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

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

2013

For calendar year 2013, or tax year beginning , 2013, and ending

Kahle/Austin Foundation
513B Simonds Loop
San Francisco, CA 94129

A Employer identification number
91-1816164

B Telephone number (see the instructions)
(415) 931-8796

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, column (c), line 16) \$ 48,599,374.
J Accounting method ☐ Cash ☒ Accrual
(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

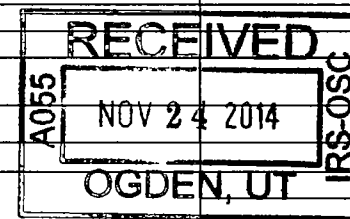
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(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 (att sch)	24,963,926.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	347,408.	347,408.	N/A	
4 Dividends and interest from securities	349,080.	349,080.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-634,749.			
b Gross sales price for all assets on line 6a	29,253,053.			
7 Capital gain net income (from Part IV, line 2)		23,761,962.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	210,613.	210,588.		
12 Total. Add lines 1 through 11	* 25,236,278.	24,669,038.		
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	475.			475.
b Accounting fees (attach sch) See St 3	12,880.			12,880.
c Other prof fees (attach sch) See St 4	77,538.	77,538.		
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 5	801.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Statement 6	122,222.	66.		121,981.
24 Total operating and administrative expenses. Add lines 13 through 23	213,916.	77,604.		135,336.
25 Contributions, gifts, grants paid Part XV	1,447,913.			1,467,913.
26 Total expenses and disbursements. Add lines 24 and 25	* 1,661,829.	77,604.		1,603,249.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	23,574,449.			
b Net investment income (if negative, enter 0-)		24,591,434.		
c Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	33,712.	184,773.	184,773.
	2 Savings and temporary cash investments	555,922.	3,418,083.	3,418,083.
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	42,408.	32,207.	32,207.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 7	5,984,928.	17,528,874.	17,528,874.
	c Investments — corporate bonds (attach schedule) Statement 8	2,006,900.	6,080,745.	6,080,745.
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 9	15,962,422.	21,346,358.	21,346,358.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe See Statement 10)	8,334.	8,334.	8,334.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	24,594,626.	48,599,374.	48,599,374.
	17 Accounts payable and accrued expenses		175.	
	18 Grants payable	20,000.		
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 11)	22,500.	13,100.	
	23 Total liabilities (add lines 17 through 22)	42,500.	13,275.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	24,552,126.	48,586,099.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	24,552,126.	48,586,099.	
	31 Total liabilities and net assets/fund balances (see instructions)	24,594,626.	48,599,374.	

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	24,552,126.
2 Enter amount from Part I, line 27a	2	23,574,449.
3 Other increases not included in line 2 (itemize) See Statement 12	3	459,524.
4 Add lines 1, 2, and 3	4	48,586,099.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	48,586,099.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Sale of Publicly Traded Securities	P	Various	Various
b Loss on Impairment of Investment	P	Various	Various
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 29,253,053.		3,491,091.	25,761,962.
b		2,000,000.	-2,000,000.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			25,761,962.
b			-2,000,000.
c			
d			
e			

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	23,761,962.
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) (see instructions). If (loss), enter -0- in Part I, line 8] —	3	23,761,962.

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 (column (b) divided by column (c))
2012	927,477.	19,065,180.	0.048648
2011	1,106,419.	22,521,012.	0.049128
2010	1,351,164.	27,300,238.	0.049493
2009	1,877,196.	37,914,203.	0.049512
2008	2,014,477.	40,814,625.	0.049357

2 Total of line 1, column (d)	2	0.246138
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	0.049228
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	20,162,334.
5 Multiply line 4 by line 3	5	992,551.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	245,914.
7 Add lines 5 and 6	7	1,238,465.
8 Enter qualifying distributions from Part XII, line 4	8	1,603,249.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	245,914.
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	245,914.
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	245,914.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	38,701.	
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	38,701.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9	207,213.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	See St 13	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>		13	X
14	The books are in care of <u>Barbara Blakely</u> Telephone no <u>(415) 931-8796</u> Located at <u>513B Simonds Loop San Francisco, CA</u> ZIP + 4 <u>94129</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. <u>N/A</u>		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	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
1 a 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 checked="" type="checkbox"/> Yes <input 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"/>	1 b	X
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?	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)):		
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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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)	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	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)? (see instructions)

☒ 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)?5 b ☐ XOrganizations 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?☒ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). See Statement 14

6 a 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?6 b ☐ X

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

7 a 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

7 b ☐**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 (see instructions).

(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 513B Simonds Loop San Francisco, CA 94129	Pres & Tres 2.00	0.	0.	0.
Mary K. Austin 513B Simonds Loop San Francisco, CA 94129	VP & Sec 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). 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** (see instructions). If none, enter 'NONE.'

(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	77,538.
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 (see instructions)

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	1 a	18,697,740.
b Average of monthly cash balances	1 b	1,771,635.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	20,469,375.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	20,469,375.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	307,041.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	20,162,334.
6 Minimum investment return. Enter 5% of line 5	6	1,008,117.

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	1,008,117.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	245,914.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	245,914.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	762,203.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	762,203.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	762,203.

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	1 a	1,603,249.
b 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:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,603,249.
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	245,914.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,357,335.

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				762,203.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008	1,202,868.			
b From 2009	1,490,196.			
c From 2010	4,674,713.			
d From 2011	3,468,137.			
e From 2012	2,977,713.			
f Total of lines 3a through e	13,813,627.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,603,249.				
a Applied to 2012, but not more than line 2a			0.	
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				762,203.
e Remaining amount distributed out of corpus	841,046.			
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	14,654,673.			
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 instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,202,868.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	13,451,805.			
10 Analysis of line 9:				
a Excess from 2009	1,490,196.			
b Excess from 2010	4,674,713.			
c Excess from 2011	3,468,137.			
d Excess from 2012	2,977,713.			
e Excess from 2013	841,046.			

BAA

Form 990-PF (2013)

N/A

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

- (4) Gross investment income.**

[illegible]

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 16				
Total			3 a	1,467,913.
<i>b Approved for future payment</i>				
Total			3 b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Kahle/Austin Foundation

Employer identification number

91-1816164

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

or 990-PF.

Employer identification number

91-1816164

Part I

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Mary Austin & Brewster Kahle 513B Simonds Loop San Francisco, CA 94129	\$ 24,963,926.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

Kahle/Austin Foundation

91-1816164

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	69,688 shares of Amazon.com Inc Shares		
		\$ 24,963,926	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Employer identification number

91-1816164

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

► \$ N/A

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

OMB No 1545-1709

- 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 extension 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 request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Enter filer's identifying number, see instructions**

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	Kahle/Austin Foundation		91-1816164
	Number, street, and room or suite number. If a P.O. box, see instructions		Social security number (SSN)
	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)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Barbara Blakely

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 ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2014, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☒ calendar year 2013 or
► ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	53,701.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	38,701.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	15,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev 1-2014)

FIFZ0501L 12/31/13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	Kahle/Austin Foundation	91-1816164	
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)	
File by the extended due date for filing your return. 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)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ▶ Barbara Blakely
- 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 ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 2014
- For calendar year 2013, or other tax year beginning _____, 20____, and ending _____, 20____
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension The Foundation requires additional time to gather the information necessary to file a complete and accurate return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	53,701.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [Signature] Title ▶ DA Date ▶ 8/12/14

BAA FIF20502L 12/31/13 Form 8868 (Rev 1-2014)

Kahle/Austin Foundation

91-1816164

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Refunds	\$ 25.		
Rental Income - Noninvestment Property	210,588.	\$ 210,588.	
Total	<u>\$ 210,613.</u>	<u>\$ 210,588.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 475.			\$ 475.
Total	<u>\$ 475.</u>	<u>\$ 0.</u>		<u>\$ 475.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit ..	\$ 7,500.			\$ 7,500.
Tax Preparation ..	5,380.			5,380.
Total	<u>\$ 12,880.</u>	<u>\$ 0.</u>		<u>\$ 12,880.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 77,538.	\$ 77,538.		
Total	<u>\$ 77,538.</u>	<u>\$ 77,538.</u>		<u>\$ 0.</u>

Kahle/Austin Foundation

91-1816164

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes	\$ 801.			
Total	<u>\$ 801.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

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 Purposes
Bank Fees ...	\$ 30.	\$ 30.		
Bookkeeping	2,150.			\$ 2,150.
Filing Fees	185.			185.
Open Library of SF Expenses.	119,857.	36.		119,646.
Total	<u>\$ 122,222.</u>	<u>\$ 66.</u>	<u></u>	<u>\$ 121,981.</u>

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

Corporate Stocks		Valuation Method	Book Value	Fair Market Value
Chevron Corp	4,676 Sh	Mkt Val	\$ 584,079.	\$ 584,079.
Exxon Mobil	8,862 Sh	Mkt Val	896,834.	896,834.
Schlumberger Ltd USD	8,400 Sh	Mkt Val	756,924.	756,924.
Conocophillips	5,700 Sh	Mkt Val	402,705.	402,705.
Kraft Foods Inc	8,000 Sh	Mkt Val	431,280.	431,280.
Coca Cola Co.	19,200 Sh	Mkt Val	793,152.	793,152.
Pfizer Incorporated	26,000 Sh	Mkt Val	796,380.	796,380.
American Express Co.	5,000 Sh	Mkt Val	453,650.	453,650.
Berkshire Hathaway Inc.	4,900 Sh	Mkt Val	580,944.	580,944.
Mondelez Intl Inc.	27,000 Sh	Mkt Val	953,100.	953,100.
Johnson & Johnson	3,200 Sh	Mkt Val	293,088.	293,088.
Vodafone GP PLC ADS	10,600 Sh	Mkt Val	416,686.	416,686.
Ambev SA Sponsored ADR	76,500 Sh	Mkt Val	562,275.	562,275.
BP PLC ADS	26,200 Sh	Mkt Val	1,273,582.	1,273,582.
Capital One Financial Corp	16,500 Sh	Mkt Val	1,264,065.	1,264,065.
Crown Castle Intl	16,000 Sh	Mkt Val	1,174,880.	1,174,880.
Estee Lauder Co	16,300 Sh	Mkt Val	1,227,716.	1,227,716.
Invesco Ltd	24,900 Sh	Mkt Val	906,360.	906,360.
Level 3 Communications Inc	32,200 Sh	Mkt Val	1,068,074.	1,068,074.
Occidental Petroleum Corp	10,200 Sh	Mkt Val	970,020.	970,020.
Twenty-First Century Fox	25,500 Sh	Mkt Val	896,835.	896,835.
Wal Mart Stores Inc	10,500 Sh	Mkt Val	826,245.	826,245.
Total			<u>\$ 17,528,874.</u>	<u>\$ 17,528,874.</u>

Kahle/Austin Foundation

91-1816164

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
AT&T Inc 0.875% 2/13/2015 1,000,000 Sh	Mkt Val	\$ 1,002,110.	\$ 1,002,110.
JP Morgan 5.150% 10/1/2015 500,000 Sh	Mkt Val	534,400.	534,400.
Coca Cola 1.800% 9/1/2016 1,000,000 Sh	Mkt Val	1,024,020.	1,024,020.
Wells Fargo 5.125% 9/15/2016 500,000 Sh	Mkt Val	550,365.	550,365.
Amgen Inc 2.125% 5/15/2017 1,000,000 Sh	Mkt Val	1,012,660.	1,012,660.
Walt Disney 1.100% 12/1/2017 500,000 Sh	Mkt Val	492,690.	492,690.
Berksh Hath 1.300% 11/1/2018 1,000,00 Sh	Mkt Val	488,590.	488,590.
Colgate 1.500% 11/1/2018 1,000,000 Sh	Mkt Val	975,910.	975,910.
	Total	\$ 6,080,745.	\$ 6,080,745.

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

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued Interest	Mkt Val	\$ 56,105.	\$ 56,105.
Open Library of San Francisco	Mkt Val	7,537,261.	7,537,261.
Total Other Investments		\$ 7,593,366.	\$ 7,593,366.

Other Publicly Traded Securities

Ishares MSCI Emrging Mkts Ind, 27,000 Sh	Mkt Val	1,261,710.	1,261,710.
Ishares TR S&P Euro Plus 45,000 Sh	Mkt Val	2,135,250.	2,135,250.
Wisdomtree Trust Japn 30,600 Sh	Mkt Val	1,555,704.	1,555,704.
Hartford Floating Rate I 155,150 Sh	Mkt Val	1,402,556.	1,402,556.
Invesco Floating Rate Y 201,021 Sh	Mkt Val	1,604,149.	1,604,149.
Pioneer Floating Rate Y 286,780 Sh	Mkt Val	1,998,858.	1,998,858.
Virtus Insight Emerg MKTS I 58,311 Sh	Mkt Val	556,874.	556,874.
Virtus Senior Floating Rate I 202,871 Sh	Mkt Val	2,002,338.	2,002,338.
Total Other Publicly Traded Securities		\$ 12,517,439.	\$ 12,517,439.

Other Securities

Norway Govn't 5.000% 3,750,000 Sh	Mkt Val	647,850.	647,850.
Canada Govn't 2.250% 150,000 Sh	Mkt Val	142,272.	142,272.
Singapore Govn't 3.625% 225,000 Sh	Mkt Val	181,089.	181,089.
Singapore Govn't 2.875% 200,000 Sh	Mkt Val	164,342.	164,342.
Kirtas Technologies	Mkt Val	100,000.	100,000.
Total Other Securities		\$ 1,235,553.	\$ 1,235,553.
Total		\$ 21,346,358.	\$ 21,346,358.

Kahle/Austin Foundation

91-1816164

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

	<u>Book Value</u>	<u>Fair Market Value</u>
Program Related Investment - SFCFB.	\$ 8,334.	\$ 8,334.
Total	<u>\$ 8,334.</u>	<u>\$ 8,334.</u>

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

Deferred Federal Excise Taxes	\$ 13,100.
Total	<u>\$ 13,100.</u>

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

Net Unrealized Gains or Losses on Investments	\$ 459,524.
Total	<u>\$ 459,524.</u>

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

During 2013, the Foundation donated \$60,000 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:	\$ 1000000
Grant Purpose:	The grant shall be used for general support
Amt. Expended by Grantee:	\$ 1000000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	Annual
Date of Verification:	
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.

Kahle/Austin Foundation

91-1816164

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Internet Archive PO Box 29244 San Francisco, CA 94129	N/A	POF	General Support	\$ 1,000,000.
Presidio Hill School 3839 Washington Street San Francisco, CA 94118	N/A	PC	General Support	5,000.
SF Center for the Book 300 De Haro Street #334 San Francisco, CA 94103	N/A	PC	General Support	80,000.
Oxbow School 530 Third Street Napa, CA 94559	N/A	PC	General Support	1,000.
Minnesota Ctr for the Bk Arts 1011 Washington Ave S #100 Minneapolis, MN 55415	N/A	PC	General support	1,000.
ACLU Foundation 1663 Mission Street, Ste 460 San Francisco, CA 94103	N/A	PC	General support	5,000.

Kahle/Austin Foundation

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Oberlin College Office of Dev. 50 W Lorain Street Oberlin, OH 44074	N/A	PC	Oberlin Alumni Fund	\$ 1,000.
KQED 2601 Mariposa Street San Francisco, CA 94110	N/A	PC	General support	1,000.
KPFA 1929 ML King Jr Way Berkeley, CA 94704	N/A	PC	General support	1,000.
Electronic Frontier Fdn 454 Shotwell Street San Francisco, CA 94110	N/A	PC	General support	5,000.
The Long Now Foundation PO Box 29462 San Francisco, CA 94129	N/A	PC	General Support	1,414.
Public Knowledge 1875 Connecticut Ave NW #650 Washington, DC 20009	N/A	PC	General Support	100,000.
The MIT Alumni Fund 77 Massachusetts Ave, W92-280 Cambridge, MA 02139	N/A	PC	General Support	3,000.
Project Gutenberg 809 North 1500 West Salt Lake City, UT 84116	N/A	PC	General Support	500.
Free Software Foundation 59 Temple Place, Suite 330 Boston, MA 02111	N/A	PC	General Support	3,333.
Bread & Puppet Theatre RR2 Glover, VT 05839	N/A	PC	General Support	31,416.
Center for Art In Translation 35 Stilman Street, Suite 201 San Francisco, CA 94107	N/A	PC	General Support	25,000.
San Francisco Foundation 225 Bush Street, Suite 500 San Francisco, CA 94104	N/A	PC	General Support	60,000.

Kahle/Austin Foundation

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Guidestar 4801 Courthouse St., Ste 220 Williamsburg, VA 23188	N/A	PC	General Support	\$ 1,000.
Musical Traditions 332 Valencia St., Suite 301 San Francisco, CA 94103	N/A	PC	General Support	1,000.
The Codex Foundation 2203 Fourth Street Berkeley, CA 94710	N/A	PC	General Support	1,000.
Beat Within 275 Ninth Street San Francisco, CA 94103	N/A	PC	General Support	750.
Exploratorium Pier 15 San Francisco, CA 94111	N/A	PC	General Support	1,000.
SF Mime Troupe 855 Treat Avenue San Francisco, CA 94110	N/A	PC	General Support	10,000.
The California Academy of Sciences 55 Music Concourse Drive San Francisco, CA 94118	N/A	PC	Restricted to Student Science Fellows Program	30,000.
826 Valencia 826 Valencia San Francisco, CA 94110	N/A	PC	General Support	500.
Wellesley College 106 Central Street Wellesley, MA 02481	N/A	PC	General Support	5,000.
Democracy Now 87 Lafayette St Floor M New York, NY 10013	N/A	PC	General Support	12,000.
UC Berkeley Law - Samuelson Clinic 2080 Addison Street Berkeley, CA 94720	N/A	PC	Samuelson Law, Technology & Public Policy Clinic	1,000.
Presidio Hill School 3839 Washington Street San Francisco, CA 94118	N/A	PC	General Support	20,000.

Kahle/Austin Foundation

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Ecology Action 5798 Ridgewood Road Willits, CA 95490	N/A	PC	General Support	\$ 500.
Urban School of San Francisco 1563 Page Street San Francisco, CA 94117	N/A	PC	General Support	31,000.
Williams College Alumni Fund 75 Park Street Williamstown, MA 01267	N/A	PC	General Support	500.
Question Copyright.org P.O. Box 20165 Stanford, CA 94309	N/A	PC	General Support	1,000.
Shotgun Players 1901 Ashby Avenue Berkeley, CA 94703	N/A	PC	General Support	1,000.
San Francisco Nature Education 3450 Geary Blvd., Ste 108 San Francisco, CA 94118	N/A	PC	General Support	1,000.
San Francisco Art Institute 800 Chestnut Street San Francisco, CA 94133	N/A	PC	For educational purposes	5,000.
Bumi Sehat Foundation International 25 Colby Street Barre, VT 05641	N/A	PC	Robin Lim's Foundation	10,000.
Progressive Technology Project 2801 21st Avenue S No 132E Minneapolis, MN 55407	N/A	PC	Civi Volunteer	10,000.

Total \$ 1,467,913.

Statement 17
Form 990-PF
Supplemental Information

Reconciliation of Revenue per Audited Financial Statements with Revenue Reported on Form 990-PF, Return of Private Foundation	
Total revenue per audited financial statements	\$ 25,793,489
Amounts included in the audited financial statements but not included in line 12, column (a), Form 990-PF:	
Investment Management Fee	77,538
Amounts not included in the audited financial statements but included in line 12, column (a), Form 990-PF:	
Net realized gains on investments	1,365,251
Loss on Impairment of Investment	(2,000,000)
Total revenue per line 12, column (a), Form 990-PF	\$ 25,236,278

Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation	
Total expenses per audited financial statements	\$ 1,584,291
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	77,538
Total expenses per line 26, column (a), Form 990-PF	\$ 1,661,829