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For calendar year 2015 or tax year beginning

, and ending

Name of foundation

THE AUSTIN MEMORIAL FOUNDATION

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

3900 KEY CENTER, 127 PUBLIC SQUARE

A Employer identification number

34-6528879

B Telephone number

216-566-5580

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► D 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 ►

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

CLEVELAND, OH 44114-1291

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 12,792,900. (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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3					
4	Dividends and interest from securities	323,839.	323,839.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	1,347,710.			
b					
7	Capital gain net income (from Part IV, line 2)	RECEIVED NOV 15 2016 OCCDEN, UT	1,347,710.		
8	Net short-term capital gain	1000			
9	Income modifications Gross sales less return of and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-2,629.	-4,313.		STATEMENT 2
12	Total. Add lines 1 through 11	1,668,920.	1,667,236.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 3	25,945.	0.	25,945.
b	Accounting fees				
c	Other professional fees	STMT 4	93,314.	93,314.	0.
17	Interest				
18	Taxes	STMT 5	53,181.	53,181.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		35,507.	0.	35,507.
22	Printing and publications				
23	Other expenses	STMT 6	7,558.	7,333.	225.
24	Total operating and administrative expenses. Add lines 13 through 23		215,505.	153,828.	61,677.
25	Contributions, gifts, grants paid		789,550.		789,550.
26	Total expenses and disbursements. Add lines 24 and 25		1,005,055.	153,828.	851,227.
27	Subtract line 26 from line 12:		663,865.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,513,408.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		645,656.	157,112.	157,112.
2	Savings and temporary cash investments		56,971.	17,447.	17,447.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 7	5,874,327.	5,749,186.	7,490,372.
c	Investments - corporate bonds		3,897,248.		
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 8	590,099.	4,957,247.	5,127,969.
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		11,064,301.	10,880,992.	12,792,900.
Liabilities	17 Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable				
22	Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds		5,913,446.	5,913,446.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		5,150,855.	5,814,720.	
30	Total net assets or fund balances		11,064,301.	11,728,166.	
	31 Total liabilities and net assets/fund balances		11,064,301.	11,728,166.	

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	11,064,301.
2	Enter amount from Part I, line 27a	2	663,865.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	11,728,166.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,728,166.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e				1,347,710.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				1,347,710.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,347,710.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014			
2013			
2012			
2011			
2010			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	30,268.			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b						
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).						
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)						
3	Add lines 1 and 2						
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)						
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-						
6	Credits/Payments:						
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	35,000.				
b	Exempt foreign organizations - tax withheld at source	6b					
c	Tax paid with application for extension of time to file (Form 8868)	6c					
d	Backup withholding erroneously withheld	6d					
7	Total credits and payments. Add lines 6a through 6d	7	35,000.				
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	314.				
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	4,418.				
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax ►	11	0.				

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	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>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	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?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>OH</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Form 990-PF (2015)

Part VII-A | Statements Regarding Activities (continued)

	Yes	No
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)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A		
14 The books are in care of ► WILLIAM R. STEWART Telephone no. ► 216-566-5580 Located at ► 3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH ZIP+4 ► 44114-1291		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes No X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015?	4a X 4b X	4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes No

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

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

 Yes No

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

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?

 Yes No

N/A

►

5b

6b

7b

X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

►

0

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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		
Total, Add lines 1 through 3 ►		0.

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,886,219.
b	Average of monthly cash balances	1b	463,324.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,349,543.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,349,543.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	200,243.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,149,300.
6	Minimum investment return Enter 5% of line 5	6	657,465.

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	657,465.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	30,268.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	30,268.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	627,197.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	627,197.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	627,197.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	851,227.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	851,227.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	851,227.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				627,197.
2 Undistributed income, if any, as of the end of 2015			270,655.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 851,227.			270,655.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				580,572.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				46,625.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

N/A

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any 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.

NONE

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 or e-mail address of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A -

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 11				789,550.
Total				► 3a 789,550.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	323,839.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-2,629.	
8 Gain or (loss) from sales of assets other than inventory			18	1,347,710.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,668,920.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,668,920.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

1

Date

► PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of filer or trustee		Date	PTIN
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	WILLIAM R. STEWART	<i>William Stewart</i>	10/27/16
	Firm's name ► THOMPSON HINE LLP		Firm's EIN ► 34-0575300
Firm's address ► 3900 KEY CENTER, 127 PUBLIC SQUARE CLEVELAND, OH 44114-1291		Phone no. (216) 566-5500	
Check <input type="checkbox"/> if self-employed		PTIN	
		P01392229	

THE AUSTIN MEMORIAL FOUNDATION

CONTINUATION FOR 990-PF, PART IV
34-6528879 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NORTHERN TRUST # 02-74249	P	VARIOUS	VARIOUS
b	NTCC SMALLCAP FUND	P	VARIOUS	VARIOUS
c	NTCC SMALLCAP FUND	P	VARIOUS	VARIOUS
d	NTCC INTERNATIONAL FUND	P	VARIOUS	VARIOUS
e	NTCC INTERNATIONAL FUND	P	VARIOUS	VARIOUS
f	NORTHERN TRUST # 02-74249	P	VARIOUS	VARIOUS
g	NORTHERN TRUST # 02-74249	P	VARIOUS	VARIOUS
h	NORTHERN TRUST # 02-41396	P	VARIOUS	VARIOUS
i	NORTHERN TRUST # 02-41396	P	VARIOUS	VARIOUS
j	NORTHERN TRUST #02-41396 CG DIST	P	VARIOUS	VARIOUS
k	NORTHERN TRUST # 02-41396-1250 GAIN	P	VARIOUS	VARIOUS
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			-12,843.
b			742.
c			210,695.
d			-17,521.
e			223,352.
f			544,603.
g			311,208.
h			8,694.
i			71,891.
j			6,830.
k			59.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-12,843.
b			742.
c			210,695.
d			-17,521.
e			223,352.
f			544,603.
g			311,208.
h			8,694.
i			71,891.
j			6,830.
k			59.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,347,710.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST #02-74249 - DIVIDENDS	78,165.	0.	78,165.	78,165.	
NORTHERN TRUST #02-74249 - INT	1.	0.	1.	1.	
NORTHERN TRUST #02-74249 - INTEREST	38,480.	0.	38,480.	38,480.	
NORTHERN TRUST #23-41396 - DIVIDENDS	164,671.	0.	164,671.	164,671.	
NORTHERN TRUST #23-41396 - INTEREST	18.	0.	18.	18.	
VTCC INTER'L FUND-DIVIDENDS	33,995.	0.	33,995.	33,995.	
VTCC INTER'L FUND-INTEREST	86.	0.	86.	86.	
VTCC SMALLCAP FUND- DIVIDENDS	8,367.	0.	8,367.	8,367.	
VTCC SMALLCAP FUND- INTEREST	56.	0.	56.	56.	
TO PART I, LINE 4	323,839.	0.	323,839.	323,839.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME, NO TRUST #02-74249	2,611.	2,611.	
NTCC SMALL CAP FUND	823.	823.	
NTCC INTERNATIONAL FUND	-7,783.	-7,783.	
NORTHERN TRUST-NON-DIV.DIST.	1,684.	0.	
NORTHERN TRUST-# 41396-OTHER	36.	36.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,629.	-4,313.	

FORM 990-PF

LEGAL FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THOMPSON HINE LLP	25,945.	0.		25,945.
TO FM 990-PF, PG 1, LN 16A	25,945.	0.		25,945.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
			(D) CHARITABLE PURPOSES
NORTHERN TRUST BANK OF FLORIDA - AGENCY FEES	37,745.	37,745.	0.
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	16,240.	16,240.	0.
NORTHERN TRUST BANK OF FLORIDA - TRUSTEE FEES	39,329.	39,329.	0.
TO FORM 990-PF, PG 1, LN 16C	93,314.	93,314.	0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	3,433.	3,433.		0.
EXCISE TAX	49,456.	49,456.		0.
UNDERPAYMENT PENALTY & INTEREST	201.	201.		0.
BANK FEES	91.	91.		0.
TO FORM 990-PF, PG 1, LN 18	53,181.	53,181.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO FILING FEE	200.	0.		200.
NTCC SMALLCAP FUND	3,190.	3,190.		0.
NTCC INTERNATIONAL FUND	4,143.	4,143.		0.
STATEMENT FOR CONT EXISTENCE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	7,558.	7,333.		225.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

SEE ATTACHED

5,749,186.

7,490,372.

TOTAL TO FORM 990-PF, PART II, LINE 10B

5,749,186.

7,490,372.

The Austin Memorial Foundation
EIN: 34-6528879

Statement 7

2014 Form 990-PF, Return of Private Foundation

Shares owned 01/01/15	Shares owned 12/31/15	Description	Book Value	Market Value	Book Value
			01/01/15	12/31/15	12/31/15
2171	2171	Abbott Labs	94,642.09	97,499.61	94,642.09
134	75	Abbott Labs	5,894.77	3,368.25	3,299.32
273	282	Abbvie Inc.	11,118.32	16,705.68	11,875.34
814	814	Accenture PLC	67,827.36	85,063.00	67,827.36
	868	Adobe Sys Inc		81,539.92	68,805.96
376		Allergan	73,949.01		
	106	Alphabet Inc Cl A		82,469.06	43,211.23
	159	Alphabet Inc Cl C		120,661.92	71,160.16
532	532	Allstate Corp	17,085.80	33,031.88	17,085.80
206	206	Altria Group	6,768.28	11,991.26	6,768.28
243	184	Analog Devices Inc	10,932.00	10,178.88	7,838.65
635	635	Apple Inc	41,913.14	66,840.10	41,913.14
582	716	Archer Daniels Midland	23,032.71	26,262.88	29,421.63
617	874	AT&T	16,102.95	30,074.34	25,070.43
713	965	Automatic Data Processing	60,338.18	81,754.80	81,591.03
89	88	Automatic Data Processing	5,027.78	7,455.36	4,971.39
599	884	Bank New York/Mellon	16,202.76	36,438.48	27,349.08
	1035	Baxalta		40,396.05	29,131.49
406		Baxter International	20,074.46		
195		Baxter International	12,719.81		
776	357	BB&T Corp	31,450.89	13,498.17	13,792.71
	776	BB&T Corp		29,340.56	31,450.89
195		BCE Inc	7,903.04		
48	45	Blackrock Inc	12,297.87	15,323.40	11,377.93
850		Broadcom Corp	24,721.14		
	1087	CA Inc.		31,044.72	34,184.52
630	464	Cardinal Health Inc	42,123.75	41,421.28	31,024.48
503	503	Celgene Corp	58,516.13	60,239.28	58,516.13
240	366	Chevron Corp	15,341.25	32,925.36	26,835.64
131		Chevron Corp	14,363.47		
579	538	Cisco Systems	12,325.85	14,609.39	11,438.82
1403	1403	Cisco Systems	32,289.27	38,098.46	32,289.27
303	208	Coca Cola Co.	11,151.54	8,935.68	7,521.07
407	621	Conocophillips	18,876.00	28,994.29	30,399.90
	178	Crown Castle International		15,388.10	14,902.23
468	416	CVS Health Corp	31,195.48	40,672.32	27,729.32
536	574	duPont	32,602.41	38,228.40	33,210.62
508	508	Edison International	24,772.26	30,078.68	24,772.26
256	256	Emerson Electric	13,747.84	12,244.48	13,747.84
	379	Express Scripts		33,128.39	34,805.16
	631	Facebook Inc.		66,040.46	50,829.64
384		Factset Resh Sys Inc.	51,489.45		
884	285	Fastenal Co	39,660.27	11,633.70	12,142.04
	1571	Fastenal Co		64,128.22	68,697.77
177	175	Gallagher, Arthur J & Co	6,704.29	7,164.50	6,632.30
671	671	Gartner Inc	56,806.84	60,859.70	56,806.84
594	426	General Electric Co.	13,294.80	13,269.90	9,550.79
87		Genuine Parts	5,532.60		
159		Google Inc	71,299.80		
106		Google Inc Cl A	43,211.23		
191		Grainger, W.W.	48,087.84		
768	868	Halliburton Co.	32,070.33	29,546.72	35,895.75
	135	Hasbro Inc.		9,093.60	7,348.60
177		Health Care REIT Inc.	9,186.07		

The Austin Memorial Foundation
EIN: 34-6528879

Statement 7

2014 Form 990-PF, Return of Private Foundation

Shares owned 01/01/15	Shares owned 12/31/15	Description	Book Value	Market Value 12/31/15	Book Value
			01/01/15		12/31/15
109	Hershey Co.		10,236.58		
	140 Home Depot Inc.			18,515.00	16,211.34
872	1022 Intel Corp.		18,030.71	35,207.90	23,085.95
277	324 Johnson & Johnson		24,322.84	33,281.28	29,054.91
187	136 Johnson & Johnson		14,083.42	13,969.92	11,817.56
798	798 Johnson Controls		35,867.23	31,513.02	35,867.23
202	280 JP Morgan Chase		12,273.94	18,488.40	16,853.80
152	147 Kimberly-Clark		12,155.52	18,713.10	11,687.12
96	Kinder Morgan		3,686.70		
259	Kraft Foods		12,653.39		
508	436 Kraft Heinz Co		26,342.85	31,723.36	23,653.28
95	63 Lockheed Martin		12,766.01	13,680.45	8,799.21
817	606 Lowes Cos.		37,625.87	46,080.24	27,908.54
124	117 Lyondellbasell Industries		10,154.72	10,167.30	9,592.31
688	950 Marathon Oil Corp		22,265.06	11,960.50	29,673.19
104	Marsh & McLennan Cos		5,446.80		
717	717 Marsh & McLennan Cos		32,441.24	39,757.65	32,441.24
1705	1757 Mastercard, Inc		128,498.72	171,061.52	135,189.85
232	264 Maxim Integrated Products		7,555.66	10,032.00	8,613.92
140	McDonalds Corp		12,678.65		
235	522 Merck & Co		10,671.93	27,572.04	27,524.54
522	274 Merck & Co		27,524.54	14,472.68	12,769.21
16,168.01	11,953.49 MFB NTGI_QM Common		1,442,723.72	1,930,727.70	1,137,510.32
344	402 Microsoft Corp.		10,632.76	22,302.96	13,839.27
908	908 Mondelez International		29,505.10	40,714.72	29,505.10
798	1,051 Nestle A Spons ADR		58,532.46	78,215.42	77,575.97
135	153 Nextera Energy		11,214.11	15,895.17	13,111.39
1,053	2,106 Nike Inc Cl B		87,944.26	131,625.00	87,944.26
356	220 Northrop Grumman Corp		40,739.68	41,538.20	25,176.20
149	Novartis AG		9,440.07		
8,209.23	8,378.67 NTCC International		1,311,046.34	1,436,924.31	1,341,194.42
2814.71	2840.21 NTCC Small Cap		417,447.91	694,341.59	424,110.86
288	216 Occidental Petroleum		23,389.19	14,603.76	15,399.12
	444 Occidental Petroleum			30,018.84	34,987.87
96	Oneok, Inc		3,938.36		
2191	2191 Oracle Corp		87,725.11	80,037.23	87,725.11
275	275 O'Reilly Automotive		49,166.30	69,690.50	49,166.30
267	384 Paychex Inc.		11,162.36	20,309.76	16,735.97
113	174 Pepsico		10,362.70	17,386.08	16,361.21
1014	514 Pfizer Inc		31,770.75	16,591.92	16,902.64
	1014 Pfizer Inc.			32,731.92	31,770.75
137	65 Philip Morris		9,582.91	5,714.15	4,805.71
98	163 PNC Financial Services Group		8,642.30	15,535.53	14,154.93
	141 Price, T Rowe Group Inc			10,080.09	11,373.14
75	75 Priceline.com		72,253.25	95,621.25	72,253.25
148	Procter & Gamble		10,253.20		
	42 Public Storage Com			10,403.40	8,440.32
166	153 Qualcomm Inc.		10,787.29	7,647.70	9,955.02
317	506 Quest Diagnostics		16,466.66	35,996.84	29,810.74
450	334 Raytheon Co		42,242.67	41,593.02	31,353.45
172	172 Regeneron Pharmaceuticals		62,442.59	93,373.64	62,442.59
	57 Smucker, JM Co			7,030.38	6,715.00
365	508 Spectra Energy		12,609.21	12,161.52	16,480.50
962	1924 Starbucks		63,106.86	115,497.72	63,106.86

The Austin Memorial Foundation
EIN: 34-6528879

Statement 7

2014 Form 990-PF, Return of Private Foundation

Shares owned	Shares owned	Description	Book Value	Market Value	Book Value
			01/01/15	12/31/15	12/31/15
1228	1228	TJX Cos.	76,355.42	87,077.48	76,355.42
	132	Target Corp		9,584.52	11,198.91
353		U.S. Bancorp.	12,899.05		
165	245	Ventas Inc REIT	11,640.46	13,825.35	14,487.99
548	548	Verizon Communications	25,579.16	25,328.56	25,579.16
562	675	Waste Management	23,270.34	36,024.75	29,239.45
	274	Wec Energy Group		14,058.94	12,033.76
	204	Welltower Inc		13,878.12	10,653.47
220		Williams Co. Inc	7,476.39		
233		Wisconsin Energy	10,111.28		
2236	2236	Xerox Corp	24,023.36	23,768.68	24,023.36
117	124	3M Co.	15,910.09	18,679.36	17,098.46
			\$ 5,874,327.18	\$ 7,490,371.67	\$ 5,749,186.35

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	4,957,247.	5,127,969.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,957,247.	5,127,969.

Statement 8

The Austin Memorial Foundation
EIN: 34-6528879
2015 Form 990-PF, Return of Private Foundation

Part II - Balance Sheet**Line 13 - Other Investments**

	Book Value 01/01/15	Book Value 12/31/15	Market Value 12/31/15
104,372.47/150,092.16 Northern High Yield Fixed Income Fund	\$ 742,102.11	\$ 1,057,239.11	\$ 972,597.19
189,829.80/150,019 94 NTGI Common Daily Aggregate Bond Fund	\$ 1,899,766.06	\$ 1,576,897.19	\$ 1,648,869.16
72,624.91/88,894 01 MFB Northern Int'l Eq Index Fd	\$ 749,073.12	\$ 948,273.12	\$ 958,277.42
32,649.45/13,531.05 Northern Multi Mgr Emerging Markets Equity	\$ 506,306.77	\$ 183,474.14	\$ 193,723.73
0/23,103.93 MFO Nuveen Pfd Sec I	\$0	\$ 401,265.13	\$ 390,918.49
228 96/341 06 HF Diversified Core Strategies Fund	272,701.29	\$ 472,701.29	\$ 598,576.05
37,785.39/37,785.39 MFB Northern Fds Global Real Estate Index Fd	317,397.27	\$ 317,397.27	\$ 365,006.86
	\$ 4,487,346.62	\$ 4,957,247.25	\$ 5,127,968.90

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE	
			BEN PLAN	EXPENSE CONTRIB ACCOUNT
DONALD G. AUSTIN, JR. 169 E. GOODWYN STREET MEMPHIS, TN 38111	PRES., TTEE 1.00	0.	0.	0.
JAMES W. AUSTIN 1225 MAGDALENA COURT LOS ALTOS, CA 94024	TTEE 0.33	0.	0.	0.
SARAH C. KINGSTON 950 LARKSPUR ROAD OAKLAND, CA 94610	TTEE 0.50	0.	0.	0.
STEWART G. AUSTIN, SR. 261 BREMINGTON PLACE MEMPHIS, TN 38111	TTEE 0.33	0.	0.	0.
CHARLES RODGERS 2424 ADAIR STREET SAN MARINO, CA 91108	TTEE 0.33	0.	0.	0.
DAVID A. RODGERS 4 NORTH DRIVE RICHMOND, IN 47374	VP, TREAS., TTEE 0.50	0.	0.	0.
STEWART G. AUSTIN, JR. 128 SOUTH ROSE RD. MEMPHIS, TN 38117	SECRETARY, TTEE 0.50	0.	0.	0.
THOMAS G. AUSTIN 34 FOUNTAIN STREET SAN FRANCISCO, CA 94114	TTEE 0.33	0.	0.	0.
GRETCHEN COLE 1018 LAUREN LANE BASALT, CO 81624	TTEE 0.50	0.	0.	0.
ELLEN AUSTIN SMITH 5 COUNCIL STREET CHARLESTON, SC 29401	TTEE 0.33	0.	0.	0.
SAMUEL H. AUSTIN 4260 WINDY COVE EARLYSVILLE, VA 229369555	TTEE 0.33	0.	0.	0.

THE AUSTIN MEMORIAL FOUNDATION

34-6528879

SARAH R. COLE 1890 HOOKS SPUR BASALT, CO 81621	TTEE 0.33	0.	0.	0.
ANN R. LOEFFLER PO BOX 235 ELKINS, NH 032330235	TTEE 0.33	0.	0.	0.
ALEXANDRA LOEFFLER PROTHERO 28 MILFORD STREET, APT. 3 BOSTON, MA 02118	TTEE 0.33	0.	0.	0.
JOHN C. AUSTIN 317 BERKSHIRE ROAD ANN ARBOR, MI 48104	TTEE 0.33	0.	0.	0.
MARGARET C. CHILES 549 EVANS COURT BASALT, CO 81621	TTEE 0.33	0.	0.	0.
LYNNE RODGERS 127 W 96TH ST. NEW YORK, NY 10025	TTEE 0.33	0.	0.	0.
DONALD G. AUSTIN, III 5 OLD PEAK RD. HONG KONG, CHINA	TTEE 0.33	0.	0.	0.
PAUL AUSTIN 1101 WEST RIVER PARKWAY MINNEAPOLIS, MN 55415	TTEE 0.33	0.	0.	0.
WINNIE LERNER 15 WEST 18TH STREET, 7B NEW YORK, NY 10011	TTEE 0.33	0.	0.	0.
WILLIAM R. STEWART 127 PUBLIC SQUARE CLEVELAND, OH 44114	ASST TREASURER 0.70	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

DISTRIBUTIONS TO BENEFICIARIES
THE AUSTIN MEMORIAL FOUNDATION
For Period 01/01/2015 through 12/31/2015

<u>RECIPIENT NAME & ADDRESS</u>	<u>RECIPIENT RELATIONSHIP & PURPOSE OF GRANT</u>	<u>RECIPIENT STATUS</u>	<u>AMOUNT</u>
A Place to Turn 99 Hartford Street Natick, MA 01760	None Civic	Public Charity	\$3,000.00
Alpine Legal Services P.O. Box 1890 Glenwood Springs, CO 81602	None Civic	Public Charity	35,000.00
American Civil Liberties Union Michigan Chapter 2966 Woodward Avenue Detroit, MI 48201	None Civic	Public Charity	450.00
Animal Humane Society 845 Meadow Lane North Golden Valley, MN 55422	None Humane	Public Charity	250.00
ACES 100 Puppy Smith Street Aspen, CO 81611	None Environmental	Public Charity	36,000.00
Aspen Country Day School 85 Country Day Way Aspen, CO 81611	None Educational	Public Charity	1,000.00
Aspen Education Foundation P.O. Box 2200 Aspen, CO 81612	None Educational	Public Charity	1,000.00
Aspen Historical Society 620 W. Bleeker Street Aspen, CO 81611	None Educational	Public Charity	500.00
Aspen Public Radio 110 E. Hallam Street, Suite 134 Aspen, CO 81611	None Civic	Public Charity	1,000.00

Associated Parents Clubs of Piedmont Box 11192 Piedmont, CA 94611	None Educational	Public Charity	2,000.00
Blue Ridge Area Food Bank P.O. Box 937 Verona, VA 24482	None Civic	Public Charity	\$1,500.00
Boys & Girls Clubs of Memphis 44 South Rembert Memphis, TN 38104	None Civic	Public Charity	2,000.00
Cal Poly Fund Cal Poly State University 1 Grand Avenue St. Luis Obispo, CA 93407	None Educational	Public Charity	1,600.00
Case School of Engineering 10900 Euclid Avenue #500 Cleveland, OH 44106	None Educational	Public Charity	30,000.00
Center for Energy & Environment 212 3rd Avenue, No., Suite 560 Minneapolis, MN 55401	None Conservation	Public Charity	30,000.00
Charleston Day School 15 Archdale Street Charleston, SC 29401	None Educational	Public Charity	2,000.00
Chinese International School Foundation 15 Roszel Road Princeton, NJ 08543	None Educational	Public Charity	4,000.00
Colgate University 13 Oak Drive Hamilton, NY 13346	None Educational	Public Charity	2,000.00
Congregation T'chiyah 15000 W. 10 Mile Road Oak Park, MI 48237	None Religious	Public Charity	100.00
Conservation Minnesota 1101 West River Parkway, Suite 200 Minneapolis, MN 55415	None Conservation	Public Charity	1,500.00
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	None Medical	Public Charity	1,000.00

Dodge Nature Center 365 Marie Avenue West W. Saint Paul, MN 55118	None Conservation	Public Charity	1,000.00
Earlham College 801 National Road West Richmond, IN 47374	None Educational	Public Charity	48,750.00
Ecology Center, Inc. 339 E. Liberty Street #300 Ann Arbor, MI 48104	None Conservation	Public Charity	450.00
Emmanuel Episcopal Center 604 St. Paul Avenue Memphis, TN 38126	None Religious	Public Charity	1,000.00
English in Action P.O. Box 4856 Basalt, CO 81621	None Educational	Public Charity	1,000.00
Episcopal Church of St. Mary the Virgin 2325 Union Street San Francisco, CA 94123	None Religious	Public Charity	4,000.00
Food for the Poor 6401 Lyons Road Coconut Creek, FL 33073	None Civic	Public Charity	1,000.00
Girls Group 2531 Jackson Avenue #188 Ann Arbor, MI 48103	None Educational	Public Charity	300.00
GEM Resources International 117 West Ferry Street Berrien Springs, MI 49103	None Civic	Public Charity	25,000.00
The Hiram House Camp 33775 Hiram Trail Chagrin Falls, OH 44022	None Educational	Public Charity	5,000.00
Huron River Watershed Council 1100 N. Main Street, Suite 210 Ann Arbor, MI 48104	None Conservation	Public Charity	300.00
Hutchison School 1740 Ridgeway Road Memphis, TN 38119	None Educational	Public Charity	1,000.00

ideastream Idea Center 1375 Euclid Avenue Cleveland, OH 44115	None Educational	Public Charity	50,000.00
Kearsarge Regional Ecumenical Ministries P.O. Box 1465 New London, NH 03257	None Religious	Public Charity	1,000.00
Kenyon College 1 Kenyon College Gambier, OH 43022	None Educational	Public Charity	500.00
Mayfield Early Childhood Center	None Educational	Public Charity	250.00
Memphis University School 6191 Park Avenue Memphis, TN 38119	None Educational	Public Charity	1,000.00
Memphis Boychoir, Inc. 3245 Central Avenue Memphis, TN 38111	None Educational	Public Charity	1,000.00
Michigan Environmental Council 602 W. Ionia Street Lansing, MI 48933	None Conservation	Public Charity	300.00
Michigan League of Conservation Voters 213 W. Liberty St., Suite 300 Ann Arbor, MI 48104	None Conservation	Public Charity	650.00
Michigan Theater 603 E. Liberty Ann Arbor, MI 48104	None Civic	Public Charity	400.00
Middlesex School 1400 Lowell Road Concord, MA 01742	None Educational	Public Charity	2,000.00
Mid-South Food Bank 239 South Dudley Street Memphis, TN 38104	None Civic	Public Charity	2,000.00
Monterey Bay Labrador Retriever Rescue P.O. Box 269 Pebble Beach, CA 93953	None Humane	Public Charity	1,000.00

Natick Community Organic Farm 117 Eliot Street Natick, MA 01760	None Civic	Public Charity	40,000.00
National Wildlife Federation 213 West Liberty Street, Suite 200 Ann Arbor, MI 48104	None Conservation	Public Charity	300.00
Nature Conservancy – Colorado 2424 Spruce Street Boulder, CO 80302	None Conservation	Public Charity	500.00
Nature Conservancy – Indiana 620 East Ohio Street Indianapolis, IN 46202	None Conservation	Public Charity	54,000.00
Nature Conservancy – Tennessee 210 25th Avenue North #810 Nashville, TN 37203	None Conservation	Public Charity	40,000.00
The Neutral Zone 310 E. Washington Street Ann Arbor, MI 48104	None Civic	Public Charity	500.00
Nichols Arboretum – Matthai Gardens 1800 N. Dixboro Ann Arbor, MI 48105	None Civic	Public Charity	250.00
N.C. Little Memorial Hospice 7019 Lynmar Lane Edina, MN 55435	None Medical	Public Charity	500.00
Oakland Elizabeth House P.O. Box 1175 Berkeley, CA 94701	None Civic	Public Charity	12,800.00
Ocean Recovery Alliance 1471 S. Bedford St. #3 Los Angeles, CA 90035	None Conservation	Public Charity	35,000.00
Olivet Presbyterian Church 2575 Garth Road Charlottesville, VA 22901	None Religious	Public Charity	500.00
Ozone House 1705 Washtenaw Avenue Ann Arbor, MI 48104	None Civic	Public Charity	25,000.00

PACEM P.O. Box 14 Charlottesville, VA 22902	None Civic	Public Charity	1,000.00
Piedmont Community Church 400 Highland Avenue Piedmont, CA 94611	None Religious	Public Charity	400.00
Planned Parenthood 7155 E. 38th Avenue Denver, CO 80207	None Civic	Public Charity	1,000.00
Pomfret School 398 Pomfret Street P.O. Box 128 Pomfret, CT 06258	None Educational	Public Charity	1,000.00
Porter-Leath 868 North Manassas St. Memphis, TN 38107	None Civic	Public Charity	1,000.00
Roundup River Ranch P.O. Box 8589 Avon, CO 81620	None Conservation	Public Charity	2,000.00
St. John's Episcopal Church 3245 Central Avenue Memphis, TN 38111	None Religious	Public Charity	1,000.00
St. Jude Children's Research Hospital 501 St. Jude Place Memphis, TN 38105	None Medical	Public Charity	40,000.00
St. Peter's Catholic Church 190 Adams Avenue Memphis, TN 38103	None Religious	Public Charity	1,000.00
Salvation Army -Charlottesville, VA 207 Ridge Street Charlottesville, VA 22902	None Civic	Public Charity	500.00
Share Our Strength 1030 15th St., N.W. Suite 1100W Washington, D.C. 20005	None Civic	Public Charity	30,000.00
Summer Search 3840 Washington Street, Suite 2 Boston, MA 02130	None Educational	Public Charity	34,000.00

Synergy Treatment Centers P.O. Box 16217 Memphis, TN 38186	None Medical	Public Charity	25,000.00
The Virginia Consort 1658 Brandywine Drive Charlottesville, VA 22901	None Civic	Public Charity	500.00
Walk on Therapeutic Riding Programs, Inc. 1469 County Road J River Falls, WI 54022	None Civic	Public Charity	30,000.00
Wolf River Conservancy P.O. Box 11031 Memphis, TN 38111	None Conservation	Public Charity	35,000.00
Wyly Community Arts Center 99 Midland Spur Basalt, CO 81621	None Civic	Public Charity	1,000.00
Youth Villages 3320 Brother Boulevard Memphis, TN 38133	None Educational	Public Charity	50,000.00
Youth Zone 803 School Street Glenwood Springs, CO 81601	None Educational	Public Charity	21,000.00

TOTAL TO FORM 990-PF, PART XV, LINE 3A

789,550.00

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