

EXTENDED TO NOVEMBER 15, 2019  
Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public.  
► Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2018 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

216-566-5865

C If exemption application is pending, check here ►  6D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation 04

I Fair market value of all assets at end of year J Accounting method:  Cash  Accrual  
 (from Part II, col. (c), line 16)  Other (specify)

► \$ 12,967,942. (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	Revenue			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		349,013.	349,013.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		370,341.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			370,341.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,360.	96.		STATEMENT 2
12 Total Add lines 1 through 11		720,714.	719,450.		
13 Compensation of officers, directors, trustees, etc	Operating and Administrative Expenses	0.	0.	0.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		30,535.	0.	30,535.	
b Accounting fees					
c Other professional fees		96,008.	96,008.	0.	
17 Interest					
18 Taxes		16,473.	16,473.	0.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		26,062.	0.	26,063.	
22 Printing and publications					
23 Other expenses		200.	200.	0.	
24 Total operating and administrative expenses Add lines 13 through 23		169,278.	112,681.	56,598.	
25 Contributions, gifts, grants paid		630,983.		630,983.	
26 Total expenses and disbursements. Add lines 24 and 25		800,261.	112,681.	687,581.	
27 Subtract line 26 from line 12:		-79,547.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			606,769.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Assets	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		283,086.	683,967.	683,967.
	2 Savings and temporary cash investments		57,908.	25,128.	25,128.
	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	4,349,400.	4,375,229.	5,573,499.
	c Investments - corporate bonds	STMT 8	1,071,216.	1,966,570.	1,926,466.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 9	5,923,368.	4,517,555.	4,758,882.
	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)		11,684,978.	11,568,449.	12,967,942.
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		6,134,952.	6,055,405.	
	30 Total net assets or fund balances		12,048,398.	11,968,851.	
	31 Total liabilities and net assets/fund balances		12,048,398.	11,968,851.	

## 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 12,048,398.
2 Enter amount from Part I, line 27a	2 -79,547.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 11,968,851.
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 11,968,851.

**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-C GN DIST		VARIOUS	VARIOUS
d	NORTHERN TRUST # 41396-1250 GN		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				-9,709.
b				356,046.
c				23,781.
d				223.
e				
	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			
	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-9,709.
b				356,046.
c				23,781.
d				223.
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	370,341.
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))
2017			
2016			
2015			
2014			
2013			

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 2018 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.

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>	
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	12,135.
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
2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).
3	12,135.
4	0.
5	12,135.
6	Credits/Payments
6a	12,000.
6b	0.
6c	0.
6d	0.
7	12,000.
8	332.
9	467.
10	Refunded
11	11

**Part VII-A Statements Regarding Activities**

	<b>Yes</b>	<b>No</b>
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ► _____ OH	
8b	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 <i>General Instruction G</i> ? 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 2018 or the tax year beginning in 2018? 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	

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## 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? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>JAMES SPALLINO, JR.</u> Telephone no. ► <u>216-566-5865</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 2018, 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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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	►
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 2018?	1b	
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)):	1c	X
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	<input type="checkbox"/> Yes	X 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	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	X No
b If "Yes," did it have excess business holdings in 2018 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 2018.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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	<input checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

**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 10		0.	0.	0.

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ► 0

**Part IX-A** | **Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** | **Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ► 0.	

**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	13,747,296.
b Average of monthly cash balances	1b	528,989.
c Fair market value of all other assets	1c	
d <b>Total</b> (add lines 1a, b, and c)	1d	14,276,285.
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	14,276,285.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	214,144.
5 <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,062,141.
6 <b>Minimum investment return</b> Enter 5% of line 5	6	703,107.

**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	703,107.
2a Tax on investment income for 2018 from Part VI, line 5	2a	12,135.
b Income tax for 2018. (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	12,135.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	690,972.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	690,972.
6 Deduction from distributable amount (see instructions)	6	0.
7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	690,972.

**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	687,581.
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 <b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	687,581.
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 <b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	687,581.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				690,972.
2 Undistributed income, if any, as of the end of 2018			131,496.	
a Enter amount for 2017 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 687,581.			131,496.	
a Applied to 2017, 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 2018 distributable amount				556,085.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2018 (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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				134,887.
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 2013 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				



## Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 12		PC		630,983.
Total			► 3a	630,983.
b Approved for future payment				
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	349,013.	
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	1,360.	
8 Gain or (loss) from sales of assets other than inventory			18	370,341.	
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.		720,714.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	720,714.
(See worksheet in line 12 instructions to verify calculations.)					

**Part XVI-B 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) (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

- (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 solicitation

**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) (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.

John Doe  
Signature of officer or trustee

174

11-067

► PRESIDENT

1

May the IRS discuss this return with the preparer shown below? See instr

Signature of officer or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>JAMES SPALLINO, JR.</u>	<i>James Spallino Jr</i>	<u>11-5-19</u>		<u>P01067237</u>
	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**  
**UNDERPAYMENT OF ESTIMATED TAX WORKSHEET**

Penalty Due (Sum of Column F).

332.

\* Date of estimated tax payment, withholding credit date or installment due date

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 #23-41396 - DIVIDENDS	7,584.	0.	7,584.	7,584.	
NORTHERN TRUST #23-41396 - DIVIDENDS	193,473.	0.	193,473.	193,473.	
NORTHERN TRUST #23-41396 - INTEREST	26,281.	0.	26,281.	26,281.	
NORTHERN TRUST #23-41396-DIVIDEND	117,923.	0.	117,923.	117,923.	
NORTHERN TRUST #23-41396-INTEREST	3,752.	0.	3,752.	3,752.	
TO PART I, LINE 4	349,013.	0.	349,013.	349,013.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST-NON-DIV.DIST.	1,264.	0.	
NORTHERN TRUST-# 41396-OTHER	96.	96.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,360.	96.	

FORM 990-PF	LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THOMPSON HINE LLP	30,535.	0.		30,535.
TO FM 990-PF, PG 1, LN 16A	30,535.	0.		30,535.

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	68,248.	68,248.		0.
NORTHERN TRUST BANK OF FLORIDA - INVESTMENT FEES	27,760.	27,760.		0.
TO FORM 990-PF, PG 1, LN 16C	96,008.	96,008.		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	11,473.	11,473.		0.
EXCISE TAX	5,000.	5,000.		0.
TO FORM 990-PF, PG 1, LN 18	16,473.	16,473.		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
ANNUAL CHARITABLE REGISTRATION	200.	200.		0.
TO FORM 990-PF, PG 1, LN 23	200.	200.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	4,375,229.	5,573,499.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,375,229.	5,573,499.

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	1,966,570.	1,926,466.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,966,570.	1,926,466.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	4,517,555.	4,758,882.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,517,555.	4,758,882.

FORM 990-PF

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

STATEMENT 10

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.
GRETCHEN 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.

## THE AUSTIN MEMORIAL FOUNDATION

34-6528879

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.

## The Austin Memorial Foundation

EIN: 34-6528879

Statement 7

## 2018 Form 990-PF, Return of Private Foundation

Shares owned 01/01/18	Shares owned 12/31/18	Description	Book Value	Market Value 12/31/18	Book Value 12/31/18
			01/01/18		
261	237	Abbott Labs	10,819.10	17,142.21	9,824.24
623	465	Abbott Labs	27,724.93	33,633.45	20,602.62
238	173	AbbVie Inc	11,189.41	15,948.87	5,977.91
763	749	Accenture PLC	63,564.27	105,616.49	62,394.01
335	327	Accenture PLC	39,485.27	46,110.27	38,528.63
129	145	Accenture PLC	15,142.79	20,446.45	17,720.91
261	364	Adidas	21,335.26	37,979.76	33,801.45
1005	599	Adobe Sys Inc	91,724.39	135,517.76	46,656.61
271	260	AGNC Investment Corp	5,738.43	4,560.40	5,359.67
1751	1709	AIA Group	47,910.85	56,191.92	46,672.12
26	26	Air Products & Chemicals	4,247.12	4,161.30	4,247.12
116	106	Air Products & Chemicals	16,473.82	16,965.30	15,036.46
394	238	Align Technology Inc	33,729.86	49,844.34	18,359.84
54	54	Alphabet Inc Cl A	14,631.99	56,427.84	14,631.99
149	144	Alphabet Inc Cl C	65,418.55	149,127.84	62,585.83
367	331	Allstate Corp	8,763.88	27,350.53	7,206.17
	78	Allstate Corp		6,445.14	7,154.09
446	414	Altria Group	31,603.96	20,447.46	29,263.81
258	188	Altria Group	9,953.13	9,285.32	5,883.40
	350	Amadeus IT Group		24,505.25	26,600.84
91	88	Amdocs Ord GBP	5,494.10	5,155.04	5,320.07
71	69	American Electric Power	5,057.19	5,157.06	4,917.61
	53	American Financial Group		4,798.09	5,738.54
	528	American International Group		20,808.48	27,769.53
113	103	Amgen	19,978.54	20,051.01	18,263.51
	42	AON Plc		6,105.12	6,181.17
115	115	Apple Inc	13,826.27	18,140.10	16,570.52
172	172	Apple Hospitality REIT	3,141.77	2,452.72	3,136.62
634	571	Archer Daniels Midland	25,430.74	23,393.87	22,768.78
	140	ASML Holding NV		21,786.80	24,595.27
1212	1138	Atlas Copco	44,189.79	27,112.69	31,097.41
676	761	AT&T	18,275.57	21,718.94	21,489.53
301	371	AT&T	12,331.67	10,588.34	14,775.40
1082	1069	Automatic Data Processing	93,831.67	140,167.28	92,554.16
61	59	Automatic Data Processing	5,765.33	7,736.08	5,581.93
41	37	Automatic Data Processing	1,875.83	4,851.44	1,661.74
31	15	Avalonbay Cmnty REIT	5,809.70	2,610.75	2,850.51
90		Axis Capital Holdings	5,836.19		
	44	Bank Hawaii Corp		2,962.08	3,340.28
606	547	Bank New York/Mellon	16,476.53	25,747.29	14,603.20
551	478	BB&T Corp	21,179.29	20,706.96	18,119.49
693	512	BB&T Corp	27,837.83	22,179.84	20,501.99
32	29	Blackrock Inc	7,040.77	11,391.78	6,120.83
124	124	Block, H & R	3,082.70	3,145.88	3,082.70
74	71	Boeing Co	12,393.21	22,897.50	11,921.31
	30	Booking Holdings		51,672.60	20,008.52
0	24	Broadcom Inc	-	6,102.72	6,342.97
810		CA Inc	25,473.28		
118		CA Inc	3,846.43		
274	267	Canadian Pac Railway	36,369.86	47,424.54	35,440.70
345	481	Cardinal Health Inc	23,067.77	21,452.60	31,150.58
824		Celgene Corp	93,887.65		
110	110	Centerpoint Energy Inc	3,112.55	3,105.30	3,112.55
274	81	Chevron Corp	18,442.91	8,811.99	9,393.01

**The Austin Memorial Foundation**  
**EIN: 34-6528879**

**Statement 7**

**2018 Form 990-PF, Return of Private Foundation**

Shares owned 01/01/18	Shares owned 12/31/18	Description	Book Value	Market Value 12/31/18	Book Value
			01/01/18		12/31/18
29		Chevron Corp	3,387.81		
64	62	Chevron Corp	6,670.30	6,744.98	6,461.02
177	177	Chimera Invt Corp	3,368.17	3,154.14	3,368.17
818	780	CHR Hansen Holding	26,204.31	34,604.70	24,986.99
358	352	Chubb Ltd	45,494.21	45,471.36	44,731.74
	98 58	Cigna Corp New Cincinnati Financial Corp		18,722.31	32,519.09
927	626	Cisco Systems	20,629.47	27,124.58	13,585.89
672	609	Cisco Systems	15,587.81	26,387.97	13,453.59
179		Cisco Systems	5,647.25		
51	51	Clorox Co	7,004.75	7,861.14	7,004.75
	36	Colgate Palmolive Coloplast		2,142.72	2,331.41
4079		Compass Group PLC	30,847.03		
2067	1994	Conocophillips	40,802.51	41,674.60	39,352.36
599	539	Consolidated Edison Inc	25,094.76	33,606.65	21,863.76
125	43	Core Laboratories NV	10,108.39	3,287.78	3,435.23
289	276	Crown Castle International	36,979.10	16,466.16	35,315.68
177	151	Crown Castle International	14,755.53	16,403.13	12,525.88
104		Crown Castle International	10,574.59		
1108	862	CSL Ltd Spon ADR	48,016.62	55,780.02	37,355.89
311	410	CVS Health Corp	20,730.33	26,863.20	27,556.58
80	77	Darden Restaurants	5,844.01	7,689.22	5,652.61
464	418	DowduPont	20,895.54	22,354.64	18,824.00
749	1024	Dollar Gen Corp	60,429.32	110,673.92	86,989.13
356	321	Dollar Tree Inc	28,134.11	28,992.72	25,368.12
1267	1234	DSV AS	31,824.64	40,660.30	30,995.74
66	64	DTE Energy Co	6,736.21	7,059.20	6,538.95
51	51	Duke Energy	4,072.09	4,401.30	4,072.09
375	432	Edison International	18,286.61	24,524.64	22,701.22
49	49	Edison International	3,844.92	2,781.73	3,844.92
	58	Eli Lilly & Co		6,711.76	6,330.07
259		Enbridge Inc	7,882.58		
79	79	Entergy Corp	6,365.02	6,799.53	6,365.02
430	494	Equity Residential	27,895.39	32,608.94	31,067.91
38	36	Erie Indemnity Co Cl A	4,022.46	4,799.16	3,823.32
438	722	Essilor Inter	29,474.56	45,601.52	48,409.39
27	27	Everest Real Estate Group	6,182.20	5,879.52	6,182.20
2357	2246	Experian PLC	44,766.26	54,252.13	42,638.16
450		Express Scripts	36,651.63		
195	104	Exxon Mobil Corp	16,641.24	7,091.76	8,870.02
176	354	Exxon Mobil Corp	15,332.99	24,139.26	29,720.96
952	1082	Facebook Inc	90,042.71	141,839.38	118,673.08
6		Fairfax Financial Holdings	3,114.39		
245		Ferrari NV Ferrari	25,853.16		
	172	Fidelity Natl Financial new		5,407.68	6,526.16
	65	Firstenergy Corp		2,440.75	2,365.43
	35	Gallagher Arthur J		2,579.50	2,278.92
120	116	Gaming & Leisure Pptys	4,368.06	3,747.96	4,217.63
77		Garmin Ltd	3,894.29		
636	642	Gartner Inc	53,830.44	82,073.28	61,373.82
72		General Dynamics Corp	11,431.73		
117		General Electric Co	3,546.76		
534	607	Halliburton Co	19,749.82	16,134.06	23,369.26
125	34	Hasbro Inc	6,804.26	2,762.50	1,850.76

**The Austin Memorial Foundation**  
**EIN: 34-6528879**

**Statement 7**

**2018 Form 990-PF, Return of Private Foundation**

Shares owned 01/01/18	Shares owned 12/31/18	Description	Book Value	Market Value 12/31/18	Book Value 12/31/18
			01/01/18		
454	440	HDFC Bank Ltd	29,923.00	45,579.60	29,000.26
543		Hermes Inter	20,488.89		
30		Hershey Co	3,394.11		
	883	Hexagon AB		41,324.40	52,201.37
210	192	Home Depot Inc	28,681.22	32,989.44	26,215.43
139	115	Home Depot Inc.	16,094.84	19,759.30	13,298.80
	44	Honeywell International		5,813.28	6,083.95
157	142	Honeywell International	19,999.85	18,761.04	17,504.34
128	232	Hospitality Properties	3,665.11	5,540.16	6,272.33
158	242	HP Inc	3,362.08	4,951.32	5,402.95
13		Humana Inc	3,067.43		
278	268	Icon PLC	19,269.90	34,628.28	18,576.74
74	67	Illinois Tool Works	8,968.02	8,488.23	8,176.16
902	902	Industria De Diseno Textile	15,217.37	11,464.42	15,217.37
760	567	Intel Corp	15,446.55	26,609.31	10,993.50
118	209	International Business Machines	18,002.46	23,757.03	29,867.40
60	61	Intuit Com	8,312.40	12,007.85	8,591.99
241	217	Johnson & Johnson	21,161.75	28,003.85	19,054.36
163	147	Johnson & Johnson	14,566.05	18,970.35	12,832.77
219	276	Johnson & Johnson	27,269.08	35,617.80	34,564.39
304	267	JP Morgan Chase	19,064.15	26,064.54	16,573.18
	43	Kimberly-Clark		4,899.42	4,561.07
20		Lam Resh Corp	3,576.06		
95	57	Lockheed Martin	24,437.55	14,924.88	14,087.69
68	61	Lockheed Martin	10,187.39	15,972.24	8,795.25
343	309	Lowes Cos	15,796.42	28,539.24	14,230.59
384		Luxottica Group	20,201.77		
743	710	LVMH Moet Hennessy	24,634.02	41,506.60	23,539.91
117	105	Lyondellbasell Industries	9,592.31	8,731.80	8,523.47
61	59	Lyondellbasell Industries	5,430.50	4,906.44	5,269.23
1868	1683	Marathon Oil Corp	36,631.12	24,134.22	30,644.15
121	114	Marsh & McLennan Cos	9,382.21	9,091.50	7,815.04
408	367	Marsh & McLennan Cos	18,460.28	29,268.25	16,605.20
169	147	Marsh & McLennan Cos	11,989.51	11,723.25	11,543.95
347	347	Mastercard, Inc	15,391.15	65,461.55	15,391.15
95	97	Mastercard, Inc	9,534.62	18,299.05	10,147.48
271	116	Maxim Integrated Products	9,001.34	5,898.60	3,615.33
47	42	McCormick & Co	4,552.96	5,848.08	4,068.60
134	123	McDonalds Corp	18,047.52	21,841.11	19,785.97
	130	McDonalds Corp		23,084.10	17,565.92
150	154	Medtronic PLC	11,877.67	14,007.84	12,514.16
41	41	Medtronic PLC	3,346.10	3,729.36	3,346.10
431	513	Merck & Co	23,196.03	39,198.33	27,308.21
85	173	Merck & Co	3,005.32	13,218.93	9,968.26
415		Merck & Co	24,891.45		
69	66	Mercury General Corp	3,694.11	3,412.86	3,533.28
	69	Mettler Toledo Inter	-	39,025.02	40,576.40
740	713	MFA Financial	6,100.66	4,762.84	5,866.57
1136	2041	Microsoft Corp	83,430.13	207,304.37	168,581.08
368	277	Microsoft Corp	12,058.45	28,134.89	7,843.55
	126	Microsoft Corp		12,797.82	11,373.90
670	73	Mondelez International	21,416.29	2,922.19	3,270.62
	604	Mondelez International	-	24,178.12	19,306.63
82		Motorola Solutions	5,987.52		

**The Austin Memorial Foundation**  
**EIN: 34-6528879**

**Statement 7**

**2018 Form 990-PF, Return of Private Foundation**

Shares owned 01/01/18	Shares owned 12/31/18	Description	Book Value	Market Value	Book Value
			01/01/18	12/31/18	12/31/18
1019	973	Nestle A Spons ADR	75,167.30	78,774.08	71,704.84
558	533	Nestle A Spons ADR	42,227.66	43,151.68	40,335.74
169	149	Nextera Energy	15,118.57	25,899.18	12,689.78
	52	Nextera Energy		9,038.64	8,766.52
1977	1647	Nike Inc Cl B	81,699.27	122,108.58	65,723.71
0	379	Nividia Corp	-	50,596.50	105,315.61
122	82	Northrop Grumman Corp	13,961.35	20,081.80	9,383.85
690		Novozymes	33,481.78		
354	422	Occidental Petroleum	27,053.82	25,902.36	30,756.86
54	50	Occidental Petroleum	3,652.70	3,069.00	3,363.24
189		Omega Healthcare	6,033.54		
	59	Omnicom Group		4,321.16	4,539.50
2479	1852	Oracle Corp	102,787.65	83,617.80	77,366.79
691	622	Oracle Corp	27,696.52	28,083.30	24,930.88
425	410	O'Reilly Automotive	81,865.87	141,175.30	78,126.47
	123	Outfront Media Inc		2,228.76	2,373.88
	156	Park Hotels & Resorts		4,052.88	4,793.91
280	252	Paychex Inc	11,753.24	16,417.80	10,439.93
108	106	Paychex Inc	6,413.81	6,905.90	6,294.85
339	324	Peoples United Financial	5,171.22	4,675.32	4,946.73
256	170	Pepsico	25,102.36	18,781.60	15,966.86
37	37	Pepsico	4,102.33	4,087.76	4,102.33
	1174	Pernod Ricard		38,436.76	38,246.98
412	374	Pfizer Inc	13,507.88	16,325.10	12,261.83
818	737	Pfizer Inc.	25,751.40	32,170.05	23,105.13
768	750	Pfizer Inc	26,277.60	32,737.50	25,644.19
0	68	Phillips 66	-	5,858.20	7,333.57
142		Philip Morris	11,712.18		
204	212	Philip Morris	21,578.13	14,153.12	20,475.54
89		Piedmont Office Realty	1,900.78		
65	65	Pinnacle West Capital Corp	5,384.85	5,538.00	5,384.85
230	226	Plains Group Holdings	5,056.25	4,542.60	4,695.92
142		PPL Corp	5,456.22		
53		Priceline.com	46,231.91		
85	131	Progressive Corp	3,936.27	7,903.23	6,678.80
21	33	Public Storage Com	4,212.02	6,679.53	7,619.82
52		Public Storage Com	12,472.33		
287	258	Quest Diagnostics	14,908.30	21,483.66	13,401.89
187	131	Raytheon Co.	17,554.17	20,088.85	12,297.30
130	119	Realty Income Corp	7,591.74	7,501.76	6,889.42
2554		Reckitt Benckiser PLC	52,350.61		
215	211	Regeneron Pharmaceuticals	77,220.15	78,808.50	75,704.64
36		Renaissance RE Holdings	5,060.17		
	7	Resideo Technologies		143.85	174.66
	132	Resmed Inc		15,030.84	14,983.00
219	219	Ryanair Holdings	27,266.00	15,623.46	27,266.00
	188	Sabra Healthcare REIT		3,098.24	4,108.31
81	79	Seagate Technology	2,459.43	3,048.61	2,411.02
117	116	Sempra Energy	13,297.26	12,550.04	13,229.03
	307	Senior Hsg Ppty		3,598.04	5,541.47
	296	Shopify Inc		40,981.20	36,882.87
0	67	Simon Property Group	-	11,255.33	11,254.20
	52	Simon Property Group		8,735.48	8,048.95
48		Sonoco Products Co	2,498.85		

**The Austin Memorial Foundation**  
**EIN: 34-6528879**

**Statement 7**

**2018 Form 990-PF, Return of Private Foundation**

Shares owned 01/01/18	Shares owned 12/31/18	Description	Book Value	Market Value 12/31/18	Book Value 12/31/18
			01/01/18		
1811	224	Starbucks	58,708.33	14,425.60	11,524.22
0	1852	Starbucks		119,268.80	73,123.97
	252	Starbucks		16,228.80	14,538.71
	239	Steris PLC		25,537.15	27,754.19
52	81	Sysco Corp	2,759.16	5,075.46	4,767.47
533		Sysmex Corp	19,768.97		
1265	1224	Taiwan Semiconductor Mfg	32,365.92	45,177.84	31,316.91
86		Target Corp	5,576.01		
891	1152	Tencent Holdings	20,137.31	45,469.44	30,671.90
372	233	Texas Instruments	25,681.36	22,018.50	15,115.34
292	238	Texas Instruments	19,672.07	22,491.00	15,531.48
107	62	Travellers Cos	12,866.85	7,424.50	7,331.94
		Trustmark Corp			
	46	United Health Group		11,459.52	11,644.69
226		United Parcel Service Cl B	24,325.96		
	201	US Bancorp		9,185.70	10,570.53
97	88	Valero Energy	6,182.57	6,597.36	5,583.89
45	48	Valero Energy	2,922.38	3,598.56	3,249.63
109		Validus Holding	5,393.14		
204	48	Ventas Inc REIT	11,583.61	2,812.32	2,405.49
528	476	Verizon Communications	25,272.35	26,760.72	22,646.41
397	369	Verizon Communications	20,620.04	20,745.18	19,055.96
1259	1259	Visa Inc	96,086.13	166,112.46	96,086.13
	54	Visa Inc		7,124.76	7,110.03
1238	1166	Walmart de Mexico	27,730.04	29,674.70	26,026.83
255	137	Walmart Stores	19,067.87	12,761.55	10,451.51
	126	Walt Disney Co		13,815.90	14,913.89
429	326	Waste Management	17,763.30	29,010.74	13,498.45
103	100	Waste Management	7,032.52	8,899.00	6,834.46
279	216	Wec Energy Group	12,525.84	14,960.16	9,192.95
373	312	Wells Fargo & Co	18,351.86	14,376.96	15,511.25
63		Welltower Inc	4,616.20		
240	240	Western Union Co	4,590.42	4,094.40	4,590.42
	5	White Mountains Ins Grp		4,288.45	4,066.55
331	299	Williams Co	9,969.60	6,592.95	8,991.50
114	114	Williams Sonoma	5,853.34	5,751.30	5,853.34
	60	WP Cary Inc		3,920.40	3,723.00
618	1352	Zoetis Inc Cl A	43,800.44	115,650.08	100,822.69
1060		Yandex N V	22,765.83		
85	77	3M Co	11,146.58	14,671.58	10,087.15
15	15	3M Co	3,153.19	2,858.10	3,153.19
			\$ 4,349,399.89	\$ 5,573,498.98	\$ 4,375,228.86

The Austin Memorial Foundation  
EIN: 34-6528879  
2018 Form 990-PF, Return of Private Foundation

**Part II – Balance Sheet**

**Line 10C, Other Investments, Fixed Income**

	<u>Bk. 1/1/18</u>	<u>Bk. 12/31/18</u>	<u>Mkt. 12/31/18</u>
\$150,000 Occidental Pete Corp. 2.6% due 6/15/2022	150,945.00	150,945.00	146,306.55
\$150,000 Chevron Corp. 2.566% due 5/16/2023	151,087.50	151,087.50	146,081.55
\$150,000 JP Morgan Chase 3.2% due 1/25/23	154,216.50	154,216.50	147,814.65
\$150,000 Wells Fargo & Co. 3.3% due 9/9/2024	154,954.50	154,954.50	145,101.15
\$150,000 Oracle Cp. 2.95% due 5/15/2025	154,075.50	154,075.50	143,541.90
\$150,000 Anheuser-Busch Inc. 2.65% due 2/1/2021	154,240.50	154,240.50	147,509.40
\$150,000 Astrazeneca PLC 2.375% due 11/16/2020	151,696.50	151,696.50	147,385.50
\$100,000 Walmart, Inc. 3.125% due 6/23/2021	0	99,906.00	100,710.50
\$100,000 Berkshire Hathaway 3.0% due 5/15/2022	0	99,045.00	99,770.60
\$100,000 American Honda Fin. 3.625% due 10/10/2023	0	99,742.00	100,708.70
\$100,000 Mastercard 3.375% due 4/1/2024	0	99,751.00	100,624.10
\$100,000 Comcast Corp. 3.95% due 10/15/2025	0	100,231.00	101,183.70

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\$100,000 Schwab, Chas. Corp. 3.45% due 2/13/2026	0	98,671.00	99,111.90
\$100,000 Toronto Dominion Bank 3.25% due 6/11/2021	0	99,853.00	100,409.70
\$100,000 Shell Inter. 3.5% due 11/13/2023	0	99,655.00	101,115.60
\$100,000 BP Cap Mkts. 3.062% due 3/17/2022	0	98,500.00	99,090.00
	1,071,216.00	1,966,570.00	1,926,465.50

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The Austin Memorial Foundation  
EIN: 34-6528879  
2018 Form 990-PF, Return of Private Foundation

## Part II – Balance Sheet

## Line 13, Other Investments

<u>Shs. Owned 01/01/18</u>	<u>Shs. Owned 12/31/18</u>		<u>Book Value 01/01/18</u>	<u>Book Value 12/31/18</u>	<u>Market Value 12/31/18</u>
158,600.80	112,615.65	Northern High Yield Fixed Income Fund	1,026,606.29	717,570.40	700,469.34
70,542.52	62,832.42	MFB Northern Int'l Eq Index Fd	727,395.45	647,133.33	676,076.84
18,297.93	13,729.63	Northern Multi Mgr Emerging Markets Equity	262,624.14	189,531.41	251,252.23
34,082.56	0	MFO Nuveen Pfd Sec I	586,085.13	0	0
341.06	341.06	HF Diversified Core Strategies Fund	472,701.29	472,701.29	644,724.29
20,440.19	20,440.19	MFB Northern Fds Global Real Estate Index Fd	170,920.01	170,920.01	197,861.04
5,000.00	5,000.00	MFC Ishares Tr Global Infrastructure	205,037.00	205,037.00	196,900.00
16,380.35	17,616.69	MFB Northern Mid Cap Index	281,896.45	301,059.69	276,405.87
13,085.71	13,160.10	MFB No Fds Small Cap Core	263,771.57	265,430.46	298,339.47
13,000.00	11,000.00	MFC Ishares Tr MSCI EAFFE	789,117.00	660,997.00	646,580.00

12,500.00	10,000.00	MFC Vanguard Emerging Mkts	451,837.00	387,272.75	381,000.00
12,500.00	12,500.00	MFC Flexshares Morningstar	348,534.00	348,534.00	366,000.00
5,859.00	5,859.00	MFC Flexshares Int'l Quality Idx	151,367.27	151,367.27	123,273.36
7,500.00	0	MFC Flexshares 1Boxx 3 Yr Tips	<u>185,475.00</u>	0	0
			5,923,367.60	4,517,554.61	4,758,882.44

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**DISTRIBUTIONS TO BENEFICIARIES**  
**THE AUSTIN MEMORIAL FOUNDATION**  
**For Period 01/01/2018 through 12/31/2018**

<b><u>RECIPIENT NAME &amp; ADDRESS</u></b>	<b><u>RECIPIENT RELATIONSHIP &amp; PURPOSE OF GRANT</u></b>	<b><u>RECIPIENT STATUS</u></b>	<b><u>AMOUNT</u></b>
Academy of Whole Learning 9400 Cedar Lake Rd. #7 St. Louis Park, MN 55426	None  Educational	Public Charity	\$10,000.00
Annunciation Catholic School 525 W. 54 <sup>th</sup> St. Minneapolis, MN 55419	None  Educational	Public Charity	20,000.00
A Place to Turn 99 Hartford Street Natick, MA 01760	None  Civic	Public Charity	3,000.00
Art Base 99 Midland Spur Basalt, CO 81621	None  Civic	Public Charity	2,000.00
Ashley Hall School 172 Rutledge Ave. Charleston, SC 29403	None  Educational	Public Charity	1,000.00
Aspen Center for Environmental Studies 100 Puppy Smith Street Aspen, CO 81611	None  Environmental	Public Charity	1,000.00
Aspen Country Day School 85 Country Day Way Aspen, CO 81611	None  Educational	Public Charity	1,000.00
Aspen Historical Society 620 W. Bleeker Street Aspen, CO 81611	None  Educational	Public Charity	23,475.00
Aspen Public Radio 110 E. Hallam Street, Suite 134 Aspen, CO 81611	None  Civic	Public Charity	500.00

The Berry Center 111 S. Main St. New Castle, KY 40050	None Civic	Public Charity	25,000.00
Big Brothers Big Sisters of Washtenaw County 11 W. Michigan Ave. Ypsilanti, MI 48197	None Civic	Public Charity	300.00
Blue Ridge Area Food Bank 1207 Harris St. Charlottesville, VA 22903	None Civic	Public Charity	1,000.00
Blue Ridge Presbyterian Church 6566 Spring Hill Rd. Ruckersville, VA 22968	None Religious	Public Charity	1,000.00
Boys & Girls Clubs of Memphis 44 South Rembert Memphis, TN 38104	None Civic	Public Charity	2,000.00
Boys and Girls Clubs of Wayne County 1717 South L Street Richmond, IN 47374	None Educational	Public Charity	50,000.00
Cal Poly Fund 1 Grand Ave. San Louis Obispo, CA 93407	None Educational	Public Charity	2,000.00
Charleston Day School 15 Archdale Street Charleston, SC 29401	None Educational	Public Charity	2,000.00
Conservation Minnesota 1101 W River Parkway #200 Minneapolis, MN 55415	None Educational	Public Charity	2,500.00
Ecology Center, Inc. 339 E. Liberty St. #300 Ann Arbor, MI 48104	None Environmental	Public Charity	300.00
Eliot Church of South Natick 45 Eliot St. Natick, MA 01760	None Religious	Public Charity	1,000.00

Emanuel Episcopal Center 604 St. Paul Ave. Memphis, TN 38126	None Religious	Public Charity	2,000.00
English in Action 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
Family Center of Grosse Pointe 32 Lake Shore Dr. Grosse Pointe Farms, MI 48236	None Civic		300.00
The Fells 465 Route 103 A P.O. Box 276 Newbury, NH 03255	None Civic	Public Charity	3,500.00
Food for the Poor 6401 Lyons Road Coconut Creek, FL 33073	None Civic	Public Charity	1,000.00
Girls, Inc. 121 North 10 <sup>th</sup> St. Richmond, IN 47374	None Educational	Public Charity	15,000.00
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 St. Ann Arbor, MI 48104	None Environmental	Public Charity	22,500.00
Hutchison School 1740 Ridgeway Road Memphis, TN 38119	None Educational	Public Charity	1,000.00
Kenyon College 1 Kenyon College Gambier, OH 43022	None Educational	Public Charity	500.00

Lucille Packard Fdn. for Children's Health 400 Hamilton Ave., Suite 340 Palo Alto, CA 94301	None Medical	Public Charity	75,000.00
Meeting Street Academy 1156 King Street Charleston, SC 29403	None Educational	Public Charity	1,000.00
Meeting Street Schools-Brentwood 200 Meeting St. Charleston, SC 29401	None Educational	Public Charity	27,619.00
Memphis Boychoir, Inc. 3245 Central Avenue Memphis, TN 38111	None Educational	Public Charity	1,000.00
Memphis University School 6191 Park Avenue Memphis, TN 38119	None Educational	Public Charity	1,000.00
Memorial School PTO 107 Eliot St. Natick, MA 01760	None Educational	Public Charity	13,588.88
Metropolitan Interfaith Association 910 Vance Ave. Memphis, TN 38173	None Religious	Public Charity	30,000.00
Michigan College Access Network 222 N. Chestnut St., Suite 200 Lansing, MI 49833	None Educational	Public Charity	1,000.00
Michigan Environmental Council 602 W. Ionia St. Lansing, MI 48933	None Environmental	Public Charity	400.00
Michigan Org. on Adolescent Sexual Health P.O. Box 1386 East Lansing, MI 48826	None Educational	Public Charity	500.00
Middlesex School 1400 Lowell Road Concord, MA 01742	None Educational	Public Charity	1,000.00

Mid-South Food Bank 239 South Dudley Street Memphis, TN 38104	None Civic	Public Charity	2,000.00
Minnesota Center for Energy Environment 212 3 <sup>rd</sup> Avenue North Minneapolis, MN 55401	None Environmental	Public Charity	15,000.00
MitoAction P.O. Box 51474 Boston, MA 02205	None Health	Public Charity	1,000.00
Mt. Olivet Lutheran Church 5025 Knox Ave., South Minneapolis, MN 55419	None Religious	Public Charity	500.00
National Wildlife Federation 213 West Liberty Street, Suite 200 Ann Arbor, MI 48104	None Environmental	Public Charity	300.00
Natural Wakefulness Center 305 W. 91 <sup>st</sup> St. New York, NY 10024	None Civic	Public Charity	3,000.00
The Neutral Zone 310 E. Washington Street Ann Arbor, MI 48104	None Civic	Public Charity	15,300.00
N.C. Little Memorial Hospice 7019 Lynmar Lane Edina, MN 55435	None Medical	Public Charity	500.00
Pomfret School 398 Pomfret Street Pomfret, CT 06258	None Educational	Public Charity	2,000.00
Porter-Leath 868 North Manassas St. Memphis, TN 38107	None Civic	Public Charity	500.00
St. John's Episcopal Church 3245 Central Avenue Memphis, TN 38111	None Religious	Public Charity	500.00

St. Jude Children's Research Hospital 501 St. Jude's 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
Share Our Strength 1030 15th St., N.W. Suite 1100W Washington, D.C. 20005	None Civic	Public Charity	35,000.00
Soccer Without Borders 9 Waterhouse St. Cambridge, MA 02138	None Educational	Public Charity	2,000.00
Tennessee Wildlife Federation 300 Orlando Ave. Nashville, TN 37209	None Environmental	Public Charity	15,000.00
The Virginia Consort 1658 Brandywine Drive Charlottesville, VA 22901	None Civic	Public Charity	1,000.00
UVA Health Foundation P.O. Box 400331 Charlottesville, VA 22904	None Medical	Public Charity	3,000.00
University of Virginia P.O. Box 400801 Charlottesville, VA 22904	None Educational	Public Charity	50,000.00
University of Virginia Chamber Singers P.O. Box 911 Orange, VA 22960	None Educational	Public Charity	1,000.00
Warm Hearts Foundation P.O. Box 888634 Grand Rapids, MI 49588	None Civic	Public Charity	400.00
Wolf River Conservancy 2693 Union Ave. Memphis, TN 38112	None Environmental	Public Charity	35,000.00

Youthentity 572 Highway 133 Carbondale, CO 81623	None Educational	Public Charity	25,000.00
Youth Zone 803 School St. Glenwood Springs, CO 81601	None Educational	Public Charity	25,000.00
<b>TOTAL</b>			<b>\$630,982.88</b>