	5,637.59	9,025.72	16,701.30
161		National Retail Pptys	4,170.65		
49	49	Nextera Energy	2,678.35	2,678.35	4,195.38
292	265	Nextera Energy	13,197.85	11,897.96	22,689.30
232	215	Nike	4,616.54	3,678.41	16,907.60
114	136	Noble Energy	10,834.41	6,423.90	9,262.96
125	123	Novartis AG	7,066.07	6,951.35	9,886.74
11,862.20	10,243.24	NTCC International	2,016,635.57	1,689,532.64	1,852,282.96
3247.96	2785.33	NTCC Small Cap	476,958.39	410,155.72	713,463.39
	242	NXP Semiconductors		9,248.60	11,115.06
273	252	Occidental Petroleum	22,904.32	21,065.01	23,965.20
227	224	Oneok, Inc	8,181.22	8,073.10	13,928.32
480	436	Oracle Corp	15,405.50	13,993.33	16,681.36
46	58	Panera Bread Co	6,348.54	8,518.53	10,248.02
	130	Paychex Inc		5,238.22	5,918.90
236	249	Pepsico	12,865.13	14,061.60	20,652.06
86		Perrigo Co	7,874.84		
122	113	Philip Morris	8,094.70	7,497.55	9,845.69
183	167	Philip Morris	8,029.85	7,327.78	14,550.71
65		Praxair Inc	6,627.13		
66	78	Precision Castparts Corp	8,718.09	11,058.98	21,005.40
	144	Price, T Rowe Group Inc		10,300.80	12,062.88
20	20	Priceline com.	8,763.71	8,763.71	23,248.00
123	122	Procter & Gamble	8,012.66	7,947.52	9,932.02
235	213	Procter & Gamble	13,881.45	12,581.91	17,340.33
554	494	Public Service Enter. Group	15,398.71	13,730.98	15,827.76
330	137	Qualcomm Inc.	13,517.01	8,740.76	10,172.25
	268	Qualcomm Inc.		10,785.57	19,899.00
154		Quest Diagnostics	6,293.48		
186		RPM International	3,930.75		
80	79	Realty Income Corp.	2,598.68	2,531.83	2,949.07
180		Red Hat Inc.	5,830.89		
	38	Regeneration Pharmaceuticals		10,679.87	10,459.12
85	457	Salesforce com	9,284.62	15,719.80	25,221.83
333	187	Sandisk Corp	16,524.73	9,279.65	13,190.98

The Austin Memorial Foundation

Statement 7

EIN: 34-6528879

2013 Form 990-PF, Return of Private Foundation

Shares owned 01/01/13	Shares owned 12/31/13	Description	Book Value 01/01/13	Book Value 12/31/13	Market Value 12/31/13
214	214	Schlumberger Ltd	5,449.37	7,702.37	19,283.54
191		Southern Co.	8,199.63		
	302	Spectra Energy		10,167.33	10,757.24
292	213	Starbucks	7,217.82	5,227.64	16,697.07
110	121	Stericycle	9,027.48	10,144.16	14,056.57
170		Teradata Corp.	7,740.44		
197	182	Time Warner Cable	10,530.04	9,728.26	24,661.00
121	192	Tractor Supply Co	10,115.71	7,943.48	14,895.36
192	275	Trimble NAV	7,345.21	5,166.31	9,542.50
	47	Tupperware Brands Corp		3,680.43	4,442.91
70		Ulta Salon Cos & Fragrances	6,169.93		
	404	U S Bancorp		11,322.27	16,321.60
451	291	U.S. Bancorp.	12,639.46	10,180.97	11,756.40
118		United Technologies	8,731.69		
237	215	United Technologies	11,383.11	10,326.45	24,467.00
	67	Valmont Industries		9,365.94	9,991.04
	54	Ventas Inc REIT		4,394.08	3,093.12
345	318	Verizon Communications	15,096.11	14,295.32	15,626.52
78		Vermilion Energy	3,510.62		
390	360	Wal Mart Stores	19,596.24	17,975.37	28,328.40
207		Watson Pharmaceuticals	4,678.89		
984	898	Wells Fargo & Co	28,653.08	26,148.84	40,769.20
326	322	Williams Co. Inc.	9,616.50	9,497.99	12,419.54
	192	Wisconsin Energy		8,118.27	7,937.28
168	253	Whole Foods Mkt.	6,079.85	6,056.58	14,630.99
	166	Yum Brands		11,719.49	12,551.26
			\$ 5,460,612.63	\$ 5,058,507.95	\$ 7,576,548.07

The Austin Memorial Foundation
EIN: 34-6528879
2013 Form 990-PF, Return of Private Foundation

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

	Book Value 01/01/13	Book Value 12/31/13	Market Value 12/31/13
77,136 67/87,355.45 Northern High Yield Fixed Income Fund	\$ 539,364 11	\$ 616,994 83	\$ 654,292 32
216,158.82/238,958 94 NTGI Common Daily Aggregate Bond Fund	\$ 2,281,635 57	\$ 2,542,950 71	\$ 2,591,270 74
72,624 91/72,624.91 MFB Northern Int'l Eq Index Fd	\$ 749,073 12	\$ 749,073 12	\$ 896,191 38
32,649 45/32,649 45 Northern Multi Mgr Emerging Markets Equity	\$ 506,306.77	\$ 506,306 77	\$ 621,972.02
	\$ 4,076,379.57	\$ 4,415,325.43	\$ 4,763,726.46

The Austin Memorial Foundation
EIN: 34-6528879
2013 Form 990-PF, Return of Private Foundation

Part II - Balance Sheet
Line 13 - Investments - Other

	Book Value 01/01/13	Book Value 12/31/13	Market Value 12/31/13
Northern Trust Div Hedge Fund	\$ 272,701.29	\$ 272,701.29	\$ 375,982.08
MFB No Fds Global Real Estate Index	\$ 370,000 00	\$ 317,397 27	\$ 342,713 48
	\$ 642,701.29	\$ 590,098.56	\$ 718,695.56

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	590,099.	718,696.
TOTAL TO FORM 990-PF, PART II, LINE 13		590,099.	718,696.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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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.

* THE AUSTIN MEMORIAL FOUNDATION

34-6528879

GRETCHEN COLE 17018 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.
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

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**DISTRIBUTIONS TO BENEFICIARIES
THE AUSTIN MEMORIAL FOUNDATION
For Period 01/01/2013 through 12/31/2013**

<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	400.00
Boys & Girls Club – Memphis 44 South Rembert Memphis, TN 38104	None Civic	Public Charity	1,500.00
Hutchison School 1740 Ridgeway Road Memphis, TN 38119	None Educational	Public Charity	1,000.00
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	15,750.00
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	400.00

Episcopal Church of St. Mary the Virgin 2325 Union Street San Francisco, CA 94123	None Religious	Public Charity	3,000.00
Emmanuel Episcopal Center 604 St. Paul Avenue Memphis, TN 38126	None Religious	Public Charity	1,000.00
Aspen Historical Society 620 W. Bleeker Street Aspen, CO 81611	None Educational	Public Charity	30,000.00
Wilderness Workshop Box 1442 Carbondale, CO 81623	None Conservation	Public Charity	2,000.00
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	1,500.00
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	32,500.00
Porter-Leath Children's Center 868 North Manassas St. Memphis, TN 38107	None Educational	Public Charity	750.00
Nature Conservancy – Colorado 2424 Spruce Street Boulder, CO 80302	None Conservation	Public Charity	30,000.00
Charleston Area Therapeutic Riding (CATR) P.O. Box 146 Johns Island, SC 29457	None Civic	Public Charity	25,000.00

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	1,500.00
Wyly Community Arts Center 255 Gold Rivers Court #130 P.O. Box 4707 Basalt, CO 81621	None Civic	Public Charity	500.00
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	300.00
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
Camp Augusta 17530 Lake Vera Road Nevada City, CA 95959	None Civic	Public Charity	2,000.00
National Wildlife Federation 213 West Liberty Street, Suite 200 Ann Arbor, MI 48104	None Conservation	Public Charity	300.00
Middlesex School 1400 Lowell Road Concord, MA 01742	None Educational	Public Charity	2,000 00
Huron River Watershed Council 1100 N. Main Street, Suite 210 Ann Arbor, MI 48104	None Conservation	Public Charity	25,000.00
The Virginia Consort 1658 Brandywine Drive Charlottesville, VA 22901	None	Public Charity	500.00

	Arts		
Mid-South Food Bank 239 South Dudley Street Memphis, TN 38104	None Civic	Public Charity	1,500.00
Colgate University Gift Records Department 13 Oak Drive Hamilton, NY 13346	None Educational	Public Charity	2,000.00
George Mark Children's House 2121 George Mark Lane San Leandro, CA 94578	None Civic	Public Charity	20,000.00
Wolf River Conservancy P.O. Box 11031 Memphis, TN 38111	None Conservation	Public Charity	25,000.00
Enterprise for High School Students 200 Pine Street, 6th Floor San Francisco, CA 94104	None Educational	Public Charity	45,300.00
Tennessee Wildlife Federation 300 Orlando Ave., Suite 200 Nashville, TN 37209	None	Public Charity	25,000.00
Creative Learning Exchange 27 Central Street Acton, MA 01720	None Educational	Public Charity	44,000.00
Loaves & Fishes Food Pantry 51 Old Farm Way Ayer, MA 01432	None Civic	Public Charity	500.00
Natural Wakefulness Center c/o Mr. Loch Kelly 332 W. 88th St., Apt. 1B New York, NY 10024	None Civic	Public Charity	3,000.00
The Fells 465 Route 103 A P.O. Box 276 Newbury, NH 03255	None Civic	Public Charity	25,000.00
Pepperdine University Donor Services 24255 Pacific Coast Highway Malibu, CA 90263	None Educational	Public Charity	3,000.00

Rudolph Steiner School Association 2250 Pontiac Trail Ann Arbor, MI 48105	None Educational	Public Charity	250.00
Kalamazoo Gay-Lesbian Res. Center 629 Pioneer Kalamazoo, MI 49008	None Civic	Public Charity	250.00
Ruth Ellis Center 77 Victor Street Highland Park, MI 48203	None Civic	Public Charity	250.00
Ozone House 1705 Washtenaw Avenue Ann Arbor, MI 48104	None Conservation	Public Charity	300.00
Dodge Nature Center 365 Marie Avenue West West Saint Paul, MN 55118	None Conservation	Public Charity	1,000.00
Walk on Therapeutic Riding Programs, Inc. c/o Double K Acres Equestrian Center 1469 County Road J River Falls, WI 54022	None Civic	Public Charity	2,000.00
Pauline S. Schneegas Wildlife Foundation 5945 County Road 346 Silt, CO 81652	None Conservation	Public Charity	20,500.00
Cope Environmental Center 4910 Shoemaker Road Centerville, IN 47330	None Conservation	Public Charity	48,000.00
Nature Conservancy – Minnesota 1101 West River Parkway, Suite 200 Minneapolis, MN 55415	None Conservation	Public Charity	40,000.00
Equality Michigan 19641 West 7 Mile Road Detroit, MI 48219	None Civic	Public Charity	550.00
Ocean Recovery Alliance c/o Malibu Foundation 1471 S. Bedford St. #3 Los Angeles, CA 90035	None Conservation	Public Charity	30,000.00

Salvation Army –Charlottesville, VA 207 Ridge Street P.O. Box 296 Charlottesville, VA 22902	None Civic	Public Charity	500.00
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Monterey Bay Labrador Retriever Rescue P.O. Box 269 Pebble Beach, CA 93953	None Humane	Public Charity	1,000.00
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Animal Medical Center 510 East 62 nd Street New York, NY 10065	None Humane	Public Charity	1,000.00
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TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>531,800.00</u>
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