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
2009

For calendar year 2009, or tax year beginning 09/01 **, 2009, and ending** 08/31, 20 10

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] 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

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

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

A Employer identification number
01-6035550

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

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: [X] 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)* ▶ $ 6,428,628.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ________
(Part I, column (d) must be on cash basis.)

ENVELOPE POSTMARK DATE JUL 15 2011

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).)*

Section	Line	Description	(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	160,521.	160,521.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-33,051.			
	b	Gross sales price for all assets on line 6a 844,330.				
	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	127,470.	160,521.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	48,046.	36,034.		12,011.
	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 2	450.	NONE	NONE	450.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	6,850.	468.		
	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) STMT 4	10.			10.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	55,356.	36,502.	NONE	12,471.
	25	Contributions, gifts, grants paid	312,500.			312,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	367,856.	36,502.	NONE	324,971.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-240,386.			
	b	**Net investment income** (if negative, enter -0-)		124,019.		
	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 16 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 5	5,714,656.	5,474,162.	6,428,628.
	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)	5,714,656.	5,474,162.	6,428,628.
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	5,714,656.	5,474,162.	
	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)	5,714,656.	5,474,162.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,714,656.	5,474,162.	

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	5,714,656.
2	Enter amount from Part I, line 27a	2	-240,386.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,474,270.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	108.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,474,162.

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	-33,051.
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

(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))
2008	230,366.	5,950,748.	0.03871210812
2007			
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	0.03871210812
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.03871210812
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,507,844.
5	Multiply line 4 by line 3	5	251,932.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,240.
7	Add lines 5 and 6	7	253,172.
8	Enter qualifying distributions from Part XII, line 4	8	324,971.

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 or determination 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 ▶ [X] and enter 1% of Part I, line 27b	1	1,240.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,240.
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	1,240.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 3,204.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	5,204.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,964.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 1,240. **Refunded** ▶	11	2,724.

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 7			
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 2009 or the taxable year beginning in 2009 (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)*

		Line	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 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.

			Line	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 2009 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 2009.)*		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 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] 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 8		48,046.	-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	6,606,948.
b	Average of monthly cash balances	1b	NONE
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	6,606,948.
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	6,606,948.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	99,104.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,507,844.
6	**Minimum investment return.** Enter 5% of line 5	6	325,392.

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	325,392.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,240.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,240.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	324,152.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	324,152.
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	324,152.

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	324,971.
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	324,971.
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	1,240.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	323,731.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				324,152.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			63,993.	
b Total for prior years. 20 07 ,20 ___ , 20 ___		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 ... NONE				
b From 2005 ... NONE				
c From 2006 ... NONE				
d From 2007 ... NONE				
e From 2008 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 324,971.				
a Applied to 2008, but not more than line 2a			63,993.	
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 2009 distributable amount				260,978.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 *(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 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				63,174.
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005 ... NONE				
b Excess from 2006 ... NONE				
c Excess from 2007 ... NONE				
d Excess from 2008 ... NONE				
e Excess from 2009 ... 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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 28 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 11				
Total . . . . ▶ **3a**				312,500.
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					
4 Dividends and interest from securities			14	160,521.	
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	-33,051.	
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)				127,470.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 127,470.

(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 29 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

Signature of officer or trustee KEYBANK BY: J R FREEDLINE | 07/14/2011 Date | Vice President 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 CAPITAL GAIN DIVIDENDS					493.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					20,036.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,672.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-33,357.	
		50000. FREDDIE MAC MED TERM NT PROPERTY TYPE: SECURITIES					02/22/2008	09/13/2009
50,000.00		49,969.00					31.00	
		561. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					02/14/1996	10/30/2009
13,367.00		15,614.00					-2,247.00	
		337. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					02/15/2001	10/30/2009
8,030.00		16,830.00					-8,800.00	
		500. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					05/24/2005	10/30/2009
11,913.00		22,296.00					-10,383.00	
		100. RESEARCH IN MOTION LTD FGN COM PROPERTY TYPE: SECURITIES					09/09/2008	12/18/2009
6,978.00		10,404.00					-3,426.00	
		100. RESEARCH IN MOTION LTD FGN COM PROPERTY TYPE: SECURITIES					09/15/2008	12/18/2009
6,978.00		10,061.00					-3,083.00	
		100000. FANNIE MAE BOND PROPERTY TYPE: SECURITIES					02/01/2000	01/15/2010
100,000.00		99,853.00					147.00	
		2000. NOKIA CORP SPONS ADR PROPERTY TYPE: SECURITIES					09/13/2004	03/17/2010
31,053.00		27,880.00					3,173.00	

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. FEDERAL HOME LN BANKS DEB PROPERTY TYPE: SECURITIES					04/02/2008	04/23/2010
50,000.00		50,000.00						
		100000. FANNIE MAE DEB SER 1 PROPERTY TYPE: SECURITIES					09/09/2009	06/18/2010
100,000.00		99,168.00					832.00	
		400. LAM RESH CORP COM PROPERTY TYPE: SECURITIES					04/17/2009	06/28/2010
16,410.00		10,751.00					5,659.00	
		100000. FEDERAL FARM CR BANKS DEB PROPERTY TYPE: SECURITIES					12/31/2008	06/30/2010
100,000.00		100,000.00						
		126.008 CALDWELL & ORKIN MKT OPPORTUNITY PROPERTY TYPE: SECURITIES					11/27/2009	07/13/2010
2,440.00		2,500.00					-60.00	
		300. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES					08/31/2009	07/13/2010
6,447.00		6,929.00					-482.00	
		48.04 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					04/01/1998	07/13/2010
344.00		599.00					-255.00	
		191.96 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					06/19/1998	07/13/2010
1,376.00		2,279.00					-903.00	
		2500. ISHARES BARCLAYS 1-3 YR TREAS FD C PROPERTY TYPE: SECURITIES					06/16/2004	07/13/2010
209,797.00		203,525.00					6,272.00	
		500. ISHARES BARCLAYS 1-3 YR TREAS FD CL PROPERTY TYPE: SECURITIES					06/12/2009	07/13/2010
41,959.00		41,640.00					319.00	
		500. LEGGETT & PLATT INC COM PROPERTY TYPE: SECURITIES					03/31/2006	07/13/2010
10,300.00		12,210.00					-1,910.00	

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. PFIZER INC COM PROPERTY TYPE: SECURITIES					10/30/1992	07/13/2010
7,500.00		3,176.00					4,324.00	
		500. PFIZER INC COM PROPERTY TYPE: SECURITIES					07/27/2000	07/13/2010
7,500.00		21,843.00					-14,343.00	
		487. PULTE GROUP INC COM PROPERTY TYPE: SECURITIES					01/29/2002	07/13/2010
4,174.00		12,907.00					-8,733.00	
		500. WESTERN UNION CO COM PROPERTY TYPE: SECURITIES					07/30/2001	07/13/2010
7,955.00		7,988.00					-33.00	
		120.93 TRANSOCEAN LTD FGN COM PROPERTY TYPE: SECURITIES					10/30/1992	07/13/2010
6,373.00		2,097.00					4,276.00	
		53.17 TRANSOCEAN LTD FGN COM PROPERTY TYPE: SECURITIES					01/12/2000	07/13/2010
2,802.00		1,787.00					1,015.00	
		174.9 TRANSOCEAN LTD FGN COM PROPERTY TYPE: SECURITIES					05/11/2000	07/13/2010
9,217.00		8,686.00					531.00	
		25000. PROTECTIVE LIFE SECURED TRUST MED PROPERTY TYPE: SECURITIES					06/22/2004	07/15/2010
25,000.00		25,000.00						
		.04 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					06/19/1998	07/16/2010
		400. COPART INC COM PROPERTY TYPE: SECURITIES					03/11/2009	07/30/2010
14,569.00		11,389.00					3,180.00	

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)	
TOTAL GAIN(LOSS)							-33,051.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		160,521.	160,521.
	TOTAL	160,521.	160,521.

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	468.	468.
FEDERAL TAX PAYMENT - PRIOR YE	3,200.	
FEDERAL ESTIMATES - PRINCIPAL	3,182.	
TOTALS	6,850.	468.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	10.	10.
TOTALS	10.	10.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	5,474,162.	6,428,628.
TOTALS		5,474,162.	6,428,628.

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2010-09-16
BUS DATE 2010-09-15
PAGE 4
SAR ID TAC000PCRR41

BK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-10-123-0022400 CLARK EDWARD P MEMORIAL PFDN 246 H P FRAIN 216-813-4548
FISCAL YEAR CODE 0831 AS OF 08-31-2010

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
00206R102	AT&T INC COM	27,030.00	0.00	26,862.50	1,000.000
00211G208	AT&T INC PFD 6.375%	26,960.00	0.00	24,510.00	1,000.000
002824100	ABBOTT LABS COM	49,340.00	0.00	17,431.25	1,000.000
00724F101	ADOBE SYSTEMS INC COM	13,850.00	0.00	17,240.60	500.000
010392520	ALABAMA POWER CO PFD SER JJ 6.375%	27,220.00	0.00	25,852.43	1,000.000
013817101	ALCOA INC COM	7,663.13	0.00	29,166.05	750.000
023135106	AMAZON COM INC COM	24,966.00	0.00	16,928.02	200.000
031162100	AMGEN INC COM	51,040.00	0.00	62,656.26	1,000.000
032511107	ANADARKO PETE CORP COM	36,792.00	0.00	23,124.00	800.000
035710409	ANNALY CAPITAL MANAGEMENT INC REIT	21,725.00	0.00	21,625.00	1,250.000
037411105	APACHE CORP COM	89,850.00	0.00	33,061.00	1,000.000
037833100	APPLE INC COM	48,620.00	0.00	19,014.62	200.000
038222105	APPLIED MATERIALS INC COM	20,740.00	0.00	33,843.75	2,000.000
039483102	ARCHER DANIELS MIDLAND CO COM	30,810.00	0.00	24,442.60	1,000.000
053015103	AUTOMATIC DATA PROCESSING INC COM	38,610.00	0.00	11,821.94	1,000.000
054303102	AVON PRODS INC COM	52,380.00	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	25,144.00	0.00	25,000.00	25,000.000

Statement 5
Con't

BK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-10-123-0022400 CLARK EDWARD P MEMORIAL PFDN 246 H P FRAIN 216-813-4548
FISCAL YEAR CODE 0831 AS OF 08-31-2010

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
060505104	BANK OF AMERICA CORP COM	18,690.00	0.00	48,580.00	1,500.000
064149A64	BANK OF NOVA SCOTIA FGN SR NT DTD 01/22/10 3.40% DUE 01/22/15	106,365.00	0.00	100,216.00	100,000.000
064149107	BANK OF NOVA SCOTIA FGN COM	33,726.00	0.00	33,495.96	700.000
06738C778	IPATH DOW JONES-UBS COMMODITY ID CLOSED-END FUND	39,360.00	0.00	58,140.00	1,000.000
06739GAR0	BARCLAYS BANK PLC FGN SR NT DTD 01/08/10 5.125% DUE 01/08/20	106,307.00	0.00	99,000.00	100,000.000
09247XAE1	BLACKROCK INC NOTE SER 2 DTD 12/10/09 5.00% DUE 12/10/19	27,566.25	0.00	24,935.00	25,000.000
126650100	CVS/CAREMARK CORP COM	53,960.00	0.00	37,693.75	2,000.000
151020104	CELGENE CORP COM	25,735.00	0.00	28,053.70	500.000
156700106	CENTURYLINK INC COM	27,120.00	0.00	21,222.50	750.000
166764100	CHEVRON CORP COM	57,041.60	0.00	28,315.63	770.000
17275R102	CISCO SYS INC COM	39,970.00	0.00	14,320.60	2,000.000
191216100	COCA COLA CO COM	41,911.88	0.00	17,756.25	750.000
194162103	COLGATE PALMOLIVE CO COM	73,840.00	0.00	14,462.50	1,000.000
1941989B5	KT SMALL CAP FUND	94,447.00	0.00	96,002.15	1,250.000
194198917	KT FIXED INCOME FUND	315,422.93	0.00	324,974.11	48,449.831
20825C104	CONOCOPHILLIPS COM	52,430.00	0.00	27,947.65	1,000.000
22160K105	COSTCO WHOLESALE CORP COM	22,600.00	0.00	21,804.00	400.000

BK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-10-123-0022400 CLARK EDWARD P MEMORIAL PFDN 246 H P FRAIN 216-813-4548
FISCAL YEAR CODE 0831 AS OF 08-31-2010

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
233153105	DCT INDUSTRIAL TRUST INC REIT	11,550.00	0.00	22,500.70	2,500.000
25179M103	DEVON ENERGY CORP COM	48,224.00	0.00	25,116.00	800.000
25490A101	DIRECTV COM CL A	18,948.75	0.00	12,043.15	500.000
263534109	DU PONT E I DE NEMOURS & CO COM	20,385.00	0.00	21,383.00	500.000
26441C105	DUKE ENERGY CORP COM	25,770.00	0.00	28,356.06	1,500 000
268648102	EMC CORP COM	27,360.00	0.00	35,321.05	1,500.000
291011104	EMERSON ELEC CO COM	74,640.00	0.00	21,477.50	1,600.000
30161N101	EXELON CORP COM	52,936.00	0.00	34,477.50	1,300 000
30231G102	EXXON MOBIL CORP COM	65,021.00	0.00	19,833.39	1,100.000
3133F4PQ8	FREDDIE MAC MED TERM NT STEP UP DTD 03/04/10 ADJ% DUE 03/15/20	101,425.00	0.00	100,000.00	100,000.000
345838106	FOREST LABS INC COM	27,290.00	0.00	30,417.00	1,000.000
349631101	FORTUNE BRANDS INC COM	17,916.00	0.00	23,745.09	400.000
35671D857	FREEPORT-MCMORAN COPPER & GOLD COM	35,995.00	0.00	20,415.00	500.000
369550108	GENERAL DYNAMICS CORP COM	83,805.00	0.00	47,197.50	1,500.000
369622477	GENERAL ELECT CAP CORP PFD SER A 6.45%	25,880.00	0.00	25,312.00	1,000.000
36966R6W1	GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 06/04/10 5.15% DUE 06/15/22	105,314.00	0.00	100,000.00	100,000.000
375558103	GILEAD SCIENCES INC COM	31,830.00	0.00	31,225.00	1,000.000

BK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-10-123-0022400 CLARK EDWARD P MEMORIAL PFDN 246 H P FRAIN 216-813-4548
FISCAL YEAR CODE 0831 AS OF 08-31-2010

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
38141E5B1	GOLDMAN SACHS GROUP INC MED TERM BK NT SER NOTZ DTD 08/26/10 4.65% DUE 08/15/21	49,367.50	0.00	50,000.00	50,000.000
384802104	GRAINGER W W INC COM	26,447.50	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	26,849.50	0.00	25,000.00	25,000.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	174,104.57	0.00	241,835.49	3,431.308
428236103	HEWLETT PACKARD CO COM	15,380.00	0.00	17,320.48	400.000
452308109	ILLINOIS TOOL WKS INC COM	20,630.00	0.00	26,082.60	500.000
458140100	INTEL CORP COM	35,330.00	0.00	7,843.75	2,000.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	40,060.00	0.00	44,438.98	1,000.000
464287242	ISHARES IBOXX $INVESTMENT BD FD CLOSED-END FUND	508,500.00	0.00	488,521.00	4,500.000
464287457	ISHARES BARCLAYS 1-3 YR TREAS FD CLOSED-END FUND	168,680.00	0.00	166,560.00	2,000.000
478160104	JOHNSON & JOHNSON COM	62,722.00	0.00	26,908.75	1,100.000
478366107	JOHNSON CONTROLS INC COM	66,325.00	0.00	25,176.04	2,500.000
482480100	KLA-TENCORP CORP COM	28,007.50	0.00	43,257.25	1,000.000
548661107	LOWES COS INC COM	56,784.00	0.00	30,716.88	2,800.000
571748102	MARSH & MCLENNAN COS INC COM	23,720.00	0.00	15,975.00	1,000.000
585055AR7	MEDTRONIC INC SENIOR NT DTD 03/16/10 3.00% DUE 03/15/15	52,824.00	0.00	50,000.00	50,000.000

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BK-RG-OFF-ACCOUNT 10-10-123-0022400
ACCOUNT NAME CLARK EDWARD P MEMORIAL PFDN
TAX ANALYST/NAME 246 H P FRAIN 216-813-4548
FISCAL YEAR CODE 0831 AS OF 08-31-2010

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
585055106	MEDTRONIC INC COM	31,450.00	0.00	11,778.13	1,000.000
594918104	MICROSOFT CORP COM	46,930.00	0.00	11,881.25	2,000.000
60871R209	MOLSON COORS BREWING CO COM CL B	21,780.00	0.00	20,662.15	500.000
637071101	NATIONAL-OILWELL VARCO INC COM	22,578.00	0.00	24,283.44	600.000
670008101	NOVELLUS SYS INC COM	23,290.00	0.00	24,377.00	1,000.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	230,800.00	0.00	225,000.00	20,000.000
693506107	PPG INDS INC COM	32,915.00	0.00	21,387.50	500.000
704549104	PEABODY ENERGY CORP COM	21,395.00	0.00	20,862.15	500.000
713448108	PEPSICO INC COM	48,135.00	0.00	31,628.50	750.000
74005P104	PRAXAIR INC COM	107,537.50	0.00	31,203.00	1,250.000
742718DM8	PROCTER & GAMBLE CO NOTE DTD 02/06/09 3.50% DUE 02/15/15	54,488.50	0.00	49,801.00	50,000.000
747525103	QUALCOMM INC COM	19,150.00	0.00	19,857.75	500.000
7495200A1	KT SHORT TERM DEPOSIT FUND	217,178.64	21,255.93	238,434.57	238,434.570
749520902	KT GOVERNMENT MORTGAGE FUND	190,767.80	0.00	191,399.34	2,000.000
780905782	ROYCE SPECIAL EQUITY FUND OPEN-END FUND	84,150.00	0.00	88,200.00	5,000.000
78463V107	SPDR GOLD TRUST FUND CLOSED-END FUND	146,496.00	0.00	100,550.00	1,200.000
806857108	SCHLUMBERGER LTD FGN COM	58,663.00	0.00	15,744.42	1,100.000
826197501	SIEMENS AG SPONS ADR	45,265.00	0.00	62,010.00	500.000

BK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-10-123-0022400 CLARK EDWARD P MEMORIAL PFDN 246 H P FRAIN 216-813-4548
FISCAL YEAR CODE 0831 AS OF 08-31-2010

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
826552101	SIGMA ALDRICH CORP COM	53,170.00	0.00	23,909.00	1,000.000
842587107	SOUTHERN CO COM	36,690.00	0.00	26,950.00	1,000.000
863667101	STRYKER CORP COM	32,392.50	0.00	33,705.00	750.000
87612E106	TARGET CORP COM	76,740.00	0.00	49,075.01	1,500.000
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	264,200.00	0.00	261,400.00	20,000.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	82,358.74	0.00	57,475.89	1,627.000
882508104	TEXAS INSTRS INC COM	11,510.00	0.00	29,280.00	500.000
883203101	TEXTRON INC COM	34,140.00	0.00	46,147.50	2,000.000
88579Y101	3M CO COM	62,840.00	0.00	50,991.00	800.000
891027104	TORCHMARK CORP COM	24,675.00	0.00	16,686.25	500.000
89417E109	TRAVELERS COS INC COM	73,485.00	0.00	55,219.23	1,500.000
902973304	US BANCORP COM	15,600.00	0.00	21,277.50	750.000
913017109	UNITED TECHNOLOGIES CORP COM	130,420.00	0.00	62,764.38	2,000.000
91324P102	UNITEDHEALTH GROUP INC COM	47,580.00	0.00	38,342.50	1,500.000
92343V104	VERIZON COMMUNICATIONS INC COM	29,530.00	0.00	43,925.33	1,000.000
92826C839	VISA INC COM CL A	27,592.00	0.00	27,816.38	400.000
931142CP6	WAL-MART STORES INC NOTE DTD 01/23/09 4.125% DUE 02/01/19	54,817.50	0.00	48,112.00	50,000.000

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ACCOUNT NAME CLARK EDWARD P MEMORIAL PFDN
TAX ANALYST/NAME 246 H P FRAIN 216-813-4548
FISCAL YEAR CODE 0831 AS OF 08-31-2010

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
931142CU5	WAL-MART STORES INC SENIOR NT DTD 07/08/10 3.625% DUE 07/08/20	52,083.00	0.00	50,000.00	50,000.000
949746101	WELLS FARGO CO COM	35,325.00	0.00	30,871.25	1,500.000
	*** TOTAL ***	6,407,372.29	21,255.93	5,474,161.90	1,156,912.708

6,428,628.22

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

DESCRIPTION	AMOUNT
RETURN OF CAPITAL - COST BASIS ADJUSTMEN	108.
TOTAL	108.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
ME

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 .... 48,046.

TOTAL COMPENSATION: 48,046.

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 .... 46,875.

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 .... 31,250.

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 .... 31,250.

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 .... 62,500.

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 .... 31,250.

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 .... 31,250.

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 .... 78,125.

TOTAL GRANTS PAID: 312,500.