NOTICE 2008-6 STATUS CHANGE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 09/01 **, 2008, and ending** 08/31,20 09

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.

Name of foundation: EDWARD P CLARK MEMORIAL TR 10 -101230022400

A Employer identification number: 01-6035550

Number and street (or P O box number if mail is not delivered to street address) Room/suite: KEYBANK, 4900 TIEDEMAN OH-01-49-0150

B Telephone number (see page 10 of the instructions): (207) 623-5624

City or town, state, and ZIP code: BROOKLYN, OH 44144-2302

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,454,950.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ______ *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	190,762.	190,762.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-151,837.			
	b Gross sales price for all assets on line 6a 561,173.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	38,925.	190,762.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	41,511.	31,133.		10,378.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	450.	NONE	NONE	450.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	744.	744.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	42,705.	31,877.	NONE	10,828.
	25 Contributions, gifts, grants paid	219,538.			219,538.
	26 **Total expenses and disbursements** Add lines 24 and 25	262,243.	31,877.	NONE	230,366.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-223,318.			
	b **Net investment income** (if negative, enter -0-)		158,885.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 3	5,938,055.	5,714,656.	6,454,950.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,938,055.	5,714,656.	6,454,950.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	5,938,055.	5,714,656.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,938,055.	5,714,656.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,938,055.	5,714,656.	

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	5,938,055.
2	Enter amount from Part I, line 27a	2	-223,318.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,714,737.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	81.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,714,656.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-151,837.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007			
2006			
2005			
2004			
2003			

2 **Total** of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2008 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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling letter: __________ (attach copy of ruling 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	1	3,178.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2	3	3,178.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,178.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 . . . . 6a		
b	Exempt foreign organizations-tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 3,200.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,200.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	NONE
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	22.
11	Enter the amount of line 10 to be. **Credited to 2009 estimated tax** ▶ 22. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 5			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEYBANK NA Telephone no ▶ (216)813-4611

Located at ▶ 4900 TIEDEMAN RD, OH-01-49-0150, BROOKLYN, OH ZIP + 4 ▶ 44144-2302

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

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ 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 page 20 of the instructions.)	2b	X	
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*	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 2008?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If you answered "Yes" to 6b, also file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		41,511.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ NONE

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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,084,985.
b	Average of monthly cash balances	1b	-43,616.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,041,369.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) [1e]		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,041,369.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	90,621.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,950,748.
6	**Minimum investment return.** Enter 5% of line 5	6	297,537.

Part XI **Distributable Amount** (see page 25 of the 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	297,537.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	3,178.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,178.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	294,359.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	294,359.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	294,359.

Part XII **Qualifying Distributions** (see page 25 of the 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	230,366.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	230,366.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	230,366.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7					294,359.
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only				NONE	
b Total for prior years 20____, 20____, 20____			NONE		
3 Excess distributions carryover, if any, to 2008					
a From 2003	NONE				
b From 2004	NONE				
c From 2005	NONE				
d From 2006	NONE				
e From 2007	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 230,366.					
a Applied to 2007, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2008 distributable amount					230,366.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009					63,993.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2004	NONE				
b Excess from 2005	NONE				
c Excess from 2006	NONE				
d Excess from 2007	NONE				
e Excess from 2008	NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 10				
Total . . . . ▶ 3a				219,538.
b Approved for future payment				
Total . . . . ▶ 3b				

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 (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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				NONE	
4 Dividends and interest from securities			14	190,762.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-151,837.	
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)				38,925.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 38,925.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)
	NOT APPLICABLE

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge

James R Freedline Jr 05/03/2010 Vice President

Signature of officer or trustee KEYBANK BY: J R FREEDLINE Date Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-1,918.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					25,179.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-13,277.	
		750. SYNOVUS FINL CORP COM PROPERTY TYPE: SECURITIES					12/13/2007	09/25/2008
8,771.00		8,013.00					758.00	
		750. SYNOVUS FINL CORP COM PROPERTY TYPE: SECURITIES					01/04/2008	09/25/2008
8,771.00		8,137.00					634.00	
		750. RPM INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					01/28/2003	11/14/2008
9,714.00		8,167.00					1,547.00	
		500. MEMC ELECTR MATLS INC COM PROPERTY TYPE: SECURITIES					08/15/2007	11/26/2008
7,359.00		27,542.00					-20,183.00	
		250. MEMC ELECTR MATLS INC COM PROPERTY TYPE: SECURITIES					02/20/2008	11/26/2008
3,679.00		19,004.00					-15,325.00	
		750. CHARLES RIVER LABS INTL INC COM PROPERTY TYPE: SECURITIES					10/30/2007	12/30/2008
19,132.00		43,610.00					-24,478.00	
		500. COMERICA INC COM PROPERTY TYPE: SECURITIES					01/19/2001	12/30/2008
9,483.00		27,999.00					-18,516.00	
		250. EBAY INC COM PROPERTY TYPE: SECURITIES					08/15/2003	12/30/2008
3,437.00		6,437.00					-3,000.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		500. EBAY INC COM PROPERTY TYPE: SECURITIES					01/27/2005	12/30/2008
6,875.00		20,698.00					-13,823.00	
		400. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES					01/07/1998	12/30/2008
33,226.00		20,683.00					12,543.00	
		200. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES					04/21/1998	12/30/2008
16,613.00		11,829.00					4,784.00	
		400. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES					06/19/1998	12/30/2008
33,226.00		21,770.00					11,456.00	
		250. JOHNSON CONTROLS INC COM PROPERTY TYPE: SECURITIES					10/25/2000	12/30/2008
4,420.00		2,418.00					2,002.00	
		500. ROHM & HAAS CO COM PROPERTY TYPE: SECURITIES					01/07/1998	12/30/2008
29,221.00		15,329.00					13,892.00	
		500. XILINX INC COM PROPERTY TYPE: SECURITIES					05/11/2000	12/30/2008
8,682.00		29,875.00					-21,193.00	
		250. XILINX INC COM PROPERTY TYPE: SECURITIES					06/19/2000	12/30/2008
4,341.00		21,359.00					-17,018.00	
		250. XILINX INC COM PROPERTY TYPE: SECURITIES					07/27/2000	12/30/2008
4,341.00		17,516.00					-13,175.00	
		.2 TEVA PHARMACEUTICAL INDS LTD SPONS AD PROPERTY TYPE: SECURITIES					03/31/2003	01/09/2009
9.00		8.00					1.00	
		50000. FEDERAL HOME LN BANKS DEB PROPERTY TYPE: SECURITIES					04/02/2008	01/11/2009
50,000.00		50,000.00						

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25000. CREDIT SUISSE FIRST BOSTON USA SE PROPERTY TYPE: SECURITIES					01/20/2005	01/15/2009
25,000.00		25,000.00						
		177. BAC CAPITAL TRUST VIII PFD 6.00% PROPERTY TYPE: SECURITIES					07/06/2007	02/19/2009
1,319.00		4,102.00					-2,783.00	
		376. CITIGROUP CAPITAL XV PFD 6.50% PROPERTY TYPE: SECURITIES					07/06/2007	02/19/2009
2,262.00		9,214.00					-6,952.00	
		376. CITIGROUP CAPITAL XV PFD 6.50% PROPERTY TYPE: SECURITIES					07/06/2007	02/19/2009
2,249.00		9,214.00					-6,965.00	
		823. BAC CAPITAL TRUST VIII PFD 6.00% PROPERTY TYPE: SECURITIES					07/06/2007	02/20/2009
5,330.00		19,073.00					-13,743.00	
		248. CITIGROUP CAPITAL XV PFD 6.50% PROPERTY TYPE: SECURITIES					07/06/2007	02/20/2009
1,181.00		6,077.00					-4,896.00	
		375. ISHARES MSCI PAC EX-JPN INDEX FD CL PROPERTY TYPE: SECURITIES					10/30/2007	03/05/2009
7,748.00		22,348.00					-14,600.00	
		100000. TENNESSEE VALLEY AUTHORITY MED T PROPERTY TYPE: SECURITIES					11/08/2005	03/19/2009
100,000.00		100,000.00						
		500. AKAMAI TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					10/18/2007	04/03/2009
9,899.00		17,155.00					-7,256.00	
		500. AKAMAI TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					02/07/2008	04/03/2009
9,895.00		16,017.00					-6,122.00	
		50000. FREDDIE MAC MED TERM NT PROPERTY TYPE: SECURITIES					08/31/2004	05/05/2009
50,000.00		50,000.00						

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50000. FREDDIE MAC MED TERM NT					02/10/2005	05/05/2009
		PROPERTY TYPE: SECURITIES						
50,000.00		50,000.00						
		25000. AMERICAN EXPRESS CENTURION BANK M					05/24/2006	07/30/2009
		PROPERTY TYPE: SECURITIES						
25,000.00		24,403.00					597.00	
		.5 PULTE HOMES INC COM					01/29/2002	08/26/2009
		PROPERTY TYPE: SECURITIES						
6.00		13.00					-7.00	
TOTAL GAIN(LOSS)		....					-151,837.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	450.			450.
TOTALS	450.	NONE	NONE	450.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		744.	744.
	TOTALS	744.	744.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	5,714,656.	6,454,950.
TOTALS		5,714,656.	6,454,950.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
RETURN OF CAPITAL - COST BASIS ADJUSTMEN	81.
TOTAL	81.

STATEMENT 4

STATE(S) WHERE THE FOUNDATION IS REGISTERED
ME

STATEMENT 5

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
KEYBANK N A
ADDRESS:
286 WATER STREET
AUGUSTA, ME 04330
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 41,511.

TOTAL COMPENSATION: 41,511.

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	6,970,497.		
FEBRUARY	6,167,751.		
MARCH	5,990,731.		
APRIL	6,099,228.		
MAY	5,833,404.		
JUNE	5,467,686.		
JULY	5,617,802.		
AUGUST	5,913,845.		
SEPTEMBER	6,105,136.		
OCTOBER	6,049,649.	-43,616.	
NOVEMBER	6,349,141.		
DECEMBER	6,454,950.		
TOTAL	73,019,820.	-43,616.	
AVERAGE FMV	6,084,985.	-43,616.	

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MILES MEMORIAL HOSPITAL INC
C/O JULIE GEYER DEV COORDINATOR
ADDRESS:
35 MILES ST
DAMARISCOTTA, ME 04543
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR EDUCATION AND RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 32,471.

RECIPIENT NAME:
SECOND CONGREGATIONAL CHURCH
C/O BRUCE BARTLETT TREAS
ADDRESS:
P O BOX 243 - RIVER RD
NEWCASTLE, ME 04553
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
CHURCH
AMOUNT OF GRANT PAID .... 24,712.

RECIPIENT NAME:
MAINE CANCER FOUNDATION
ADDRESS:
P O BOX 553
PORTLAND, ME 04112
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 21,647.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MASSACHUSETTS INST OF TECHNOLOG
ATTN CHRISTINE MARTIGNETTI
ADDRESS:
238 MAIN ST STE 200
CAMBRIDGE, MA 02142
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR SCHOLARSHIPS FOR DESERVING STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 43,295.

RECIPIENT NAME:
BENEVOLENT FDN-ANCIENT ACCEPT
ADDRESS:
SCOTTISH RITES OF SUPREME COUNC
LEXINGTON, MA 02173
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR MENTAL HEALTH RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 21,647.

RECIPIENT NAME:
BENEFICENT CONGREGATIONAL CHURCH
ADDRESS:
300 WEYBOSSET STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR JEANNE KINGSLEY CLARK MEMORIAL FLOWER FD
FOUNDATION STATUS OF RECIPIENT:
CHURCH
AMOUNT OF GRANT PAID .... 21,647.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SHRINERS HOSPITAL FOR CHILDREN
ADDRESS:
MGR-TRUST & INVESTMENT ACCTG
TAMPA, FL 33631
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 54,119.

TOTAL GRANTS PAID: 219,538.

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2009-09-16
BUS DATE 2009-09-15
PAGE 8
SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-10-123-0022400 CLARK EDWARD P MEMORIAL T/A 246 H P FRAIN 216-813-4548
ISCAL YEAR CODE 0831 AS OF 08-31-2009

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
H8817H100	TRANSOCEAN LTD FGN COM	26,468.16	0.00	12,569.29	349.000
00206R102	AT&T INC COM	26,050.00	0.00	26,862.50	1,000.000
00211G208	AT&T INC PFD 6.375%	25,940.00	0.00	24,510.00	1,000.000
002824100	ABBOTT LABS COM	45,230.00	0.00	17,431.25	1,000.000
00724F101	ADOBE SYS INC COM	15,710.00	0.00	17,240.60	500.000
010392520	ALABAMA POWER CO PFD SER JJ 6.375%	26,110.00	0.00	25,852.43	1,000.000
013817101	ALCOA INC COM	9,037.50	0.00	29,166.05	750.000
031162100	AMGEN INC COM	59,780.00	0.00	62,656.26	1,000.000
032511107	ANADARKO PETE CORP COM	42,296.00	0.00	23,124.00	800.000
037411105	APACHE CORP COM	84,950.00	0.00	33,061.00	1,000.000
037833100	APPLE INC COM	33,642.00	0.00	19,014.62	200.000
038222105	APPLIED MATERIALS INC COM	26,360.00	0.00	33,843.75	2,000.000
053015103	AUTOMATIC DATA PROCESSING INC COM	38,350.00	0.00	11,821.94	1,000.000
054303102	AVON PRODS INC COM	57,366.00	0.00	32,402.50	1,800.000
06050XTT0	BANK OF AMERICA CORP MED TERM BK NT SER NOTZ DTD 02/17/05 4.75% DUE 02/15/15	24,046.50	0.00	25,000.00	25,000.000
060505104	BANK OF AMERICA CORP COM	26,385.00	0.00	48,580.00	1,500.000
06738C778	IPATH DOW JONES-UBS COMMODITY ID CLOSED-END FUND	37,840.00	0.00	58,140.00	1,000.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2009-09-16
BUS DATE 2009-09-15
PAGE 9
SAR ID TAC000PCRR41

IK-RG-OFF-ACCOUNT	ACCOUNT NAME		TAX ANALYST/NAME	
.0-10-123-0022400	CLARK EDWARD P MEMORIAL	T/A	246 H P FRAIN	216-813-4548
'ISCAL YEAR CODE 0831	AS OF 08-31-2009			

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
126650100	CVS/CAREMARK CORP COM	75,040.00	0.00	37,693.75	2,000.000
151020104	CELGENE CORP COM	26,085.00	0.00	28,053.70	500.000
156700106	CENTURYTEL INC COM	24,172.50	0.00	21,222.50	750.000
166764100	CHEVRON CORP COM	53,853.80	0.00	28,315.63	770.000
17275R102	CISCO SYS INC COM	43,200.00	0.00	14,320.60	2,000.000
191216100	COCA COLA CO COM	36,577.50	0.00	17,756.25	750.000
194162103	COLGATE PALMOLIVE CO COM	72,700.00	0.00	14,462.50	1,000.000
1941989B5	KT SMALL CAP FUND	89,759.75	0.00	87,463.15	1,250.000
194198917	KT FIXED INCOME FUND	297,767.82	0.00	330,812.55	48,449.831
20825C104	CONOCOPHILLIPS COM	45,030.00	0.00	27,947.65	1,000.000
217204106	COPART INC COM	14,136.00	0.00	11,389.40	400.000
22160K105	COSTCO WHOLESALE CORP COM	20,392.00	0.00	21,804.00	400.000
233153105	DCT INDUSTRIAL TRUST INC REIT	13,200.00	0.00	22,570.84	2,500.000
25179M103	DEVON ENERGY CORP COM	49,104.00	0.00	25,116.00	800.000
25459L106	DIRECTV GROUP INC COM	12,380.00	0.00	12,043.15	500.000
263534109	DU PONT E I DE NEMOURS & CO COM	15,965.00	0.00	21,383.00	500.000
26441C105	DUKE ENERGY CORP COM	23,235.00	0.00	28,356.06	1,500.000
268648102	EMC CORP COM	23,850.00	0.00	35,321.05	1,500.000

CHARITABLE TRUSTS HOLDINGS REPORT

IK-RG-OFF-ACCOUNT	ACCOUNT NAME		TAX ANALYST/NAME	
.0-10-123-0022400	CLARK EDWARD P MEMORIAL	T/A	246 H P FRAIN	216-813-4548
'ISCAL YEAR CODE 0831	AS OF 08-31-2009			

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
291011104	EMERSON ELEC CO COM	58,992.00	0.00	21,477.50	1,600.000
30161N101	EXELON CORP COM	65,026.00	0.00	34,477.50	1,300.000
30231G102	EXXON MOBIL CORP COM	76,065.00	0.00	19,833.39	1,100.000
3128X65B8	FREDDIE MAC MED TERM NT DTD 03/13/08 5.50% DUE 03/13/23	50,060.50	0.00	49,968.75	50,000.000
3133XQKW1	FEDERAL HOME LN BANKS DEB DTD 04/23/08 4.80% DUE 04/23/18	50,406.50	0.00	50,000.00	50,000.000
31331GHU6	FEDERAL FARM CR BANKS DEB DTD 12/24/08 4.00% DUE 12/24/18	95,719.00	0.00	100,000.00	100,000.000
31359MFG3	FANNIE MAE BOND DTD 01/14/00 7.250% DUE 01/15/10	102,656.00	0.00	99,853.00	100,000.000
345838106	FOREST LABS INC COM	29,270.00	0.00	30,417.00	1,000.000
349631101	FORTUNE BRANDS INC COM	15,924.00	0.00	23,745.09	400.000
35671D857	FREEPORT-MCMORAN COPPER & GOLD COM	31,490.00	0.00	20,415.00	500.000
369550108	GENERAL DYNAMICS CORP COM	88,785.00	0.00	47,197.50	1,500.000
369622477	GENERAL ELECT CAP CORP PFD SER A 6.45%	23,950.00	0.00	25,312.00	1,000.000
375558103	GILEAD SCIENCES INC COM	45,060.00	0.00	31,225.00	1,000.000
384802104	GRAINGER W W INC COM	21,867.50	0.00	10,795.00	250.000
41013NBW7	JOHN HANCOCK LIFE INS CO MED TERM NT SER SIGN DTD 09/10/04 5.10% DUE 09/15/16	24,670.00	0.00	25,000.00	25,000.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	154,717.93	0.00	226,175.49	3,131.308

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0-10-123-0022400 CLARK EDWARD P MEMORIAL T/A 246 H P FRAIN 216-813-4548
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
428236103	HEWLETT PACKARD CO COM	17,956.00	0.00	17,320.48	400.000
452308109	ILLINOIS TOOL WKS INC COM	20,910.00	0.00	26,082.60	500.000
458140100	INTEL CORP COM	40,640.00	0.00	7,843.75	2,000.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	26,482.50	0.00	34,439.00	750.000
464287242	ISHARES IBOXX $INVESTMENT BD FD CLOSED-END FUND	473,985.00	0.00	488,521.00	4,500.000
464287457	ISHARES BARCLAYS 1-3 YR TREAS FD CLOSED-END FUND	419,600.00	0.00	411,725.00	5,000.000
478160104	JOHNSON & JOHNSON COM	66,484.00	0.00	26,908.75	1,100.000
478366107	JOHNSON CONTROLS INC COM	61,925.00	0.00	25,176.04	2,500.000
482480100	KLA-TENCORP CORP COM	31,200.00	0.00	43,257.25	1,000.000
512807108	LAM RESH CORP COM	12,280.00	0.00	10,750.64	400.000
524660107	LEGGETT & PLATT INC COM	9,125.00	0.00	12,210.00	500.000
534187109	LINCOLN NATL CORP IND COM	35,285.52	0.00	54,739.49	1,398.000
548661107	LOWES COS INC COM	60,200.00	0.00	30,716.88	2,800.000
571748102	MARSH & MCLENNAN COS INC COM	23,540.00	0.00	15,975.00	1,000.000
585055106	MEDTRONIC INC COM	38,300.00	0.00	11,778.13	1,000.000
594918104	MICROSOFT CORP COM	49,300.00	0.00	11,881.25	2,000.000
60871R209	MOLSON COORS BREWING CO COM CL B	23,690.00	0.00	20,662.15	500.000

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637071101	NATIONAL-OILWELL VARCO INC COM	21,810.00	0.00	24,283.44	600.000
654902204	NOKIA CORP SPONS ADR	28,020.00	0.00	27,880.00	2,000.000
670008101	NOVELLUS SYS INC COM	19,160.00	0.00	24,377.00	1,000.000
693506107	PPG INDS INC COM	27,700.00	0.00	21,387.50	500.000
713448108	PEPSICO INC COM	42,502.50	0.00	31,628.50	750.000
717081103	PFIZER INC COM	16,700.00	0.00	25,018.55	1,000.000
74005P104	PRAXAIR INC COM	95,775.00	0.00	31,203.00	1,250.000
742718DM8	PROCTER & GAMBLE CO NOTE DTD 02/06/09 3.50% DUE 02/15/15	51,328.00	0.00	49,801.00	50,000.000
74367CBH7	PROTECTIVE LIFE SECURED TRUST MED TERM NT SER NOTZ DTD 07/01/04 4.625% DUE 07/15/10	24,683.50	0.00	25,000.00	25,000.000
745867101	PULTE HOMES INC COM	6,223.86	0.00	12,906.55	487.000
747525103	QUALCOMM INC COM	23,210.00	0.00	19,857.75	500.000
7495200A1	KT SHORT TERM DEPOSIT FUND	983,675.01	16,893.41	1,000,568.42	1,000,568.420
749520902	KT GOVERNMENT MORTGAGE FUND	186,045.60	0.00	206,918.16	2,000.000
760975102	RESEARCH IN MOTION LTD FGN COM	14,612.00	0.00	20,464.79	200.000
78463V107	SPDR GOLD TRUST FUND CLOSED-END FUND	112,080.00	0.00	100,550.00	1,200.000
806857108	SCHLUMBERGER LTD FGN COM	61,820.00	0.00	15,744.42	1,100.000
826197501	SIEMENS AG SPONS ADR	43,420.00	0.00	62,010.00	500.000
826552101	SIGMA ALDRICH CORP	50,800.00	0.00	23,909.00	1,000.000

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
842587107	SOUTHERN CO COM	31,200.00	0.00	26,950.00	1,000.000
863667101	STRYKER CORP COM	31,095.00	0.00	33,705.00	750.000
87612E106	TARGET CORP COM	70,500.00	0.00	49,075.01	1,500.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	83,790.50	0.00	57,475.89	1,627.000
882508104	TEXAS INSTRS INC COM	12,295.00	0.00	29,280.00	500.000
883203101	TEXTRON INC COM	30,720.00	0.00	46,147.50	2,000.000
88579Y101	3M CO COM	57,680.00	0.00	50,991.00	800.000
891027104	TORCHMARK CORP COM	21,305.00	0.00	16,686.25	500.000
89417E109	TRAVELERS COS INC COM	75,630.00	0.00	55,219.23	1,500.000
902973304	US BANCORP COM	16,965.00	0.00	21,277.50	750.000
913017109	UNITED TECHNOLOGIES CORP COM	118,720.00	0.00	62,764.38	2,000.000
91324P102	UNITEDHEALTH GROUP INC COM	42,000.00	0.00	38,342.50	1,500.000
92343V104	VERIZON COMMUNICATIONS INC COM	31,040.00	0.00	46,803.96	1,000.000
92826C839	VISA INC COM CL A	17,775.00	0.00	16,270.25	250.000
931142CP6	WAL-MART STORES INC NOTE DTD 01/23/09 4.125% DUE 02/01/19	49,904.00	0.00	48,112.00	50,000.000
949746101	WELLS FARGO CO COM	41,280.00	0.00	30,871.25	1,500.000
959802109	WESTERN UNION CO	9,020.00	0.00	7,988.33	500.000

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CUSIP	ASSET NAME		PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM					
		*** TOTAL ***	6,438,056.95	16,893.41	5,714,655.73	1,629,930.558