

EXTENDED TO NOVEMBER 15, 2018
Return of Private Foundation
 or Section 4947(a)(1) Trust Treated as Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE AUSTIN MEMORIAL FOUNDATION**34-6528879**

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

Room/suite

3900 KEY CENTER, 127 PUBLIC SQUARE

B Telephone number

216-566-5580

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

CLEVELAND, OH 44114-1291C If exemption application is pending, check here ☐

G Check all that apply:

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

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐▶ \$ **14,301,543.** (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).)

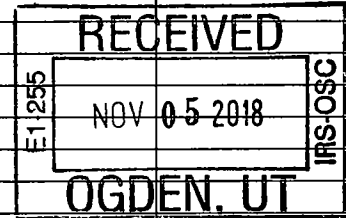
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	350,406.	350,406.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	108,228.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		108,228.		
	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)				
	11 Other income	737.	112.		STATEMENT 2
	12 Total Add lines 1 through 11	459,371.	458,746.		
	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	26,092.	0.		26,092.
	b Accounting fees STMT 4	500.	500.		0.
	c Other professional fees STMT 5	96,868.	96,868.		0.
	17 Interest				
	18 Taxes STMT 6	39,314.	39,314.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	42,806.	0.		42,806.
	22 Printing and publications				
	23 Other expenses STMT 7	676.	676.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	206,256.	137,358.		68,898.
	25 Contributions, gifts, grants paid	499,050.			499,050.
	26 Total expenses and disbursements. Add lines 24 and 25	705,306.	137,358.		567,948.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-245,935.			
	b Net investment income (if negative, enter -0-)		321,388.		
	c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	303,161.	283,086.	283,086.
	2 Savings and temporary cash investments	21,732.	57,908.	57,908.
	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 8	4,244,197.	4,349,400.	5,916,351.
	c Investments - corporate bonds STMT 9	1,224,477.	1,071,216.	1,056,490.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	6,088,378.	5,923,368.	6,987,708.	
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)	11,881,945.	11,684,978.	14,301,543.	
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	6,380,887.	6,134,952.		
30 Total net assets or fund balances	12,294,333.	12,048,398.		
31 Total liabilities and net assets/fund balances	12,294,333.	12,048,398.		

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	12,294,333.
2 Enter amount from Part I, line 27a	2	-245,935.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,048,398.
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	12,048,398.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 # 41396		VARIOUS	VARIOUS
b NORTHERN TRUST # 41396		VARIOUS	VARIOUS
c NORTHERN TRUST # 41396-GN DIST		VARIOUS	VARIOUS
d NORTHERN TRUST # 41396-1250		VARIOUS	VARIOUS
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			-8,740.
b			88,077.
c			28,721.
d			170.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-8,740.
b			88,077.
c			28,721.
d			170.
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	108,228.
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 doesn't 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))
2016			
2015			
2014			
2013			
2012			

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 5.0, 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 2017 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 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.	8	

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 ☐ and enter "N/A" on line 1.

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-)

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 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax

4,077. Refunded

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶

OH

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

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b

5 X

6 X

7 X

8b X

9 X

10 X

N/A

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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>		X
14 The books are in care of ► <u>WILLIAM R. STEWART</u> Telephone no. ► <u>216-566-5580</u> Located at ► <u>3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH</u> ZIP+4 ► <u>44114-1291</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2017, 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	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
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 2017 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 2017.) N/A		
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 2017?	4a	X
	4b	X

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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

N/A

5b

Organizations relying on a current notice regarding disaster assistance, check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, and 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 11		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 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	13,285,547.
b	Average of monthly cash balances	1b	438,450.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,723,997.
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	13,723,997.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	205,860.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,518,137.
6	Minimum investment return. Enter 5% of line 5	6	675,907.

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	675,907.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	6,428.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,428.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	669,479.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	669,479.
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	669,479.

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	567,948.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	567,948.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	567,948.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				669,479.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			29,965.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 567,948.				
a Applied to 2016, but not more than line 2a			29,965.	
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 2017 distributable amount				537,983.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				131,496.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XV	Supplementary Information <i>(continued)</i>
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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>				
SEE STATEMENT 12		PC		499,050.
Total			► 3a	499,050.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	350,406.		
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	737.		
8 Gain or (loss) from sales of assets other than inventory			18	108,228.		
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.		459,371.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	459,371.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]


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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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.		<div>May the IRS discuss this return with the preparer shown below? See instr.</div> <div><input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No</div>
	 Signature of officer or trustee	<u>10-26-18</u> Date	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	WILLIAM R. STEWART	<i>William R. Stewart</i>	10/24/18		P01392229
	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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
NORTHERN TRUST #02-74249 - DIVIDENDS	7.	0.	7.	7.		
NORTHERN TRUST #02-74249 - INT	6.	0.	6.	6.		
NORTHERN TRUST #23-41396 - DIVIDENDS	209,152.	0.	209,152.	209,152.		
NORTHERN TRUST #23-41396 - INTEREST	4,561.	0.	4,561.	4,561.		
NORTHERN TRUST #23-41396-DIVIDEND	106,674.	0.	106,674.	106,674.		
NORTHERN TRUST #23-41396-INTEREST	26,443.	0.	26,443.	26,443.		
NORTHERN TRUST #23-41396-INTEREST	3,563.	0.	3,563.	3,563.		
TO PART I, LINE 4	350,406.	0.	350,406.	350,406.		

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
NORTHERN TRUST-NON-DIV.DIST.	625.	0.			
NORTHERN TRUST-# 41396-OTHER	112.	112.			
TOTAL TO FORM 990-PF, PART I, LINE 11	737.	112.			

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THOMPSON HINE LLP	26,092.	0.		26,092.
FO FM 990-PF, PG 1, LN 16A	26,092.	0.		26,092.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST- TAX FEE	500.	500.		0.
FO FORM 990-PF, PG 1, LN 16B	500.	500.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST BANK OF FLORIDA - AGENCY FEES	66,028.	66,028.		0.
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	30,840.	30,840.		0.
FO FORM 990-PF, PG 1, LN 16C	96,868.	96,868.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	9,314.	9,314.		0.
EXCISE TAX	30,000.	30,000.		0.
FO FORM 990-PF, PG 1, LN 18	39,314.	39,314.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	276.	276.		0.
ANNUAL CHARITABLE REGISTRATION	400.	400.		0.
FO FORM 990-PF, PG 1, LN 23	676.	676.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	4,349,400.	5,916,351.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,349,400.	5,916,351.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	1,071,216.	1,056,490.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,071,216.	1,056,490.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	5,923,368.	6,987,708.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,923,368.	6,987,708.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD G. AUSTIN, JR. 127 PUBLIC SQUARE CLEVELAND, OH 44114	PRES., TTEE 1.00	0.	0.	0.
JAMES W. AUSTIN 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
SARAH C. KINGSTON 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.50	0.	0.	0.
STEWART G. AUSTIN, SR. 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
CHARLES RODGERS 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
DAVID A. RODGERS 127 PUBLIC SQUARE CLEVELAND, OH 44114	VP, TREAS., TTEE 0.50	0.	0.	0.
STEWART G. AUSTIN, JR. 127 PUBLIC SQUARE CLEVELAND, OH 44114	SECRETARY, TTEE 0.50	0.	0.	0.
THOMAS G. AUSTIN 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.

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BRETCHEN COLE 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.50	0.	0.	0.
ELLEN AUSTIN SMITH 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
SAMUEL H. AUSTIN 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
SARAH R. COLE 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
ANN R. LOEFFLER 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
ALEXANDRA LOEFFLER PROTHERO 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
JOHN C. AUSTIN 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
MARGARET C. CHILES 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
LYNNE RODGERS 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
DONALD G. AUSTIN, III 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
PAUL AUSTIN 127 PUBLIC SQUARE CLEVELAND, OH 44114	TTEE 0.33	0.	0.	0.
WINNIE LERNER 127 PUBLIC SQUARE CLEVELAND, OH 44114	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.
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The Austin Memorial Foundation

Statement 8

EIN: 34-6528879

2017 Form 990-PF, Return of Private Foundation

Shares owned 01/01/17	Shares owned 12/31/17	Description	Book Value 01/01/17	Market Value 12/31/17	Book Value 12/31/17
311	261	Abbott Labs	12,891.73	14,895.27	10,819.10
887	623	Abbott Labs	39,625.50	35,554.61	27,724.93
145		Abbott Labs	5,670.95		
170	238	Abbvie Inc	5,500.84	23,016.98	11,189.41
763	763	Accenture PLC	63,564.27	116,807.67	63,564.27
347	335	Accenture PLC	40,920.23	51,285.15	39,485.27
91	129	Accenture PLC	10,306.30	19,748.61	15,142.79
279	261	Adidas	22,806.98	26,053.02	21,335.26
805	1005	Adobe Sys Inc	63,618.57	176,116.20	91,724.39
	271	AGNC Investment Corp		5,471.49	5,738.43
	1751	AIA Group		59,945.49	47,910.85
	26	Air Products & Chemicals		4,266.08	4,247.12
41	116	Air Products & Chemicals	5,815.50	19,033.28	16,473.82
540	394	Align Technology Inc	44,304.17	87,542.86	33,729.86
100	54	Alphabet Inc Cl A	39,902.41	56,883.60	14,631.99
149	149	Alphabet Inc Cl C	65,418.55	155,913.60	65,418.55
523	367	Allstate Corp.	16,631.88	38,428.57	8,763.88
260	446	Altria Group	10,071.73	31,848.86	31,603.96
313	258	Altria Group	21,587.96	18,423.78	9,953.13
3615		Ambev	22,381.19		
63	91	Amdocs Ord GBP	3,654.50	5,958.68	5,494.10
102	71	American Electric Power	7,108.02	5,223.47	5,057.19
59	113	Amgen	10,118.67	19,650.70	19,978.54
66	115	Apple Inc	6,333.43	19,461.45	13,826.27
	172	Apple Hospitality REIT		3,372.92	3,141.77
843	634	Archer Daniels Midland	34,787.80	25,410.72	25,430.74
	1212	Atlas Copco		52,231.14	44,189.79
899	676	AT&T	26,056.69	26,282.88	18,275.57
95	301	AT&T	4,114.14	11,702.88	12,331.67
1,082	1082	Automatic Data Processing	93,831.67	126,799.58	93,831.67
88	61	Automatic Data Processing	4,971.39	7,148.59	5,765.33
43	41	Automatic Data Processing	3,938.69	4,804.79	1,875.83
10	31	Avalonbay Cmnty REIT	1,796.40	5,530.71	5,809.70
	90	Axis Capital Holdings		4,523.40	5,836.19
50		Bank Hawaii Corp	3,415.84		
884	606	Bank New York/Mellon	27,349.08	32,639.16	16,476.53
516	551	BB&T Corp	19,660.61	27,395.72	21,179.29
922	693	BB&T Corp	37,119.08	34,455.96	27,837.83
45	32	Blackrock Inc	11,377.93	16,438.72	7,040.77
148	124	Block, H & R	3,391.38	3,251.28	3,082.70
13	74	Boeing Co	1,685.12	21,823.34	12,393.21
1087	810	CA Inc.	34,184.52	26,956.80	25,473.28
81	118	CA Inc.	2,655.40	3,927.04	3,846.43
304	274	Canadian Pac Railway	40,351.96	50,076.24	36,369.86
464	345	Cardinal Health Inc	31,024.48	21,138.15	23,067.77
96		Care Cap Ppty Inc	2,524.34		
824	824	Celgene Corp	93,887.65	85,992.64	93,887.65
	110	Centerpoint Energy Inc.		3,119.60	3,112.55
92		Centurylink Inc	2,661.54		
366	274	Chevron Corp	26,835.64	34,302.06	18,442.91
133	29	Chevron Corp	13,906.86	3,630.51	3,387.81
	64	Chevron Corp		8,012.16	6,670.30
	177	Chimera Invst Corp		3,270.96	3,368.17
862	818	CHR Hansen Holding	27,613.83	38,609.60	26,204.31

The Austin Memorial Foundation

Statement 8

EIN: 34-6528879

2017 Form 990-PF, Return of Private Foundation

Shares owned 01/01/17	Shares owned 12/31/17	Description	Book Value 01/01/17	Market Value 12/31/17	Book Value 12/31/17
385	358	Chubb Ltd	48,925.34	52,314.54	45,494.21
75		Cincinnati Financial Corp	5,571.37		
597	927	Cisco Systems	12,998.68	35,504.10	20,629.47
1380	672	Cisco Systems	31,725.88	25,737.60	15,587.81
121	179	Cisco Systems	3,810.97	6,855.70	5,647.25
35	51	Clorox Co	4,815.15	7,585.74	7,004.75
354		Coca Cola Co	13,703.23		
4402	4079	Coloplast	33,289.69	32,203.71	30,847.03
1771	2067	Compass Group PLC	33,827.87	45,380.99	40,802.51
845	599	Conocophillips	39,746.82	32,879.11	25,094.76
87	125	Consolidated Edison Inc	6,957.43	10,618.75	10,108.39
308	289	Core Laboratories NV	39,410.26	31,659.95	36,979.10
178	177	Crown Castle International	14,902.23	19,648.77	14,755.53
68	104	Crown Castle International	6,877.18	11,545.04	10,574.59
1191	1108	CSL Ltd Spon ADR	51,613.54	61,128.36	48,016.62
720		Ctrip Com	32,390.72		
69		Cullen/Frost Bankers	4,373.46		
416	311	CVS Health Corp	27,729.32	22,547.50	20,730.33
51	80	Darden Restaurants	3,250.86	7,681.60	5,844.01
47		Dr Pepper Snapple Group	4,510.49		
574	464	DowduPont	33,210.62	33,046.08	20,895.54
749	749	Dollar Gen Corp	60,429.32	69,664.49	60,429.32
	356	Dollar Tree Inc		38,202.36	28,134.11
1334	1267	DSV AS	33,507.55	50,008.49	31,824.64
46	66	DTE Energy Co	4,531.81	7,224.36	6,736.21
	51	Duke Energy		4,289.61	4,072.09
500	375	Edison International	24,382.15	23,715.00	18,286.61
	49	Edison International		3,098.76	3,844.92
	259	Enbridge Inc		10,129.49	7,882.58
55	79	Entergy Corp	4,443.34	6,429.81	6,365.02
	430	Equity Residential		27,421.10	27,895.39
26	38	Erie Indemnity Co Cl A	2,588.82	4,629.92	4,022.46
462	438	Essilor Inter	31,098.04	30,213.24	29,474.56
	27	Everest Real Estate Group		5,974.02	6,182.20
2115	2357	Experian PLC	40,126.63	51,665.44	44,766.26
505	450	Express Scripts	43,683.11	33,588.00	36,651.63
123	195	Exxon Mobil Corp	11,034.16	16,309.80	16,641.24
	176	Exxon Mobil Corp		14,720.64	15,332.99
952	952	Facebook Inc	90,042.71	167,989.92	90,042.71
	6	Fairfax Financial Holdings		3,182.04	3,114.39
285		Fastenal Co.	12,142.04		
	245	Ferrari NV Ferrari		25,685.80	25,853.16
	120	Gaming & Leisure Ppty		4,440.00	4,368.06
	77	Garmin Ltd		4,586.89	3,894.29
636	636	Gartner Inc	53,830.44	78,323.40	53,830.44
49	72	General Dynamics Corp	6,822.99	14,648.40	11,431.73
481		General Electric Co.	11,170.99		
80	117	General Electric Co	2,513.07	2,041.65	3,546.76
710	534	Halliburton Co.	28,257.86	26,096.58	19,749.82
126	125	Hasbro Inc	6,858.69	11,361.25	6,804.26
508	454	HDFC Bank Ltd	33,482.13	46,158.18	29,923.00
567	543	Hermes Inter	21,394.48	29,050.50	20,488.89
21	30	Hershey Co	2,351.37	3,405.30	3,394.11
140	210	Home Depot Inc.	16,211.34	39,801.30	28,681.22

The Austin Memorial Foundation

Statement 8

EIN: 34-6528879

2017 Form 990-PF, Return of Private Foundation

Shares owned 01/01/17	Shares owned 12/31/17	Description	Book Value 01/01/17	Market Value 12/31/17	Book Value 12/31/17
137	139	Home Depot Inc	17,501.75	26,344.67	16,094.84
	157	Honeywell International		24,077.52	19,999.85
89	128	Hospitality Properties	2,543.55	3,820.80	3,665.11
	158	HP Inc		3,319.58	3,362.08
	13	Humana Inc		3,224.91	3,067.43
283	278	Icon PLC	19,616.48	31,177.70	19,269.90
50	74	Illinois Tool Works	5,656.15	12,346.90	8,968.02
998	902	Industria De Diseno Textile	16,836.96	15,712.84	15,217.37
1022	760	Intel Corp.	23,085.95	35,081.60	15,446.55
68	118	International Business Machines	10,485.42	18,103.56	18,002.46
	60	Intuit Com		9,466.80	8,312.40
26		J2 Global Inc	1,634.62		
324	241	Johnson & Johnson	29,054.91	33,672.52	21,161.75
165	163	Johnson & Johnson	14,782.71	22,774.36	14,566.05
149	219	Johnson & Johnson	18,061.78	30,598.68	27,269.08
280	304	JP Morgan Chase	16,853.80	32,509.76	19,064.15
48		Kimberly-Clark	3,303.78		
83		Kimberly-Clark	11,346.72		
46		KLA-Tencor Corp	3,346.27		
436		Kraft Heinz Co	23,653.28		
	20	Lam Resh Corp		3,681.40	3,576.06
99		Leggett & Platt Inc	5,039.67		
54		Leidos Holdings Inc	1,632.67		
63	95	Lockheed Martin	8,799.21	30,499.75	24,437.55
65	68	Lockheed Martin	16,064.92	21,831.40	10,187.39
510	343	Lowes Cos.	23,487.39	31,878.42	15,796.42
404	384	Luxottica Group	21,259.49	23,489.28	20,201.77
809	743	LVMH Moet Hennessey	26,822.24	43,614.10	24,634.02
117	117	Lyondellbasell Industries	9,592.31	12,907.44	9,592.31
23	61	Lyondellbasell Industries	1,854.66	6,729.52	5,430.50
1203	1868	Marathon Oil Corp	33,388.32	31,625.24	36,631.12
116	121	Marsh & McLennan Cos	7,917.52	9,848.19	9,382.21
542	408	Marsh & McLennan Cos	24,523.22	33,207.12	18,460.28
	169	Marsh & McLennan Cos		13,754.91	11,989.51
347	347	Mastercard, Inc	15,391.15	52,521.92	15,391.15
66	95	Mastercard, Inc	5,890.77	14,379.20	9,534.62
126		Mattel Inc	3,932.50		
264	271	Maxim Integrated Products	8,613.92	14,167.88	9,001.34
	47	McCormick & Co		4,789.77	4,552.96
57	134	McDonalds Corp	6,734.39	23,064.08	18,047.52
94	150	Medtronic PLC	7,093.01	12,112.50	11,877.67
	41	Medtronic PLC		3,310.76	3,346.10
573	431	Merck & Co	30,683.55	24,252.37	23,196.03
188	85	Merck & Co	7,944.00	4,782.95	3,005.32
286	415	Merck & Co	16,479.32	23,352.05	24,891.45
48	69	Mercury General Corp	2,545.83	3,687.36	3,694.11
	740	MFA Financial		5,860.80	6,100.66
	1136	Microsoft Corp.		97,173.44	83,430.13
430	368	Microsoft Corp	15,535.33	31,478.72	12,058.45
894	670	Mondelez International	29,050.18	28,676.00	21,416.29
56	82	Motorola Solutions	3,703.42	7,407.88	5,987.52
1,019	1019	Nestle A Spons ADR	75,167.30	87,603.43	75,167.30
601	558	Nestle A Spons ADR	45,481.76	47,971.26	42,227.66
153	169	Nextera Energy	13,111.39	26,396.11	15,118.57

The Austin Memorial Foundation

Statement 8

EIN: 34-6528879

2017 Form 990-PF, Return of Private Foundation

Shares owned 01/01/17	Shares owned 12/31/17	Description	Book Value 01/01/17	Market Value 12/31/17	Book Value 12/31/17
1,977	1977	Nike Inc Cl B	81,699.27	123,661.35	81,699.27
162	122	Northrop Grumman Corp	18,538.84	37,443.02	13,961.35
748	690	Novozymes	36,296.19	39,405.90	33,481.78
216		Occidental Petroleum	15,373.82		
471	354	Occidental Petroleum	36,943.24	26,075.64	27,053.82
21	54	Occidental Petroleum	1,519.69	3,977.64	3,652.70
	189	Omega Healthcare		5,205.06	6,033.54
2040	2479	Oracle Corp	81,531.09	117,207.12	102,787.65
	691	Oracle Corp		32,670.48	27,696.52
260	425	O'Reilly Automotive	46,479.50	102,229.50	81,865.87
106		Owens & Minor Inc	3,939.84		
280	280	Paychex Inc	11,753.24	19,062.40	11,753.24
74	108	Paychex Inc.	4,399.31	7,352.64	6,413.81
233	339	Peoples United Financial	3,410.56	6,339.30	5,171.22
201	256	Pepsico	19,253.60	30,699.52	25,102.36
26	37	Pepsico	2,806.97	4,437.04	4,102.33
483	412	Pfizer Inc	15,886.12	14,922.64	13,507.88
1088	818	Pfizer Inc	34,211.07	29,627.96	25,751.40
504	768	Pfizer Inc.	17,717.99	27,816.96	26,277.60
143	142	Philip Morris	11,799.84	15,002.30	11,712.18
96	204	Philip Morris	9,767.10	21,552.60	21,578.13
59	89	Piedmont Office Realty	1,266.14	1,745.29	1,900.78
45	65	Pinnacle West Capital Corp	3,621.05	5,536.70	5,384.85
	230	Plains Group Holdings		5,048.50	5,056.25
99		PNC Financial Services Group	8,505.82		
	142	PPL Corp		4,394.90	5,456.22
141		Price, T Rowe Group Inc	11,373.14		
53	53	Priceline com.	46,231.91	92,100.22	46,231.91
	85	Progressive Corp		4,787.20	3,936.27
93		Public Service Enterprise Group	4,292.10		
21	21	Public Storage Com	4,212.02	4,389.00	4,212.02
35	52	Public Storage Com	8,909.13	10,868.00	12,472.33
153		Qualcomm Inc	9,955.02		
49		Qualcomm Inc	3,287.21		
506	287	Quest Diagnostics	29,810.74	28,266.63	14,908.30
258	187	Raytheon Co	24,219.13	35,127.95	17,554.17
36		Raytheon Co	4,897.78		
114	130	Realty Income Corp	6,735.30	7,412.60	7,591.74
2696	2554	Reckitt Benckiser PLC	55,261.26	48,551.54	52,350.61
256	215	Regeneron Pharmaceuticals	93,748.61	80,831.40	77,220.15
	36	Renaissance RE Holdings		4,521.24	5,060.17
	219	Ryanair Holdings		22,817.61	27,266.00
53	81	Seagate Technology	1,282.87	3,389.04	2,459.43
	117	Sempra Energy		12,509.64	13,297.26
1525		SGS SA	34,115.93		
1881		Shoprite Holdings	25,136.50		
34	48	Sonoco Products Co.	1,789.33	2,550.72	2,498.85
444		Spectra Energy	14,004.37		
330		Staples inc	2,773.19		
1811	1811	Starbucks	58,708.33	104,005.73	58,708.33
	52	Sysco Corp		3,157.96	2,759.16
567	533	Sysmex Corp	21,030.03	21,026.85	19,768.97
1130		TJX Cos.	70,036.38		
1631	1265	Taiwan Semiconductor Mfg	41,730.28	50,157.25	32,365.92

The Austin Memorial Foundation

Statement 8

EIN: 34-6528879

2017 Form 990-PF, Return of Private Foundation

Shares owned 01/01/17	Shares owned 12/31/17	Description	Book Value 01/01/17	Market Value 12/31/17	Book Value 12/31/17
184		Target Corp	14,851.17		
131	86	Target Corp	9,124.44	5,611.50	5,576.01
1428	891	Tencent Holdings	32,273.94	46,260.72	20,137.31
207	372	Texas Instruments	12,674.30	38,851.68	25,681.36
261	292	Texas Instruments	16,361.88	30,496.48	19,672.07
74	107	Travellers Cos	8,752.74	14,513.48	12,866.85
39		Trustmark Corp	963.99		
155	226	United Parcel Service Cl B	16,677.84	26,927.90	24,325.96
	97	Valero Energy		8,915.27	6,182.57
	45	Valero Energy		4,135.95	2,922.38
75	109	Validus Holding	3,639.08	5,114.28	5,393.14
170		Valley National Bancorp	1,550.94		
245	204	Ventas Inc REIT	14,487.99	12,242.04	11,583.61
703	528	Verizon Communications	33,440.88	27,947.04	25,272.35
369	397	Verizon Communications	20,586.86	21,013.21	20,620.04
1668	1259	Visa Inc	127,300.76	143,551.18	96,086.13
741	1238	Walmart de Mexico	17,528.87	30,231.96	27,730.04
177	255	Walmart Stores	12,924.54	25,181.25	19,067.87
675	429	Waste Management	29,239.45	37,022.70	17,763.30
71	103	Waste Management	4,684.68	8,888.90	7,032.52
279	279	Wec Energy Group	12,525.84	18,533.97	12,525.84
421	373	Wells Fargo & Co	19,829.39	22,629.91	18,351.86
	63	Welltower Inc		4,017.51	4,616.20
78	240	Western Union Co	1,490.46	4,562.40	4,590.42
	331	Williams Co		10,092.19	9,969.60
	114	Williams Sonoma		5,893.80	5,853.34
68		Windstream Holdings	632.40		
80		Xilinx Inc	3,694.78		
	618	Zoetis Inc Cl A		44,520.72	43,800.44
1170	1060	Yandex N.V	25,128.32	34,715.00	22,765.83
118	85	3M Co.	16,147.76	20,006.45	11,146.58
	15	3M Co.		3,530.55	3,153.19
			\$ 4,244,197.29	\$ 5,916,350.78	\$ 4,349,399.89

The Austin Memorial Foundation
 EIN: 34-6528879
 2017 Form 990-PF, Return of Private Foundation

Part II – Balance Sheet

Line 10C, Other Investments, Fixed Income

	<u>Bk. 1/1/17</u>	<u>Bk. 12/31/17</u>	<u>Mkt. 12/31/17</u>
\$150,000 Occidental Pete Corp. 2.6% due 6/15/2022	150,945.00	150,945.00	150,322.95
\$150,000 Chevron Corp. 2.566% due 5/16/2023	151,087.50	151,087.50	149,665.35
\$150,000 JP Morgan Chase 3.2% due 1/25/23	154,216.50	154,216.50	153,000.15
\$150,000 American Express 3.625% due 12/5/2024	153,261.00	0	0
\$150,000 Wells Fargo & Co. 3.3% due 9/9/2024	154,954.50	154,954.50	152,326.65
\$150,000 Oracle Cp. 2.95% due 5/15/2025	154,075.50	154,075.50	150,649.20
\$150,000 Anheuser-Busch Inc. 2.65% due 2/1/2021	154,240.50	154,240.50	150,752.70
\$150,000 Astrazeneca PLC 2.375% due 11/16/2020	151,696.50	151,696.50	149,772.75
	1,224,477.00	1,071,216.00	1,056,489.75

The Austin Memorial Foundation
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 2017 Form 990-PF, Return of Private Foundation

Part II – Balance Sheet

Line 13, Other Investments

<u>Shs.</u> <u>Owned</u> <u>01/01/17</u>	<u>Shs.</u> <u>Owned</u> <u>12/31/17</u>		<u>Book Value</u> <u>01/01/17</u>	<u>Book Value</u> <u>12/31/17</u>	<u>Market Value</u> <u>12/31/17</u>
158,600.80	158,600.80	Northern High Yield Fixed Income Fund	1,681,739.11	1,026,606.29	1,091,173.50
70,542.52	70,542.52	MFB Northern Int'l Eq Index Fd	727,395.45	727,395.45	910,703.93
18,297.93	18,297.93	Northern Multi Mgr Emerging Markets Equity	262,624.14	262,624.14	397,431.04
34,082.56	34,082.56	MFO Nuveen Pfd Sec I	586,085.13	586,085.13	603,261.31
341.06	341.06	HF Diversified Core Strategies Fund	472,701.29	472,701.29	644,413.90
20,440.19	20,440.19	MFB Northern Fds Global Real Estate Index Fd	170,920.01	170,920.01	219,936.44
5,000.00	5,000.00	MFC Ishares Tr Global Infrastructure	205,037.00	205,037.00	226,100.00
15,426.34	16,380.35	MFB Northern Mid Cap Index	263,426.88	281,896.45	316,468.36
2,500.00	0	SPDR Dow Jones REIT	241,958.00	0	0
12,561.68	13,085.71	MFB No Fds Small Cap Core	250,772.50	263,771.57	334,601.60
10,000.00	13,000.00	MFC Ishares Tr MSCI EAFE	596,937.00	789,117.00	914,030.00

10,000.00	12,500.00	MFC Vanguard Emerging Mkts	354,099.50	451,837.00	573,875.00
10,000.00	12,500.00	MFC Flexshares Morningstar	275,184.00	348,534.00	416,125.00
0	5,859.00	MFC Flexshares Int'l Quality Idx	0	151,367.27	156,962.61
0	7,500.00	MFC Flexshares 1Boxx 3 Yr Tips	<u>0</u>	<u>185,475.00</u>	<u>182,625.00</u>
			6,088,378.01	5,923,367.60	6,987,707.69