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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation
U/W JOHN CLARKE

A Employer identification number
05-6006062

Number and street (or P O. box number if mail is not delivered to street address) Room/suite
P O BOX 1802

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

City or town, state, and ZIP code
PROVIDENCE, RI 02901-1802

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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)* ▶ $ 9,752,333.

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	154,932.	154,881.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	177,064.			
	b	Gross sales price for all assets on line 6a 976,226.				
	7	Capital gain net income (from Part IV, line 2)		177,064.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	144.	262.		STMT 4
	12	**Total.** Add lines 1 through 11	332,140.	332,207.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	33,890.	13,556.		20,334.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 5	1,414.	614.	NONE	800.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	4,436.	1,971.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 7	512.	-1,097.		512.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	40,252.	15,044.	NONE	21,646.
	25	Contributions, gifts, grants paid	404,075.			404,075.
	26	**Total expenses and disbursements** Add lines 24 and 25	444,327.	15,044.	NONE	425,721.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-112,187.			
	b	**Net investment income** (if negative, enter -0-)		317,163.		
	c	**Adjusted net income** (if negative, enter -0-).				

P

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For Paperwork Reduction Act Notice, see page 30 of the instructions. JSA **Form 990-PF (2010)**

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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	NONE	NONE	
	2	Savings and temporary cash investments	262,237.	244,440.	244,440.
	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) ▶ *		* NONE	
		Less· allowance for doubtful accounts ▶	NONE	NONE	NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
	b	Investments - corporate stock (attach schedule)	6,012,187.	5,914,272.	6,658,893.
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
	11	Investments - land, buildings, and equipment basis ▶ 120,000.			
		Less accumulated depreciation (attach schedule) ▶	120,000.	120,000.	2,849,000.
	12	Investments - mortgage loans	NONE	NONE	
	13	Investments - other (attach schedule)	NONE	NONE	NONE
	14	Land, buildings, and equipment· basis ▶			
		Less· accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	NONE	NONE	NONE
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,394,424.	6,278,712.	9,752,333.
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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	6,394,424.	6,278,712.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	6,394,424.	6,278,712.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,394,424.	6,278,712.	

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	6,394,424.
2	Enter amount from Part I, line 27a	2	-112,187.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,282,237.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	3,525.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,278,712.

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	177,064.
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))
2009	321,382.	8,622,118.	0.03727413612
2008	432,993.	6,750,194.	0.06414526753
2007	450,952.	8,085,760.	0.05577113345
2006	372,882.	7,478,574.	0.04986004016
2005	381,443.	5,504,888.	0.06929169131

2 Total of line 1, column (d)	2	0.27634226857
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	0.05526845371
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,134,789.
5 Multiply line 4 by line 3	5	504,866.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,172.
7 Add lines 5 and 6	7	508,038.
8 Enter qualifying distributions from Part XII, line 4	8	425,721.

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 ▶ ☐ and enter 1% of Part I, line 27b			1	6,343.
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	6,343.
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	6,343.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,200.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
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	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	3,143.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ NONE **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?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	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?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 9			
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 2010 or the taxable year beginning in 2010 (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)(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 ▶ PRIVATE BANK TAX SERVICES Telephone no ▶ (401)278-6825

Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901-1802

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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.

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

			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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No

If "Yes," list the years ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 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

			Yes	No
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	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 2010?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 10		33,890.	-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

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

3 Five highest-paid independent contractors for professional services (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 24 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 ▶	

Form **990-PF** (2010)

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	9,118,134.
b	Average of monthly cash balances	1b	155,763.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	9,273,897.
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	9,273,897.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	139,108.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,134,789.
6	**Minimum investment return.** Enter 5% of line 5	6	456,739.

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	456,739.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,343.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,343.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	450,396.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	450,396.
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	450,396.

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	425,721.
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	425,721.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	425,721.

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				450,396.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			NONE	
b	Total for prior years 20_____,20______,20______		NONE		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 202,880.				
b	From 2006 NONE				
c	From 2007 57,391.				
d	From 2008 99,287.				
e	From 2009 NONE				
f	**Total** of lines 3a through e	359,558.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 425,721.				
a	Applied to 2009, 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 2010 distributable amount				425,721.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	24,675.			24,675.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	334,883.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	178,205.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	156,678.			
10	Analysis of line 9:				
a	Excess from 2006 NONE				
b	Excess from 2007 57,391.				
c	Excess from 2008 99,287.				
d	Excess from 2009 NONE				
e	Excess from 2010 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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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 ▶ ☐ 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:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 12				
Total . . . . ▶ 3a				404,075.
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	154,932.	
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			1	144.	
8 Gain or (loss) from sales of assets other than inventory			18	177,064.	
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)				332,140.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 332,140.

(See worksheet in line 13 instructions on page 29 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

Signature of officer or trustee	Date	Title
	03/24/2011	SENIOR V. P.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

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					23,243.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					7,699.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					27,697.	
		375. BURLINGTON NORTHERN SANTA FE CORP					12/11/2008	02/12/2010
		PROPERTY TYPE: SECURITIES						
37,500.00		28,777.00					8,723.00	
		350. ADOBE SYS INC					01/24/2008	03/09/2010
		PROPERTY TYPE: SECURITIES						
12,329.00		12,035.00					294.00	
		725. ADOBE SYS INC					12/11/2008	03/09/2010
		PROPERTY TYPE: SECURITIES						
25,538.00		17,042.00					8,496.00	
		1500. CIGNA CORPORATION					05/22/2009	03/09/2010
		PROPERTY TYPE: SECURITIES						
51,123.00		30,594.00					20,529.00	
		300. CHEVRONTEXACO CORP COM					11/10/2009	03/09/2010
		PROPERTY TYPE: SECURITIES						
22,348.00		23,398.00					-1,050.00	
		2800. CORNING INC					05/22/2009	03/09/2010
		PROPERTY TYPE: SECURITIES						
51,058.00		40,051.00					11,007.00	
		500. ENTERGY CORP NEW COM					12/21/2006	03/09/2010
		PROPERTY TYPE: SECURITIES						
39,580.00		45,095.00					-5,515.00	
		350. EXXON MOBIL CORPORATION					09/15/1986	03/09/2010
		PROPERTY TYPE: SECURITIES						
23,259.00		2,416.00					20,843.00	

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)	
		1400. NORDSTROM INCORPORATED					05/22/2009	03/09/2010
		PROPERTY TYPE: SECURITIES						
55,041.00		29,605.00					25,436.00	
		11.082 COLUMBIA ACORN FUND CLASS Z SHARE					06/05/2007	04/19/2010
		PROPERTY TYPE: SECURITIES						
304.00		368.00					-64.00	
		81.654 COLUMBIA ACORN FUND CLASS Z SHARE					06/05/2007	04/19/2010
		PROPERTY TYPE: SECURITIES						
2,238.00		2,715.00					-477.00	
		491.953 COLUMBIA ACORN FUND CLASS Z SHAR					12/08/2006	04/19/2010
		PROPERTY TYPE: SECURITIES						
13,484.00		14,670.00					-1,186.00	
		19.556 COLUMBIA ACORN FUND CLASS Z SHARE					12/08/2006	04/19/2010
		PROPERTY TYPE: SECURITIES						
536.00		583.00					-47.00	
		30.508 COLUMBIA ACORN FUND CLASS Z SHARE					12/11/2007	04/19/2010
		PROPERTY TYPE: SECURITIES						
836.00		909.00					-73.00	
		277.323 COLUMBIA ACORN FUND CLASS Z SHAR					12/11/2007	04/19/2010
		PROPERTY TYPE: SECURITIES						
7,601.00		8,259.00					-658.00	
		2024.291 COLUMBIA MID CAP VALUE FUND CLA					11/29/2005	04/19/2010
		PROPERTY TYPE: SECURITIES						
25,000.00		29,150.00					-4,150.00	
		422.067 COLUMBIA SMALL CAP CORE FUND CLA					11/29/2005	04/19/2010
		PROPERTY TYPE: SECURITIES						
5,913.00		8,336.00					-2,423.00	
		291.709 COLUMBIA SMALL CAP CORE FUND CLA					12/11/2006	04/19/2010
		PROPERTY TYPE: SECURITIES						
4,087.00		5,615.00					-1,528.00	
		1175. DEAN FOODS CO NEW COM					05/22/2009	04/19/2010
		PROPERTY TYPE: SECURITIES						
19,393.00		21,931.00					-2,538.00	

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)	
		825. DEAN FOODS CO NEW COM					12/11/2008	04/19/2010
		PROPERTY TYPE: SECURITIES						
13,616.00		12,711.00					905.00	
		150. INTERNATIONAL BUSINESS MACHS					02/22/2006	04/19/2010
		PROPERTY TYPE: SECURITIES						
19,713.00		12,227.00					7,486.00	
		200. J P MORGAN CHASE & CO COM					04/24/2007	04/19/2010
		PROPERTY TYPE: SECURITIES						
9,027.00		10,389.00					-1,362.00	
		225. J P MORGAN CHASE & CO COM					02/28/2007	04/19/2010
		PROPERTY TYPE: SECURITIES						
10,156.00		11,098.00					-942.00	
		450. MCKESSON HBOC INC					05/22/2009	04/19/2010
		PROPERTY TYPE: SECURITIES						
28,858.00		18,425.00					10,433.00	
		925. PFIZER INC					11/10/2009	04/19/2010
		PROPERTY TYPE: SECURITIES						
15,462.00		16,303.00					-841.00	
		250. PRAXAIR INCORPORATED					10/25/2005	04/19/2010
		PROPERTY TYPE: SECURITIES						
21,552.00		11,890.00					9,662.00	
		150. WASTE MANAGEMENT INC					11/29/2005	04/19/2010
		PROPERTY TYPE: SECURITIES						
5,221.00		4,548.00					673.00	
		67.911 INTERM GOVT/CREDIT BOND CTF					12/31/2006	04/23/2010
		PROPERTY TYPE: SECURITIES						
833.00		796.00					37.00	
		1970.377 INTERM GOVT/CREDIT BOND CTF					11/30/2005	04/23/2010
		PROPERTY TYPE: SECURITIES						
24,167.00		22,970.00					1,197.00	
		1565.887 AGGREGATE BOND CTF					08/30/1991	04/23/2010
		PROPERTY TYPE: SECURITIES						
25,000.00		25,617.00					-617.00	

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)	
		16091.788 INTERM GOVT/CREDIT BOND CTF					11/30/2005	07/23/2010
		PROPERTY TYPE: SECURITIES						
200,000.00		188,538.00					11,462.00	
		375. LABORATORY CORP AMER HLDGS COM NEW					04/24/2007	07/23/2010
		PROPERTY TYPE: SECURITIES						
27,560.00		27,238.00					322.00	
		.032 FRONTIER COMMUNICATIONS CORP COM					01/24/2008	08/04/2010
		PROPERTY TYPE: SECURITIES						
		250. GENERAL ELEC CO					05/22/2009	10/08/2010
		PROPERTY TYPE: SECURITIES						
4,294.00		3,304.00					990.00	
		350. LOCKHEED MARTIN CORPORATION					04/19/2010	10/08/2010
		PROPERTY TYPE: SECURITIES						
24,618.00		29,335.00					-4,717.00	
		250. MONSANTO CO NEW COM					12/21/2006	10/08/2010
		PROPERTY TYPE: SECURITIES						
12,834.00		12,890.00					-56.00	
		1475. PENNEY J C INC					03/09/2010	10/08/2010
		PROPERTY TYPE: SECURITIES						
48,632.00		44,885.00					3,747.00	
		100. POTASH CORP SASK INC					01/24/2008	10/08/2010
		PROPERTY TYPE: SECURITIES						
14,438.00		13,057.00					1,381.00	
		100. POTASH CORP SASK INC					05/22/2009	10/08/2010
		PROPERTY TYPE: SECURITIES						
14,438.00		11,392.00					3,046.00	

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)		....					177,064.	
							==========	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	3,192.	3,192.
ABBOTT LABORATORIES	860.	860.
AMERICAN ELECTRIC POWER CO	1,203.	1,203.
APACHE CORPORATION	315.	315.
AVON PRODUCTS INC	1,276.	1,276.
BOFA CASH RESERVES TRUST CLASS - FORMERL	45.	45.
BURLINGTON NORTHERN SANTA FE CORP	248.	248.
CIGNA CORPORATION	60.	60.
INTERM GOVT/CREDIT BOND CTF	52,183.	52,183.
CARDINAL HEALTH INCORPORATED	579.	579.
CHEVRONTEXACO CORP COM	1,056.	1,056.
COLUMBIA ACORN FUND CLASS Z SHARES	400.	400.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	7,562.	7,562.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	6,599.	6,599.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	3,395.	3,395.
AGGREGATE BOND CTF	36,457.	36,457.
CORNING INC	140.	140.
DISNEY WALT CO	341.	341.
EMERSON ELEC CO	685.	685.
ENTERGY CORP NEW COM	375.	375.
EXELON CORP COM	1,050.	1,050.
EXXON MOBIL CORPORATION	1,278.	1,278.
FPL GROUP INC COM	175.	175.
FRONTIER COMMUNICATIONS CORP COM	72.	21.
GENERAL ELEC CO	1,050.	1,050.
GOLDMAN SACHS GROUP INC	560.	560.
HESS CORP COM	200.	200.
HEWLETT PACKARD CO COM	600.	600.
HOME DEPOT INC	803.	803.
HONEYWELL INTERNATIONAL INC	303.	303.
INTERNATIONAL BUSINESS MACHS	1,833.	1,833.
INTERNATIONAL PAPER COMPANY	125.	125.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
J P MORGAN CHASE & CO COM	393.	393.
JOHNSON & JOHNSON	1,055.	1,055.
KIMBERLY CLARK CORP COM	1,935.	1,935.
LOCKHEED MARTIN CORPORATION	441.	441.
MCKESSON HBOC INC	108.	108.
MICROSOFT CORPORATION	1,471.	1,471.
MONSANTO CO NEW COM	269.	269.
NEWS CORP CL A	111.	111.
NEXTERA ENERGY INC COM	525.	525.
NORDSTROM INCORPORATED	224.	224.
OCCIDENTAL PETROLEUM CORPORATION	781.	781.
PNC BK CORP	180.	180.
PARKER HANNIFIN CORPORATION	535.	535.
PENNEY J C INC	885.	885.
PEPSICO INCORPORATED	1,302.	1,302.
PFIZER INC	1,661.	1,661.
POTASH CORP SASK INC	60.	60.
PRAXAIR INCORPORATED	608.	608.
PRICE T ROWE GROUP INC COM	540.	540.
PROCTER & GAMBLE CO COM	723.	723.
PRUDENTIAL FINL INC COM	575.	575.
RIO TINTO PLC SPONSORED ADR	174.	174.
SCHLUMBERGER LIMITED	399.	399.
STAPLES INCORPORATED	397.	397.
STATE STREET CORP	25.	25.
TJX COMPANIES INCORPORATED NEW	158.	158.
TEXAS INSTRS INC	845.	845.
US BANCORP DEL COM NEW	355.	355.
UNITED TECHNOLOGIES CORP	2,040.	2,040.
VANGUARD INTL EQUITY INDEX FDS VANGUARD	6,497.	6,497.
VERIZON COMMUNICATIONS	1,530.	1,530.
WAL-MART STORES INCORPORATED	1,357.	1,357.
WASTE MANAGEMENT INC	961.	961.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
YUM BRANDS INC COM		792.	792.
	TOTAL	154,932.	154,881.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	TOTALS	144.	262.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	614.	614.		
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	1,414.	614.	NONE	800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	9.	9.
FEDERAL ESTIMATES - PRINCIPAL	2,465.	
FOREIGN TAXES ON QUALIFIED FOR	1,682.	1,682.
FOREIGN TAXES ON NONQUALIFIED	280.	280.
TOTALS	4,436.	1,971.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	238.		238.
REAL ESTATE EXPENSE ON NON-REN	274.		274.
DIVIDEND INVESTMENT EXPENSE -		-1,097.	
TOTALS	512.	-1,097.	512.

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

DESCRIPTION	AMOUNT
10 TYE INCOME ADJ	1,566.
ADJ CARRYING VALUE	1,959.
TOTAL	3,525.

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STATE(S) WHERE THE FOUNDATION IS REGISTERED
=========================================
     RI
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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
100 FEDERAL STREET
BOSTON, MA 02110
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 25,890.

OFFICER NAME:
BARBARA N. WATTERSON
ADDRESS:
P.O. BOX 3058
WESTPORT, MA 02790
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 4,000.

OFFICER NAME:
WILLIAM W. CORCORAN, ESQ
ADDRESS:
61 LONG WHARF
NEWPORT, RI 02840, RI 02840
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 4,000.

TOTAL COMPENSATION: 33,890.

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
BANK OF AMERICA, N.A.
ADDRESS:
100 FEDERAL STREET
BOSTON, MA 02110
FORM, INFORMATION AND MATERIALS:
NO PARTICULAR FORM
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
FOR RELIEF OF THE POOR, AND EDUCATIONAL ASSISTANCE FOR CHILDREN

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

==

RECIPIENT NAME:
SEE ATTACHED SCHEDULE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIEF OF THE POOR AND HELP CHILDREN TO LEARN
FOUNDATION STATUS OF RECIPIENT:
N/A

AMOUNT OF GRANT PAID	404,075.
TOTAL GRANTS PAID:	404,075.
	===============

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	CHARITABLE DEDUCTION - CURRENT INCOME				
01/07/10	ADOPTION RHODE ISLAND GRANT TOWARD ADOPTION RHODE ISLAND SUPPORT PROGRAMS TR TRAN#=100070001000 TR CD=823 REG=0 PORT=INC	-4000 00	-4000.00		1001000010
01/07/10	BLACKSTONE VALLEY ADVOCACY CTR GRANT FOR OPERATING EXPENSES ASSOCIATED WITH PROGRAMMING TR TRAN#=100070003000 TR CD=823 REG=0 PORT=INC	-2500 00	-2500 00		1001000012
01/07/10	AMERICAN RED CROSS OF RI GRANT TO SUPPORT DISASTER SERVICES IN RHODE ISLAND TR TRAN#=100070002000 TR CD=823 REG=0 PORT=INC	-4000 00	-4000 00		1001000011
01/07/10	CENTRAL FALLS SELF-SUFFICIENCY GRANT TO SUPPORT THE YOUTH EMPLOYMENT PROGRAM (YEP) TR TRAN#=100070005000 TR CD=823 REG=0 PORT=INC	-3000 00	-3000 00		1001000014
01/07/10	COLLEGE VISIONS GRANT TO SUPPORT COLLEGE ACCESS PROGRAM TR TRAN#=100070006000 TR CD=823 REG=0 PORT=INC	-2500 00	-2500 00		1001000015
01/07/10	BOYS & GIRLS CLUBS OF PROVIDENCE GRANT TO SUPPORT PROJECT LEARN AND NETSMARTZ PROGRAM TR TRAN#=100070004000 TR CD=823 REG=0 PORT=INC	-4000 00	-4000 00		1001000013

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TAX                                                                                       EDIT
CODE/DATE TRANSACTIONS                                TAXABLE       INCOME      PRINCIPAL  NUMBER
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102   CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)
01/07/10  DAVISVILLE FREE LIBRARY                       -2500 00      -2500 00               1001000017
          GRANT TO SUPPORT CHILDREN'S LIBRARY
          PROGRAMS
          TR TRAN#=100070008000    TR CD=823    REG=0    PORT=INC

01/07/10  DR  MARTIN LUTHER KING, JR  COMM             -15000 00     -15000 00               1001000018
          GRANT TO SUPPORT FEED A FRIEND FOOD
          PANTRY PROGRAMS
          TR TRAN#=100070009000    TR CD=823    REG=0    PORT=INC

01/07/10  EAST BAY COMMUNITY ACTION PROGRA              -5000.00      -5000 00               1001000019
          GRANT TO SUPPORT THE FOOD PANTRIES
          AND EARLY CHILDHOOD SERVICES PROGRAMS
          TR TRAN#=100070010000    TR CD=823    REG=0    PORT=INC

01/07/10  FEDERAL HILL HOUSE ASSOC, INC                 -3000 00      -3000 00               1001000020
          GRANT TO SUPPORT THE BUNDLES OF JOY
          FAMILY CENTER
          TR TRAN#=100070011000    TR CD=823    REG=0    PORT=INC

01/07/10  CROSSROADS RHODE ISLAND                       -5000 00      -5000 00               1001000016
          GRANT TO SUPPORT EMERGENCY AND CASE
          MANAGEMENT SERVICES FOR THE HOMELESS
          TR TRAN#=100070007000    TR CD=823    REG=0    PORT=INC

01/07/10  INTERNATIONAL INSTITUTE OF RI                 -4000 00      -4000 00               1001000026
          GRANT TO PROVIDE RESETTLEMENT
          ASSISTANCE FOR NEW REFUGEES
          TR TRAN#=100070017000    TR CD=823    REG=0    PORT=INC

01/07/10  LUCY'S HEARTH                                 -7500 00      -7500 00               1001000027
          GRANT TOWARD GENERAL OPERATING SUPPORT
          TR TRAN#=100070018000    TR CD=823    REG=0    PORT=INC

01/07/10  MEALS ON WHEELS OF RHODE ISLAND               -2500 00      -2500 00               1001000028
          GRANT TO SUPPORT THE HOME DELIVERED
          PROGRAM IN RHODE ISLAND
          TR TRAN#=100070019000    TR CD=823    REG=0    PORT=INC

01/07/10  NEWPORT PUBLIC EDUCATION FNDN                 -7500 00      -7500 00               1001000029
          FBO NEWPORT PARTNERSHIP FOR FAMILIES
          TO SUPPORT THE SUMMER R3 INIATIVE
          TR TRAN#=100070020000    TR CD=823    REG=0    PORT=INC

01/07/10  FIRST CONGREGATIONAL CHURCH                   -2500 00      -2500 00               1001000021
          GRANT TO SUPPORT THE EAST BAY FOOD
          PANTRY
          TR TRAN#=100070012000    TR CD=823    REG=0    PORT=INC

01/07/10  GIRL SCOUTS OF RHODE ISLAND, INC              -3000 00      -3000 00               1001000022
          GRANT TOWARD PROGRAM SUPPORT
          TR TRAN#=100070013000    TR CD=823    REG=0    PORT=INC

01/07/10  GRAY PANTHERS OF RHODE ISLAND                 -2500 00      -2500 00               1001000023
          GRANT TO SUPPORT "STAMP OUT SENIOR
          HUNGER" INITIATIVE
          TR TRAN#=100070014000    TR CD=823    REG=0    PORT=INC

01/07/10  HOME & HOSPICE CARE OF RI                     -2500 00      -2500 00               1001000024
          GRANT TO SUPPORT COMMUNITY
          CONTRIBUTION PROGRAM
          TR TRAN#=100070015000    TR CD=823    REG=0    PORT=INC

01/07/10  HOMEFRONT HEALTH CARE                         -2000 00      -2000 00               1001000025
          GRANT TO PROVIDE HOME HEALTH CARE
          TR TRAN#=100070016000    TR CD=823    REG=0    PORT=INC

01/07/10  NORMAN BIRD SANCTUARY TRUST                   -2500 00      -2500 00               1001000030
          GRANT TO SUPPORT THE PROJECT AIMED
          TO BUILD SCHOOL FIELD TRIPS, CLASSROOM
          OUTREACH PROGRAMS, AND AFTER-SCHOOL
          ENVIRONMENTAL EDUCATION COURSES
          TR TRAN#=100070021000    TR CD=823    REG=0    PORT=INC

01/07/10  PROJECT GOAL                                  -5000 00      -5000 00               1001000031
          GRANT TO SUPPORT AFTER-SCHOOL PROGRAM
          "PROJECT GOAL"
          TR TRAN#=100070022000    TR CD=823    REG=0    PORT=INC

01/07/10  PROVIDENCE INTOWN CHURCHES ASSOC              -5000 00      -5000 00               1001000032
          GRANT TO SUPPORT THE FOOD PANTRY AND FRI
          NIGHT COMMUNITY MEAL SITE
          TR TRAN#=100070023000    TR CD=823    REG=0    PORT=INC

01/07/10  RHODE ISLAND FAMILY SHELTER                   -4000 00      -4000 00               1001000033
          GRANT TO SUPPORT FUNDING FOR BASIC
          NECESSITIES FOR THE RESIDENT CHILDREN
          TR TRAN#=100070024000    TR CD=823    REG=0    PORT=INC
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TAX                                                                                                          EDIT
CODE/DATE TRANSACTIONS                                              TAXABLE          INCOME       PRINCIPAL  NUMBER
--------- ------------                                           ------------    ------------    ------------  ----------

102    CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)
01/07/10  RIVERZEDGE ARTS PROJECT                                  -5000 00        -5000 00                    1001000034
          GRANT TO SUPPORT THE ARTS & BUSINESS
          PROGRAM
          TR TRAN#=100070025000    TR CD=823     REG=0     PORT=INC

01/07/10  SALVE REGINA UNIVERSITY                                  -6000 00        -6000 00                    1001000035
          GRANT TO SUPPORT NURSING SCHOLARSHIPS
          FOR UNDERGRADUATE STUDENTS
          TR TRAN#=100070026000    TR CD=823     REG=0     PORT=INC

01/07/10  SARGENT REHABILITATION CENTER                            -3000 00        -3000 00                    1001000036
          GRANT TO SUPPORT NURSING SERVICES
          PROVIDED DURING COMMUNITY INTEGRATION
          ACTIVITIES
          TR TRAN#=100070027000    TR CD=823     REG=0     PORT=INC

01/07/10  SHAKE-A-LEG, INC                                         -2500 00        -2500 00                    1001000037
          TO SUPPORT THE CONFIDENCE IS COOL CAMPS
          TR TRAN#=100070028000    TR CD=823     REG=0     PORT=INC

01/07/10  STAR KIDS                                                -3500 00        -3500 00                    1001000038
          GRANT TO SUPPORT THE STAR KIDS
          SCHOLARSHIP PROGRAM
          TR TRAN#=100070029000    TR CD=823     REG=0     PORT=INC

01/07/10  THE HAVEN OF GRACE                                       -5000.00        -5000 00                    1001000039
          GRANT TO SUPPORT PROGRAMS AND SERVICES
          TR TRAN#=100070030000    TR CD=823     REG=0     PORT=INC

01/07/10  UNITED BAPTIST CHURCH                                    -3500 00        -3500 00                    1001000040
          GRANT TO EUMPLOY A COLLEGE AGE STUDENT
          TO SERVE AS A SUMMER CHURCH WORKER
          TR TRAN#=100070031000    TR CD=823     REG=0     PORT=INC

01/07/10  VOLUNTEERS IN PROVIDENCE SCHOOLS                         -5000 00        -5000 00                    1001000042
          GRANT TO SUPPORT THE READING BUDDIES
          PROGRAM
          TR TRAN#=100070033000    TR CD=823     REG=0     PORT=INC

01/07/10  WOMEN & INFANTS HOSPITAL OF RI                           -5000 00        -5000 00                    1001000043
          GRANT TO SUPPORT THE PROJECT LINK
          PROGRAM
          TR TRAN#=100070034000    TR CD=823     REG=0     PORT=INC

01/07/10  YEAR UP                                                  -4000 00        -4000 00                    1001000044
          GRANT TOWARD 2009-2010 OPERATING
          SUPPORT
          TR TRAN#=100070035000    TR CD=823     REG=0     PORT=INC

01/07/10  PROVIDENCE SUMMERBRIDGE                                  -6250 00        -6250 00                    1001000045
          SECOND AND FINAL PAYMENT OF TWO-YEAR
          GRANT TOWARD THE JOHN CLARKE SCHOLARSHIP
          TR TRAN#=100070036000    TR CD=823     REG=0     PORT=INC

01/07/10  VOLUNTEERS IN NEWPORT EDUCATION                          -5000 00        -5000 00                    1001000041
          GRANT TO PURCHASE BOOKS FOR THE READING
          PROGRAM
          TR TRAN#=100070032000    TR CD=823     REG=0     PORT=INC

01/07/10  NEWPORT ART MUSEM                                        -5000 00        -5000 00                    1001000047
          SECOND AND FINAL PAYMENT OF TWO-YEAR
          GRANT TO SUPPORT COMMUNITY-BASED ARTS
          ENRICHMENT PROGRAMS
          TR TRAN#=100070038000    TR CD=823     REG=0     PORT=INC

01/07/10  SEAMEN'S CHURCH INSTITUTE OF                             -5000 00        -5000 00                    1001000048
          SECOND PAYMENT OF THREE-YEAR GRANT
          FOR CAPITAL CAMPAIGN "FOUNDATION FOR THE
          FUTURE"
          TR TRAN#=100070039000    TR CD=823     REG=0     PORT=INC

01/07/10  NEWPORT HOSPITAL FOUNDATION                             -20000 00       -20000 00                    1001000049
          THIRD PAYMENT OF FIVE-YEAR GRANT TOWARD
          RENOVATION AND MODERNIZATION OF THE
          PEDIATRIC UNIT
          TR TRAN#=100070040000    TR CD=823     REG=0     PORT=INC

01/07/10  WOLF SCHOOL                                              -5000 00        -5000 00                    1001000046
          SECOND PAYMENT OF THREE YEAR GRANT
          TO ESTABLISH A FINANCIAL AID ENDOWMENT-
          JOHN CLARK SCHOLARSHIP
          TR TRAN#=100070037000    TR CD=823     REG=0     PORT=INC

01/07/10  CHILD & FAMILY COMMUNITY CAMPGN                         -10000 00       -10000 00                    1001000051
          THIRD PAYMENT OF FIVE YEAR GRANT
          TOWARD CAPITAL CAMPAIGN
          TR TRAN#=100070042000    TR CD=823     REG=0     PORT=INC
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TAX                                                                                        EDIT
CODE/DATE TRANSACTIONS                                   TAXABLE      INCOME    PRINCIPAL  NUMBER
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102   CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)
01/07/10  CHRISTIAN POWER HOUSE RESCUE                  -2000 00     -2000 00               1001000052
          GRANT TO SUPPORT HUMANITARIAN NEEDS
          TR TRAN#=100070043000    TR CD=823    REG=0    PORT=INC

01/07/10  BRADLEY HOSPITAL FOUNDATION                   -6000 00     -6000 00               1001000050
          THIRD PAYMENT OF FIVE YEAR GRANT
          TOWARD CAPITAL CAMPAIGN BUILDING
          FUND
          TR TRAN#=100070041000    TR CD=823    REG=0    PORT=INC

04/20/10  ROGERS HIGH SCHOOL                           -10000 00    -10000 00               1004000020
          FBO SCHOLARSHIP GRANTS FOR GRADUATING
          STUDENTS
          TR TRAN#=101100001000    TR CD=823    REG=0    PORT=INC

04/20/10  PORTSMOUTH HIGH SCHOOL                        -5000 00     -5000 00               1004000021
          FBO SCHOLARSHIP GRANTS FOR GRADUATING
          STUDENTS
          TR TRAN#=101100002000    TR CD=823    REG=0    PORT=INC

04/20/10  MIDDLETOWN HIGH SCHOOL                        -5000 00     -5000 00               1004000022
          THE JOHN CLARKE TRUST FOR SCHOLARSHIPS
          TR TRAN#=101100003000    TR CD=823    REG=0    PORT=INC

06/07/10  STOP PAY CHECK #15691155                      5000.00      5000.00                1006000009
          DTD  4/20/2010                                         POSSIBLE IMPROPER SIGN FOR TRAN TYPE
          PAYABLE TO: MIDDLETOWN HIGH SCHOOL
          TR TRAN#=101580001000    TR CD=823    REG=0    PORT=INC

06/07/10  MIDDLETOWN HIGH SCHOOL                        -5000 00     -5000 00               1006000010
          THE JOHN CLARKE TRUST FOR SCHOLARSHIPS
          2010 - REPLACING MISSING CK#15691155
          TR TRAN#=101580002000    TR CD=823    REG=0    PORT=INC

06/09/10  RHODE ISLAND 4-H FOUNDATION                   -3000 00     -3000 00               1006000013
          JOHN CLARKE TRUST - JUN 2010
          SCHOLARSHIPS FOR DESERVING YOUTH
          TR TRAN#=101600001000    TR CD=823    REG=0    PORT=INC

06/09/10  CARITAS, INC                                  -5000 00     -5000 00               1006000019
          JOHN CLARKE TRUST - JUN 2010
          EDUCATION SVCS FOR RESIDENTS OF PROGRAMS
          TR TRAN#=101600007000    TR CD=823    REG=0    PORT=INC

06/09/10  AMOS HOUSE                                    -5000 00     -5000 00               1006000020
          JOHN CLARKE TRUST - JUN 2010
          PRESCRIPTION ASSISTANCE & EYEGLASS PROG
          TR TRAN#=101600008000    TR CD=823    REG=0    PORT=INC

06/09/10  CAMP RUGGLES, INC                             -5100 00     -5100 00               1006000014
          JOHN CLARKE TRUST - JUN 2010
          SCHOLARSHIPS FOR NEEDY YOUTH
          TR TRAN#=101600002000    TR CD=823    REG=0    PORT=INC

06/09/10  SOUTH PROVIDENCE NEIGHBORHOOD                 -5000 00     -5000 00               1006000015
          JOHN CLARKE TRUST - JUN 2010
          AFTERSCHOOL AND SUMMER PROGRAMS
          FOR LOW INCOME CHILDREN
          TR TRAN#=101600003000    TR CD=823    REG=0    PORT=INC

06/09/10  EAST BAY COMMUNITY ACTION                    -10000 00    -10000 00               1006000016
          JOHN CLARKE TRUST - JUN 2010
          PAYMENT 1 OF 5 YEAR PLEDGE
          FOR "BABY STEPS" PROGRAM
          TR TRAN#=101600004000    TR CD=823    REG=0    PORT=INC

06/09/10  FRIENDS OF BALLARD PARK                       -2500 00     -2500 00               1006000017
          JOHN CLARKE TRUST - JUN 2010
          SCHOOL FIELD TRIPS TO BALLARD PARK
          TR TRAN#=101600005000    TR CD=823    REG=0    PORT=INC

06/09/10  CHAMBER EDUCATION FOUNDATION                  -5000 00     -5000 00               1006000018
          JOHN CLARKE TRUST - JUN 2010
          FOR AQUIDNECK ISLAND MENTORING PROGRAM
          TR TRAN#=101600006000    TR CD=823    REG=0    PORT=INC

06/09/10  THE SAMARITANS, INC                           -5000 00     -5000 00               1006000021
          JOHN CLARKE TRUST - JUN 2010
          FOR SUICIDE PREVENTION CRISIS HOT-LINE
          TR TRAN#=101600009000    TR CD=823    REG=0    PORT=INC

06/09/10  BOY SCOUTS OF AMERICA                         -2500 00     -2500 00               1006000022
          JOHN CLARKE TRUST - JUN 2010
          SUPPORT SCOUT REACH PROGRAM
          TR TRAN#=101600010000    TR CD=823    REG=0    PORT=INC

06/09/10  BUTLER HOSPITAL                               -5000 00     -5000 00               1006000023
          JOHN CLARKE TRUST - JUN 2010
          SUPPORT CHARITY CARE PROGRAM
          TR TRAN#=101600011000    TR CD=823    REG=0    PORT=INC
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TAX                                                                                                  EDIT
CODE/DATE TRANSACTIONS                                             TAXABLE        INCOME      PRINCIPAL  NUMBER
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102    CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)
06/09/10  WOMEN'S RESOURCE CENTER OF                               -5000 00       -5000 00                1006000024
          JOHN CLARKE TRUST - JUN 2010
          COUNSELING SERVICE FOR VICTIMS
          OF DOMESTIC VIOLENCE
          TR TRAN#=101600012000     TR CD=823     REG=0     PORT=INC

06/09/10  GOODWILL INDUSTRIES OF                                   -3750 00       -3750 00                1006000025
          JOHN CLARKE TRUST - JUN 2010
          AN INSTRUCTOR FOR GREEN TRAINING PROGRAM
          TR TRAN#=101600013000     TR CD=823     REG=0     PORT=INC

06/09/10  COMMUNITY PREPARATORY SCHOOL                            -12600 00      -12600 00                1006000026
          JOHN CLARKE TRUST 2010
          ANNUAL SCHOLARSHIP PROGRAM
          TR TRAN#=101600014000     TR CD=823     REG=0     PORT=INC

06/09/10  BOYS & GIRLS CLUB OF NEWPORT                             -5000 00       -5000 00                1006000028
          THE JOHN CLARKE TRUST 2010
          EDUCATOR'S ASHORE PROGRAM
          TR TRAN#=101600016000     TR CD=823     REG=0     PORT=INC

06/09/10  RHODE ISLAND FREE CLINIC, INC                           -15000 00      -15000 00                1006000029
          THE JOHN CLARKE TRUST 2010
          LOSE THE LOTT ERY PROGRAM
          TR TRAN#=101600017000     TR CD=823     REG=0     PORT=INC

06/09/10  URBAN COLLABORATIVE ACCELERATED                         -10000 00      -10000 00                1006000030
          THE JOHN CLARKE TRUST 2010
          EXPANDING THE POSSIBILITIES CAMPAIGN
          FIRST PAYMENT OF 4 YEAR CHALLENGE
          TR TRAN#=101600018000     TR CD=823     REG=0     PORT=INC

06/09/10  RHODE ISLAND COMMUNITY FOOD                              -5000 00       -5000 00                1006000031
          THE JOHN CLARKE TRUST 2010
          GENERAL OPERATION AND FOOD DISTRIBUTION
          TR TRAN#=101600019000     TR CD=823     REG=0     PORT=INC

06/09/10  NEWPORT COMMUNITY SCHOOL                                 -5000 00       -5000 00                1006000027
          JOHN CLARKE TRUST 2010
          LEARNING OPPORTUNITIES AND FAMILY SVCS
          TR TRAN#=101600015000     TR CD=823     REG=0     PORT=INC

06/09/10  ST. MARY ST  JAMES COMMUNITY                             -2500 00       -2500 00                1006000033
          THE JOHN CLARKE TRUST 2010
          GENERAL OPERATING EXPENSES
          TR TRAN#=101600021000     TR CD=823     REG=0     PORT=INC

06/09/10  PROVIDENCE COMMUNITY LIBRARY                             -6000 00       -6000 00                1006000034
          THE JOHN CLARKE TRUST 2010
          CITY WIDE AFTER SCHOOL PROGRAMS
          TR TRAN#=101600022000     TR CD=823     REG=0     PORT=INC

06/09/10  CORNERSTONE ADULT SERVICES, INC                          -5000 00       -5000 00                1006000035
          THE JOHN CLARKE TRUST 2010
          SCHOLARSHIP PROGRAM FOR BRISTOL CENTER
          TR TRAN#=101600023000     TR CD=823     REG=0     PORT=INC

06/09/10  REACH OUT AND READ RHODE ISLAND                          -2000 00       -2000 00                1006000036
          THE JOHN CLARKE TRUST 2010
          PURCHASE OF BOOKS AND OPERATING SUPPORT
          TR TRAN#=101600024000     TR CD=823     REG=0     PORT=INC

06/09/10  ST  MARY'S HOME FOR CHILDREN                             -5000 00       -5000 00                1006000032
          THE JOHN CLARKE TRUST 2010
          THE SHEPHERD PROGRAM
          TR TRAN#=101600020000     TR CD=823     REG=0     PORT=INC

06/09/10  BETHANY HOME OF RHODE ISLAND                             -2500 00       -2500 00                1006000038
          THE JOHN CLARKE TRUST 2010
          BETHANY HOME LIFE ENRICHMENT PROGRAM
          TR TRAN#=101600026000     TR CD=823     REG=0     PORT=INC

06/09/10  MEETING STREET                                           -3000 00       -3000 00                1006000039
          THE JOHN CLARKE TRUST 2010
          EARLY LITERACY PROGRAM FOR LOW INCOME
          TR TRAN#=101600027000     TR CD=823     REG=0     PORT=INC

06/09/10  CALVARY BAPTIST CHURCH                                   -3000.00       -3000 00                1006000040
          THE JOHN CLARKE TRUST 2010
          YOUTH LEADERSHIP - MENTOR MINISTRY
          TR TRAN#=101600028000     TR CD=823     REG=0     PORT=INC

06/09/10  VISITING NURSE SERVICE OF                                -6000 00       -6000 00                1006000041
          THE JOHN CLARKE TRUST 2010
          MATERNAL CHILD HEALTH PROGRAM 2010
          TR TRAN#=101600029000     TR CD=823     REG=0     PORT=INC
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TAX                                                                                             EDIT
CODE/DATE TRANSACTIONS                                       TAXABLE       INCOME     PRINCIPAL  NUMBER
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102   CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)
06/09/10  FAMILY SERVICE OF RHODE ISLAND                      -4000 00      -4000 00              1006000037
          THE JOHN CLARKE TRUST 2010
          SOCIALIZATION PROGRAM FOR NEWPORT YOUTH
          TR TRAN#=101600025000    TR CD=823    REG=0    PORT=INC

06/09/10  NATURE CONSERVANCY OF RHODE                         -2500 00      -2500 00              1006000043
          THE JOHN CLARKE TRUST 2010
          MATERNAL CHILD HEALTH PROGRAM 2010
          FIELD TRIP ASSISTANCE PROGRAM
          TR TRAN#=101600031000    TR CD=823    REG=0    PORT=INC

06/09/10  HEADS UP, INC                                       -5000 00      -5000 00              1006000044
          THE JOHN CLARKE TRUST 2010
          MATERNAL CHILD HEALTH PROGRAM 2010
          HEALTH, STRENGTH, UNITY & PEACE DOWNTOWN
          TR TRAN#=101600032000    TR CD=823    REG=0    PORT=INC

06/09/10  RHODE ISLANDERS SPONSORING                          -2500.00      -2500 00              1006000045
          THE JOHN CLARKE TRUST 2010
          MATERNAL CHILD HEALTH PROGRAM 2010
          THE SATURDAY ENRICHMENT PROGRAM
          TR TRAN#=101600033000    TR CD=823    REG=0    PORT=INC

06/09/10  SAINT PHILOMENA SCHOOL, INC                         -7875 00      -7875 00              1006000042
          THE JOHN CLARKE TRUST 2010
          MATERNAL CHILD HEALTH PROGRAM 2010
          FULL SCHOLARSHIP FOR ONE STUDENT
          TR TRAN#=101600030000    TR CD=823    REG=0    PORT=INC

08/02/10  BOYSTOWN OF NEW ENGLAND                             -5000 00      -5000 00              1008000001
          SUPPORT FOR THE RESIDENTIAL CAMPUS FOR
          AT RISK YOUTH  PAYMENT 2 OF 2
          TR TRAN#=102140001000    TR CD=823    REG=0    PORT=INC
                                                          ------------  ------------ ------------
          TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME  -404075 00   -404075 00      0 00
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SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: U/W JOHN CLARKE

Employer identification number: 05-6006062

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	62,006.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	23,243.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	85,249.

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			7,699.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	56,419.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	27,697.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	91,815.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			85,249.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			91,815.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			177,064.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary.*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Schedule D (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust
U/W JOHN CLARKE

Employer identification number
05-6006062

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1500. CIGNA CORPORATION	05/22/2009	03/09/2010	51,123.00	30,594.00	20,529.00
300. CHEVRONTEXACO CORP COM	11/10/2009	03/09/2010	22,348.00	23,398.00	-1,050.00
2800. CORNING INC	05/22/2009	03/09/2010	51,058.00	40,051.00	11,007.00
1400. NORDSTROM INCORPORATED	05/22/2009	03/09/2010	55,041.00	29,605.00	25,436.00
1175. DEAN FOODS CO NEW COM	05/22/2009	04/19/2010	19,393.00	21,931.00	-2,538.00
450. MCKESSON HBOC INC	05/22/2009	04/19/2010	28,858.00	18,425.00	10,433.00
925. PFIZER INC	11/10/2009	04/19/2010	15,462.00	16,303.00	-841.00
350. LOCKHEED MARTIN CORPORATION	04/19/2010	10/08/2010	24,618.00	29,335.00	-4,717.00
1475. PENNEY J C INC	03/09/2010	10/08/2010	48,632.00	44,885.00	3,747.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 62,006.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

JSA
0F1221 3 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
U/W JOHN CLARKE

Employer identification number
05-6006062

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 375. BURLINGTON NORTHERN SANTA FE CORP	12/11/2008	02/12/2010	37,500.00	28,777.00	8,723.00
350. ADOBE SYS INC	01/24/2008	03/09/2010	12,329.00	12,035.00	294.00
725. ADOBE SYS INC	12/11/2008	03/09/2010	25,538.00	17,042.00	8,496.00
500. ENTERGY CORP NEW COM	12/21/2006	03/09/2010	39,580.00	45,095.00	-5,515.00
350. EXXON MOBIL CORPORATION	09/15/1986	03/09/2010	23,259.00	2,416.00	20,843.00
11.082 COLUMBIA ACORN FUND CLASS Z SHARES	06/05/2007	04/19/2010	304.00	368.00	-64.00
81.654 COLUMBIA ACORN FUND CLASS Z SHARES	06/05/2007	04/19/2010	2,238.00	2,715.00	-477.00
491.953 COLUMBIA ACORN FUND CLASS Z SHARES	12/08/2006	04/19/2010	13,484.00	14,670.00	-1,186.00
19.556 COLUMBIA ACORN FUND CLASS Z SHARES	12/08/2006	04/19/2010	536.00	583.00	-47.00
30.508 COLUMBIA ACORN FUND CLASS Z SHARES	12/11/2007	04/19/2010	836.00	909.00	-73.00
277.323 COLUMBIA ACORN FUND CLASS Z SHARES	12/11/2007	04/19/2010	7,601.00	8,259.00	-658.00
2024.291 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	11/29/2005	04/19/2010	25,000.00	29,150.00	-4,150.00
422.067 COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES	11/29/2005	04/19/2010	5,913.00	8,336.00	-2,423.00
291.709 COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES	12/11/2006	04/19/2010	4,087.00	5,615.00	-1,528.00
825. DEAN FOODS CO NEW COM	12/11/2008	04/19/2010	13,616.00	12,711.00	905.00
150. INTERNATIONAL BUSINESS MACHS	02/22/2006	04/19/2010	19,713.00	12,227.00	7,486.00
200. J P MORGAN CHASE & CO COM	04/24/2007	04/19/2010	9,027.00	10,389.00	-1,362.00
225. J P MORGAN CHASE & CO COM	02/28/2007	04/19/2010	10,156.00	11,098.00	-942.00
250. PRAXAIR INCORPORATED	10/25/2005	04/19/2010	21,552.00	11,890.00	9,662.00
150. WASTE MANAGEMENT INC	11/29/2005	04/19/2010	5,221.00	4,548.00	673.00
67.911 INTERM GOVT/CREDIT BOND CTF	12/31/2006	04/23/2010	833.00	796.00	37.00
1970.377 INTERM GOVT/CREDIT BOND CTF	11/30/2005	04/23/2010	24,167.00	22,970.00	1,197.00
1565.887 AGGREGATE BOND CTF	08/30/1991	04/23/2010	25,000.00	25,617.00	-617.00
16091.788 INTERM GOVT/CREDIT BOND CTF	11/30/2005	07/23/2010	200,000.00	188,538.00	11,462.00
375. LABORATORY CORP AMER HLDGS COM NEW	04/24/2007	07/23/2010	27,560.00	27,238.00	322.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
U/W JOHN CLARKE	05-6006062

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250. GENERAL ELEC CO	05/22/2009	10/08/2010	4,294.00	3,304.00	990.00
250. MONSANTO CO NEW COM	12/21/2006	10/08/2010	12,834.00	12,890.00	-56.00
100. POTASH CORP SASK INC	01/24/2008	10/08/2010	14,438.00	13,057.00	1,381.00
100. POTASH CORP SASK INC	05/22/2009	10/08/2010	14,438.00	11,392.00	3,046.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 56,419.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
COLUMBIA ACORN FUND CLASS Z SHARES	7,668.00	
TENENT HEALTHCARE CORP	31.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		7,699.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		7,699.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	23,243.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		23,243.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	27,697.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		27,697.00

Bank of America Merrill Lynch

Portfolio Detail

Account: 80-09-900-8546284 U/W JOHN CLARKE

Dec 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
72,959.750	BOFA CASH RESERVES TRUST CLASS - FORMERLY COLUMBIA CASH RESERVES (Income Investment)	097100788	$72,959.75	$0.89	$72,959.75 1.000	$0.00	$13.13	0.0%
171,480.120	BOFA CASH RESERVES TRUST CLASS - FORMERLY COLUMBIA CASH RESERVES	097100788	171,480.12	2 60	171,480 12 1.000	0 00	30 87	0.0
	Total Cash Equivalents		**$244,439.87**	**$3.49**	**$244,439.87**	**$0.00**	**$44.00**	**0.0%**
Total Cash/Currency			**$244,439.87**	**$3.49**	**$244,439.87**	**$0.00**	**$44.00**	**0.0%**
Equities								

(2)Industry Sector Codes

CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
500.000	ABBOTT LABS Ticker: ABT	002824100 HEA	$23,955.00 47.910	$0.00	$27,084.75 54.170	-$3,129.75	$880.00	3.7%
200 000	AMAZON COM INC Ticker: AMZN	023135106 CND	36,000.00 180.000	0.00	15,216.50 76 083	20,783.50	0.00	0.0
925.000	AMERICAN ELEC PWR INC Ticker: AEP	025537101 UTL	33,281.50 35.980	0.00	31,601.61 34 164	1,679.89	1,702.00	5.1
550.000	AMGEN INC Ticker: AMGN	031162100 HEA	30,195.00 54.900	0 00	32,003.13 58.188	-1,808.13	0 00	0.0
600.000	APACHE CORP Ticker: APA	037411105 ENR	71,538.00 119.230	0.00	48,357.00 80.595	23,181.00	360.00	0.5
1,900.000	AT&T INC Ticker: T	00206R102 TEL	55,822 00 29.380	0.00	34,432 12 18.122	21,389 88	3,268.00	5.9
1,450.000	AVON PRODS INC Ticker: AVP	054303102 CNS	42,137.00 29 060	0.00	53,992.09 37.236	-11,855.09	1,276.00	3.0

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Portfolio Detail

Account: 80-09-900-8546284 U/W JOHN CLARKE

Dec. 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
1,025.000	CARDINAL HEALTH INC Ticker: CAH	14149Y108 HEA	39,267.75 38 310	199.88	36,089.33 35.209	3,178.42	799.50	2.0
300.000	CHEVRON CORP Ticker: CVX	166764100 ENR	27,375 00 91.250	0.00	19,531.50 65 105	7,843.50	864.00	3.2
1,800.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	36,414.00 20.230	0.00	47,156 04 26 198	-10,742 04	0.00	0 0
975.000	DISNEY WALT CO COM DISNEY Ticker: DIS	254687106 CND	36,572.25 37 510	390 00	30,117.50 30.890	6,454.75	390.00	1.1
3,300.000	EMC CORP Ticker: EMC	268648102 IFT	75,570.00 22.900	0.00	37,257 57 11.290	38,312 43	0.00	0.0
675.000	EMERSON ELEC CO Ticker: EMR	291011104 IND	38,589 75 57.170	0 00	32,294.10 47.843	6,295.65	931.50	2.4
500.000	EXELON CORP Ticker: EXC	30161N101 UTL	20,820.00 41.640	0.00	26,230.00 52.460	-5,410.00	1,050.00	5.0
800.000	EXPRESS SCRIPTS INC Ticker: ESRX	302182100 HEA	43,240.00 54.050	0.00	19,466.32 24.333	23,773 68	0.00	0.0
650.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	47,528.00 73.120	0.00	4,486.09 6.902	43,041 91	1,144 00	2.4
2,250.000	GENERAL ELEC CO Ticker: GE	369604103 IND	41,152.50 18.290	315.00	16,016 03 7.118	25,136.47	1,260.00	3.1
400 000	GOLDMAN SACHS GROUP INC Ticker: GS	38141G104 FIN	67,264.00 168.160	0.00	50,290.98 125.727	16,973.02	560.00	0.8
500.000	HESS CORP Ticker: HES	42809H107 ENR	38,270.00 76.540	50.00	29,383.03 58 766	8,886.97	200.00	0.5
1,500.000	HEWLETT PACKARD CO Ticker: HPQ	428236103 IFT	63,150.00 42.100	0 00	46,963 50 31.309	16,186 50	480 00	0.8
850.000	HOME DEPOT INC Ticker: HD	437076102 CND	29,801.00 35.060	0 00	20,338.38 23.928	9,462.62	803.25	2 7
500.000	HONEYWELL INTL INC Ticker: HON	438516106 IND	26,580 00 53.160	0.00	21,687.50 43 375	4,892 50	605.00	2 3

Portfolio Detail

Account: 80-09-900-8546284 U/W JOHN CLARKE

Dec. 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
700.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	102,732.00 146.760	0.00	54,846.42 78 352	47,885.58	1,820.00	1.8
1,000.000	INTERNATIONAL PAPER CO Ticker: IP	460146103 MAT	27,240.00 27.240	0.00	22,248.09 22.248	4,991.91	500.00	1.8
1,750.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	74,235 00 42.420	0.00	82,216.74 46.981	-7,981.74	350.00	0 5
500.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	30,925.00 61.850	0.00	29,293.75 58.588	1,631.25	1,080.00	3.5
750.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	47,280.00 63.040	495.00	41,995.63 55 994	5,284 37	1,980.00	4.2
2,675.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	74,659 25 27.910	0.00	74,590.94 27.884	68.31	1,712 00	2.3
1,475.000	NEWS CORP CL A Ticker: NWSA	65248E104 CND	21,476.00 14.560	0.00	23,001.16 15.594	-1,525.16	221.25	1.0
350.000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	18,196.50 51.990	0.00	18,838.75 53 825	-642 25	700.00	3.8
550.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	53,955 00 98.100	209.00	33,153.51 60 279	20,801.49	836.00	1.5
500.000	PARKER HANNIFIN CORP Ticker: PH	701094104 IND	43,150.00 86.300	0.00	28,421.60 56.843	14,728.40	580.00	1 3
700.000	PEPSICO INC Ticker: PEP	713448108 CNS	45,731 00 65.330	336.00	35,662.50 50.946	10,068.50	1,344.00	2.9
2,075.000	PFIZER INC Ticker: PFE	717081103 HEA	36,333.25 17.510	0.00	31,963.87 15.404	4,369.38	1,660.00	4.6
600.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	36,432 00 60.720	0 00	33,145 92 55 243	3,286.08	240.00	0 7
275.000	PRAXAIR INC Ticker: PX	74005P104 MAT	26,254.25 95 470	0.00	13,079.00 47.560	13,175 25	495.00	1.9
500.000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108 FIN	32,270 00 64.540	0.00	19,312.50 38.625	12,957 50	540.00	1.7

Portfolio Detail

Account: 80-09-900-8546284 U/W JOHN CLARKE

Dec 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
500.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	32,165.00 64.330	0.00	31,662.50 63.325	502.50	963.50	3.0
500.000	PRUDENTIAL FINL INC Ticker: PRU	744320102 FIN	29,355.00 58.710	0.00	23,714.65 47.429	5,640.35	575.00	2 0
350.000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	16,219 00 46.340	0 00	15,863 72 45 325	355 28	525.00	3 2
475.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108 ENR	39,662 50 83.500	99.75	27,860.54 58.654	11,801 96	399.00	1.0
800.000	SOUTHWESTERN ENERGY CO Ticker: SWN	845467109 ENR	29,944.00 37.430	0.00	23,275.28 29.094	6,668.72	0.00	0.0
1,125.000	STAPLES INC Ticker: SPLS	855030102 CND	25,616.25 22.770	101.25	19,984.39 17.764	5,631.86	405.00	1.6
625 000	STATE STR CORP Ticker: STT	857477103 FIN	28,962.50 46 340	6.25	42,886.81 68 619	-13,924.31	25.00	0 1
1,725.000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	56,062.50 32 500	0.00	55,241.30 32.024	821.20	897.00	1.6
500.000	THERMO FISHER SCIENTIFIC CORP Ticker: TMO	883556102 HEA	27,680.00 55 360	0.00	27,732.75 55.466	-52.75	0.00	0.0
1,050.000	TJX COS INC NEW Ticker: TJX	872540109 CND	46,609 50 44.390	0.00	47,168 63 44.923	-559.13	630.00	1.4
1,200.000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	94,464.00 78.720	0.00	58,495.50 48.746	35,968.50	2,040.00	2.2
1,775.000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	47,871.75 26 970	88 75	54,996 25 30 984	-7,124 50	355.00	0.7
800.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	28,624.00 35.780	0.00	28,487 66 35.610	136 34	1,560 00	5.5
1,150.000	WAL-MART STORES INC Ticker: WMT	931142103 CNS	62,019.50 53.930	347.88	63,406.18 55.136	-1,386.68	1,391.50	2.2
725.000	WASTE MGMT INC DEL Ticker: WM	94106L109 IND	26,730.75 36.870	0.00	20,444.50 28.199	6,286.25	913.50	3.4

Portfolio Detail

Account: 80-09-900-8546284 U/W JOHN CLARKE

Dec 01, 2010 through Dec. 31, 2010

Units	*Description*	*CUSIP* *Sector (2)*	*Market Value(1)/* *Market Price*	*Accrued* *Income*	*Tax Cost/* *Average Unit Cost*	*Unrealized* *Gain/Loss*	*Estimated* *Annual Income*	*Cur Yld/* *YTM*
Equities (cont)								
U.S. Large Cap (cont)								
900.000	YUM BRANDS INC Ticker: YUM	988498101 CND	44,145.00 49.050	0.00	21,722.12 24.136	22,422.88	900.00	2.0
	Total U.S. Large Cap		**$2,231,523.25**	**$2,638.76**	**$1,784,708.23**	**$446,815.02**	**$42,211.00**	**1.9%**
U.S. Mid Cap								
1,100.000	AKAMAI TECHNOLOGIES INC Ticker: AKAM	00971T101 IFT	$51,755.00 47.050	$0.00	$32,510.50 29.555	$19,244.50	$0.00	0.0%
575.000	ALPHA NAT RES INC Ticker: ANR	02076X102 MAT	34,517.25 60.030	0.00	27,164.13 47.242	7,353.12	0.00	0.0
9,415.987	COLUMBIA ACORN FUND CLASS Z SHARES Ticker: ACRN X	197199409 OEQ	284,268.65 30.190	0.00	235,263.51 24.986	49,005.14	414.30	0.1
19,676.623	COLUMBIA MID CAP VALUE FUND CLASS Z SHARES Ticker: NAMA X	19765J830 OEQ	264,847.35 13.460	0.00	241,077.95 12.252	23,769.40	3,384.38	1.3
192.000	FRONTIER COMMUNICATIONS CORP Ticker: FTR	35906A108 TEL	1,868.16 9.730	0.00	1,919.93 10.000	-51.77	144.00	7.7
1,000.000	HANESBRANDS INC Ticker: HBI	410345102 CND	25,400.00 25.400	0.00	25,800.20 25.800	-400.20	0.00	0.0
1,075.000	MYLAN INC Ticker: MYL	628530107 HEA	22,714.75 21.130	0.00	23,107.13 21.495	-392.38	0.00	0.0
	Total U.S. Mid Cap		**$685,371.16**	**$0.00**	**$586,843.35**	**$98,527.81**	**$3,942.68**	**0.6%**
U.S. Small Cap								
26,491.728	COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES Ticker: SMCE X	19765P810 OEQ	$421,218.48 15.900	$0.00	$368,076.36 13.894	$53,142.12	$0.00	0.0%
	Total U.S. Small Cap		**$421,218.48**	**$0.00**	**$368,076.36**	**$53,142.12**	**$0.00**	**0.0%**

Portfolio Detail

Account: 80-09-900-8546284 U/W JOHN CLARKE

Dec. 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed								
7,625.367	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACINX	197199813 OEQ	$312,030.02 40.920	$0.00	$246,463.78 32.322	$65,566.24	$7,022.96	2.3%
24,376.841	COLUMBIA MULTI-ADVISOR INTL EQUITY FUND CLASS Z SHARES Ticker: NIEQX	19765H677 OEQ	296,666.15 12.170	0 00	355,402.90 14.580	-58,736.75	5,801 69	2.0
400.000	RIO TINTO PLC SPONSORED ADR UNITED KINGDOM Ticker. RIO	767204100 MAT	28,664.00 71.660	0.00	22,507.13 56.268	6,156.87	353.60	1.2
	Total International Developed		**$637,360.17**	**$0.00**	**$624,373.81**	**$12,986.36**	**$13,178.25**	**2.1%**
Emerging Markets								
7,200.000	VANGUARD INTL EQUITY INDEX FDS VANGUARD EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	$346,651.20 48.146	$0.00	$290,044.77 40.284	$56,606.43	$5,868.00	1.7%
	Total Emerging Markets		**$346,651.20**	**$0.00**	**$290,044.77**	**$56,606.43**	**$5,868.00**	**1.7%**
Total Equities			**$4,322,124.26**	**$2,638.76**	**$3,654,046.52**	**$668,077.74**	**$65,199.93**	**1.5%**
Fixed Income								
Investment Grade Taxable								
62,259.770`	AGGREGATE BOND CTF ORIGINAL COST 981,277.66	202671913	$1,008,247.17 16.194	$783.92	$992,460.04 15.941	$15,787.13	$35,737.11	3.5%
94,331.729	INTERM GOVT/CREDIT BOND CTF ORIGINAL COST 1,128,435.64	1261291M7	1,172,967.88 12.435	1,033.51	1,118,359.16 11.856	54,608.72	47,071.53	4.0
	Total Investment Grade Taxable		**$2,181,215.05**	**$1,817.43**	**$2,110,819.20**	**$70,395.85**	**$82,808.64**	**3.8%**
Total Fixed Income			**$2,181,215.05**	**$1,817.43**	**$2,110,819.20**	**$70,395.85**	**$82,808.64**	**3.8%**

Portfolio Detail

Account: 80-09-900-8546284 U/W JOHN CLARKE

Dec 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Real Estate								
Real Estate Private Ownership								
100.000	AQUIDNECK MIDDLETOWN RI 02842 V/L (10.615 ACRES)	992049643	$2,063,700 00 2,063,700.000	$0 00	$0.00	$2,063,700.00	$0.00	0.0%
100.000	VALLEY RD MIDDLETOWN RI 02842 V/L (8 ACRES)	992049650	785,300.00 785,300.000	0.00	120,000.00 120,000.000	665,300.00	0.00	0.0
	Total Real Estate Private Ownership		**$2,849,000.00**	**$0.00**	**$120,000.00**	**$2,729,000.00**	**$0.00**	**0.0%**
Total Real Estate			**$2,849,000.00**	**$0.00**	**$120,000.00**	**$2,729,000.00**	**$0.00**	**0.0%**
Tangible Assets								
Commodities								
4,850.000	ISHARES S&P GSCI COMMODITY-INDEX ED TR UNIT BEN INT	46428R107	$165,385.00 34.100	$0.00	$149,406.00 30.805	$15,979.00	$0.00	0.0%
	Total Commodities		**$165,385.00**	**$0.00**	**$149,406.00**	**$15,979.00**	**$0.00**	**0.0%**
Total Tangible Assets			**$165,385.00**	**$0.00**	**$149,406.00**	**$15,979.00**	**$0.00**	**0.0%**
Other Non-Investable Assets								
1.000	APPT W CORCORAN TTEE LAST WILL & TSTAT J. CLARKE 992306193	992049080	$0.00	$0 00	$0 00	$0.00	$0.00	0.0%
1.000	CTFD CPY OF COURT DECREE DTD 9/1/66 992306188	992049072	0.00	0.00	0.00	0.00	0.00	0 0
Total Other Non-Investable Assets			**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	**0.0%**
Total Portfolio			**$9,762,164.18**	**$4,459.68**	**$6,278,711.59**	**$3,483,452.59**	**$148,052.57**	**1.5%**
Accrued Income			$4,459.68					

Portfolio Detail

Account: 80-09-900-8546284 U/W JOHN CLARKE

Dec 01, 2010 through Dec 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Other Non Investable Assets (cont)								
Total			**$9,766,623.86**					