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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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 12-01-2013 , and ending 11-30-2014

Name of foundation The Austin Foundation Inc		A Employer identification number 14-1777852	
% FOUNDATION SOURCE		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd			
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 2,625,954		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	37	37		
	4 Dividends and interest from securities.	58,135	58,135		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	57,931			
	b Gross sales price for all assets on line 6a 1,126,136				
	7 Capital gain net income (from Part IV, line 2) . . .		57,931		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	41	41		
	12 Total. Add lines 1 through 11	116,144	116,144		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	18,525	18,525		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,626	26		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	17,091	760		16,331
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	37,242	19,311		16,331
	25 Contributions, gifts, grants paid	108,000			108,000
	26 Total expenses and disbursements. Add lines 24 and 25	145,242	19,311		124,331
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-29,098			
	b Net investment income (if negative, enter -0-)		96,833		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	109,954	94,004	94,004
	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 schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,023,817	☒ 2,184,416	2,497,197
	c	Investments—corporate bonds (attach schedule).	100,028	☒ 14,000	9,759
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	117,407	☒ 29,688	24,994
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,351,206	2,322,108	2,625,954	
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,351,206	2,322,108	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,351,206	2,322,108	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,351,206	2,322,108	

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	2,351,206
2	Enter amount from Part I, line 27a	2	-29,098
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,322,108
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	2,322,108

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)
1 a	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
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 1,126,136		1,063,466	62,670
b			-4,739
c			
d			
e			

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			62,670
b			
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	57,931
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	

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 page 18 of 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	127,434	2,545,027	0 050072
2011	113,910	2,495,059	0 045654
2010	110,881	2,587,369	0 042855
2009	115,532	2,483,653	0 046517
2008	146,831	2,244,287	0 065424

2 Total of line 1, column (d).	2	0 250522
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 050104
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,624,270
5 Multiply line 4 by line 3.	5	131,486
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	968
7 Add lines 5 and 6.	7	132,454
8 Enter qualifying distributions from Part XII, line 4.	8	124,331

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 page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	1,937
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2.		3	1,937
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,937
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,810
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	127
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	1,937
8 Enter any penalty for underpayment of estimated tax Check here ☒ 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	
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 ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - 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?		6	Yes
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.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY			
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 .		8b	Yes
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		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of FOUNDATION SOURCE Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377			
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		
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
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
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 20 , 20 , 20 , 20			
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).	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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(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)?		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?	☐ 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	No
	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?		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 (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
Karen Head	Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 0			
Kimberly A Head	Pres / Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 0			
Stephen Markovits	Pres	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 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
Total number of other employees paid over \$50,000.				

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

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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

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	2,554,222
b	Average of monthly cash balances.	1b	110,011
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,664,233
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,664,233
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	39,963
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,624,270
6	Minimum investment return. Enter 5% of line 5.	6	131,214

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	131,214
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,937
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,937
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	129,277
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	129,277
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	129,277

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	124,331
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	124,331
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	124,331
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				129,277
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			119,637	
b Total for prior years 2011 , 2010 , 2009				
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 124,331				
a Applied to 2012, but not more than line 2a			119,637	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				4,694
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).)				
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.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				124,583
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
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. . . . 0				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	108,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN NATIONAL RED CROSS PO BOX 97089 WASHINGTON,DC 20090	N/A	PC	General & Unrestricted	4,000
AMERICAN NATIONAL RED CROSS INTERNATIONAL RESPONSE PO BOX 37243 WASHINGTON,DC 20013	N/A	PC	General & Unrestricted	4,000
AMERICAN UNIVERSITY- WAMU 885 4400 MASSACHUSETTS AVE NW WASHINGTON,DC 20016	N/A	PC	General & Unrestricted	2,000
BLUE RIDGE AREA FOOD BANK INC PO BOX 937 VERONA,VA 24482	N/A	PC	General & Unrestricted	4,000
CENTRAL VIRGINIA FOODBANK 1415 RHOADMILLER ST RICHMOND,VA 23220	N/A	PC	General & Unrestricted	4,000
DIG IN YANCEY COMMUNITY GARDEN PO BOX 1095 BURNSVILLE,NC 28714	N/A	PC	General & Unrestricted	1,500
FAUQUIER COMMUNITY FOOD BANK AND THRIFT STORE 249 E SHIRLEY AVE WARRENTON,VA 20186	N/A	PC	General & Unrestricted	4,000
GRAHAM CHILDREN'S HEALTH SERVICES INC 202 MEDICAL CAMPUS DR BURNSVILLE,NC 28714	N/A	PC	General & Unrestricted	10,000
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS 3939 CAMPBELL AVE ARLINGTON,VA 22206	N/A	PC	Television department and radio department	4,000
HELIOS WARRIORS INC 251 HAYWOOD ST STE D ASHEVILLE,NC 28801	N/A	PC	General & Unrestricted	5,000
HIGGINS MEMORIAL UNITED METHODIST CHURCH PO BOX 85 BURNSVILLE,NC 28714	N/A	PC	feed, clothe, shelter, education and support for people	10,000
HOPE FOR HORSES PO BOX 1449 LEICESTER,NC 28748	N/A	PC	General & Unrestricted	2,000
MANNA FOOD BANK INC 627 SWANNANOA RIVER RD ASHEVILLE,NC 28805	N/A	PC	General & Unrestricted	5,000
MHZ NETWORKS 8101A LEE HWY FALLS CHURCH,VA 22042	N/A	PC	WCVE Community Idea NPR Station	1,000
NATIONAL PUBLIC RADIO INC 1111 N CAPITOL ST NE WASHINGTON,DC 20002	N/A	PC	General & Unrestricted	5,000
Total ▶ 3a				108,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OXFAM-AMERICA INC 226 CAUSEWAY ST 5TH FL BOSTON,MA 02114	N/A	PC	General & Unrestricted	4,000
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 5 COURT ST MIDDLEBURY,VT 05753	N/A	PC	Middlebury Language School and General Fund	5,000
READING IS FUNDAMENTAL INC 1730 RHODE ISLAND AVE NW 11TH FL WASHINGTON,DC 20036	N/A	PC	General & Unrestricted	5,000
SIDWELL FRIENDS SCHOOL 3825 WISCONSIN AVE NW WASHINGTON,DC 20016	N/A	PC	General & Unrestricted	1,000
ST MARK'S EPISCOPAL CHURCH 700 E MILL ST BEAVER DAM,WI 53916	N/A	PC	Discretionary Fund and Funds for Sabbatical for Rector	5,000
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO,CA 94129	N/A	PC	General & Unrestricted	10,000
TOE RIVER ARTS COUNCIL INC PO BOX 882 BURNSVILLE,NC 28714	N/A	PC	General & Unrestricted	3,000
TRUSTEES OF COLUMBIA UNIVERSITY 722 W 168TH ST 12TH FL NEW YORK,NY 10032	N/A	PC	General & Unrestricted	1,000
UNITED STATES FUND FOR UNICEF 125 MAIDEN LN FL 10 NEW YORK,NY 10038	N/A	PC	General & Unrestricted	4,000
WESTERN NORTH CAROLINA PUBLIC RADIO INC 73 BROADWAY ST ASHEVILLE,NC 28801	N/A	PC	General & Unrestricted	1,500
YANCEY COUNTY PUBLIC LIBRARY 18 TOWN SQ BURNSVILLE,NC 28714	N/A	PC	General & Unrestricted	3,000
Total  3a				108,000

TY 2013 Compensation Explanation

Name: The Austin Foundation Inc

EIN: 14-1777852

Person Name	Explanation
Stephen Markovits	*Deceased on 3/12/14

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Austin Foundation Inc

EIN: 14-1777852

**TY 2013 Investments Corporate
Bonds Schedule**

Name: The Austin Foundation Inc
EIN: 14-1777852

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BARCLAYS BANK PLC - 0.00% - 06	14,000	9,759

TY 2013 Investments Corporate
Stock Schedule

Name: The Austin Foundation Inc
EIN: 14-1777852

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	1,522	1,602
ACCENTURE PLC	2,359	2,504
ACE LTD	3,623	4,574
ACTAVIS PLC	1,764	2,165
ADOBE SYSTEMS, INC.	1,146	2,579
ALCOA INC.	3,013	3,112
ALEXION PHARMACEUTICALS, INC.	897	1,559
ALLIANCE DATA SYSTEM CORP	942	1,429
ANADARKO PETROLEUM CORP	3,113	3,166
APPLE INC.	10,734	14,985
ASTON OPTIMUM MID CAP FUND CLA	63,172	79,016
AVAGO TECHNOLOGIES LIMITED	3,530	6,258
BANK OF AMERICA CORP	4,338	6,663
BIOGEN IDEC INC	2,960	4,000
BLACKROCK INC	1,653	1,795
BOSTON SCIENTIFIC	2,375	2,317
BRISTOL-MYERS SQUIBB CO	3,507	4,724
BROADCOM CORPORATION	1,867	2,113
BROWN ADVISORY WMC JAPAN ALPHA	27,223	29,341
CAPITAL ONE FINANCIAL CORP	2,099	2,912
CAPITAL PRIVATE CLIENT SVCS FD	75,074	87,660
CAUSEWAY INTERNATIONAL VALUE F	65,441	65,317
CELGENE CORP	1,408	3,297
CHARTER COMMUNICATIONS	2,264	2,376
CISCO SYSTEMS INC	1,055	2,211
CITIGROUP INC	3,463	5,667
COCA-COLA CO	2,122	2,152
COLGATE-PALMOLIVE COMPANY	1,423	1,601
COMCAST CORP CL A	4,383	6,560
CONSTELLATION BRANDS INC	1,663	1,832

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COSTCO WHOLESALE CORPORATION	1,459	1,705
CSX CORP	2,035	3,394
CVS CAREMARK CORP.	2,359	3,289
DANAHER CORP	2,005	2,173
DISH NETWORK CORP	1,934	3,573
DODGE & COX FUNDS INTERNATIONAL	97,549	112,959
DODGE & COX INCOME FUND	78,691	80,478
DOMINION RESOURCES INC	1,752	1,814
DOW CHEMICAL PV	2,432	2,969
DU PONT DE NEMOURS	2,660	2,785
EATON VANCE GLOBAL MACRO FD CL	82,105	75,104
EMERSON ELECTRIC CO.	2,177	2,359
EXXON MOBIL CORP	2,902	4,165
FACEBOOK INC	5,455	5,594
FLOWSERVE CP	1,616	1,236
FLUOR CORP	2,866	2,790
GATEWAY FUND CLASS Y	126,704	139,036
GENERAL MILLS INC	607	1,424
GENERAL MOTORS	4,552	4,981
GILEAD SCIENCES INC	1,596	1,404
GOLDMAN SACHS STRAT INC-INSTIT	26,148	25,486
GOOGLE INC CL A	3,572	4,393
GOOGLE INC CL C	5,778	6,502
HARMAN INTERNATIONAL INDUSTRIE	2,744	3,039
HARTFORD FINANCIALSERVICES GRO	1,693	2,189
HOME DEPOT INC.	3,424	5,566
HONEYWELL INTERNATIONAL INC.	4,479	7,133
HUMANA INC	2,078	3,587
INTERCONTINENTAL EXCHANGE INC	1,680	2,034
INVESCO PLC	732	1,009

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES MSCI EMERGING MARKETS	16,088	16,185
ISHARES TR S & P MIDCAP 400 IN	53,879	95,644
ISHARES TRUST MSCI EAFE INDEX	52,341	54,647
ISHARES TRUST RUSSELL 1000 GRO	21,765	35,423
ISHARES TRUST- ISHARES MSCI AL	48,136	52,136
JOHNSON & JOHNSON	7,623	9,526
JP MORGAN CORE BOND FUND	131,729	133,887
JP MORGAN EXPANSION INDEX SELE	25,363	38,733
JP MORGAN SHORT DURATION BOND	233,467	233,022
JP MORGAN STRATEGIC INCOME OPP	55,075	54,430
JPMORGAN CHINA REGION SELECT	25,437	31,472
JPMORGAN EMERGING MARKETS EQUI	34,971	37,215
JPMORGAN HIGH YIELD BOND FUND	21,409	20,540
JPMORGAN INTERNATIONAL VALUE I	33,005	35,941
JPMORGAN REALTY INCOME FUND	68,091	82,573
JPMORGAN RESEARCH MARKET NEUTR	51,000	54,003
KLA TENCOR CORP	4,073	4,097
LAM RESEARCH CORP	2,332	3,223
LOWES COMPANIES INC.	2,439	5,745
MARATHON OIL CORP COM	3,093	2,400
MARSH AND MCLENNAN COMPANIES I	2,986	3,622
MASCO CORP	2,305	3,243
MASTERCARD INC	3,054	5,237
MERCK & CO INC.	3,608	4,288
METLIFE INC.	3,932	5,561
MICROSOFT CORPORATION	3,028	7,984
MONDELEZ INTERNATIONAL INC	2,532	3,175
MORGAN STANLEY	3,825	4,960
NEXTERA ENERGY, INC	1,935	2,505
NISOURCE INC.	1,501	2,050

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OCCIDENTAL PETROLEUM CORP	7,715	6,860
ORACLE CORP	253	3,350
PACCAR INC	3,856	4,892
PARNASSUS EQUITY INCOME FUND I	26,993	29,849
PAYDEN HIGH INCOME FUND CLASS	31,377	29,835
PEPSICO INC	2,638	2,803
PERRIGO CO PLC	2,587	2,723
PHILIP MORRIS INTL	2,810	2,782
PHILLIPS 66	1,573	1,460
PRICELINE.COM INCORPORATED	2,881	3,481
PRIMECAP ODYSSEY STOCK FUND	57,526	84,477
PROCTER GAMBLE CO	2,327	4,612
QUALCOMM INC	4,126	4,301
SCHLUMBERGER LTD	3,647	6,274
SPDR S&P 500 ETF TRUST	120,083	142,968
STATE STREET CORPORATION	2,263	2,686
STRYKER CORPORATION	1,594	1,765
T. ROWE PRICE NEW ASIA FUND	65,796	79,127
THE ARBITRAGE FUND CLASS I	59,276	58,308
THE MOSAIC CO	2,272	2,151
TIME WARNER INC.	2,945	8,767
TJX COMPANIES INC	1,883	2,183
TRIBUTARY SMALL COMPANY FUND I	26,243	27,350
TWENTY-FIRST CENTURY, FOX INC	2,946	3,312
UNION PACIFIC	2,166	2,452
UNITED CONTINENTAL HOLDINGS IN	2,732	3,980
UNITED TECHNOLOGIES CORP	2,049	6,495
UNITEDHEALTH GROUP INC.	4,142	6,510
VANGUARD MSCI EUROPEAN ETF	26,125	24,770
VERIZON COMMUNICATIONS	4,205	4,755

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERTEX PHARMCTLS INC	2,172	2,947
WALT DISNEY HOLDINGS CO.	1,928	2,683
WELLS FARGO & CO.	4,087	9,534
YUM BRANDS INC	3,261	3,631

TY 2013 Investments - Land Schedule**Name:** The Austin Foundation Inc**EIN:** 14-1777852

TY 2013 Investments - Other Schedule

Name: The Austin Foundation Inc

EIN: 14-1777852

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DB COMMODITY INDEX TRACKING FU		29,688	24,994

TY 2013 Land, Etc. Schedule**Name:** The Austin Foundation Inc**EIN:** 14-1777852

TY 2013 Other Expenses Schedule

Name: The Austin Foundation Inc

EIN: 14-1777852

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	16,016			16,016
K-1 Exp DB COMMODITY INDEX TRA	760	760		
Postage/Delivery Service	65			65
State or Local Filing Fees	250			250

TY 2013 Other Income Schedule

Name: The Austin Foundation Inc

EIN: 14-1777852

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss DB COMMODITY INDEX TRACKING FUND	41	41	

TY 2013 Other Professional Fees Schedule

Name: The Austin Foundation Inc

EIN: 14-1777852

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	18,525	18,525		

TY 2013 Taxes Schedule**Name:** The Austin Foundation Inc**EIN:** 14-1777852

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2014	1,600			
Foreign Tax Paid	26	26		