

See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



efile GRAPHIC print - DO NOT PROCESS

Department of the Treasury

Internal Revenue Service

As Filed Data -

DLN: 93491299002001

OMB No 1545-0052

2010

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

, and ending 12-31-2010 For calendar year 2010, or tax year beginning 01-01-2010 Initial return Initial return of a former public charity Final return G Check all that apply Address change Name change A mended return Name of foundation A Employer identification number THE GLADYS AND FRANKLIN CLARK FOUNDATION 54-1640751 **B** Telephone number (see page 10 of the instructions) Number and street (or P.O. box number if mail is not delivered to street address) 809 RICHMOND ROAD (757) 229-3063 City or town, state, and ZIP code C If exemption application is pending, check here WILLIAMSBURG, VÁ 23185 D 1. Foreign organizations, check here Section 501(c)(3) exempt private foundation **H** Check type of organization 2. Foreign organizations meeting the 85% test, check here and attach computation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation E If private foundation status was terminated **J** Accounting method I Fair market value of all assets at end under section 507(b)(1)(A), check here of year (from Part II, col. (c), Other (specify) F If the foundation is in a 60-month termination *line 16)*►\$ 6,854,468 (Part I, column (d) must be on cash basis.) under section 507(b)(1)(B), check here (d) Disbursements Part I Analysis of Revenue and Expenses (The (a) Revenue and (b) Net investment (c) Adjusted net for charitable total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of expenses per income income purposes books (cash basis only) the instructions)) 1 Contributions, gifts, grants, etc , received (attach schedule) 2 Check F required to attach Sch B Interest on savings and temporary cash investments 147,101 147,101 Dividends and interest from securities. . . . 5a Net rental income or (loss) b 190.061 Net gain or (loss) from sale of assets not on line 10 6a **Revenue** Gross sales price for all assets on line 6a Capital gain net income (from Part IV, line 2) . . 190,061 Net short-term capital gain . . . Income modifications . 10a Gross sales less returns and allowances Less Cost of goods sold . . . ь Gross profit or (loss) (attach schedule) 11 Other income (attach schedule) 匆 35,539 35,539 372.701 372,701 12 Total. Add lines 1 through 11 34,000 11,333 22,667 Compensation of officers, directors, trustees, etc 13 14 Other employee salaries and wages Operating and Administrative Expenses 15 Pension plans, employee benefits . Legal fees (attach schedule). 99 250 125 125 匑 9,000 4,500 4,500 Accounting fees (attach schedule). 49 58,023 58.023 0 Other professional fees (attach schedule) **17** 蚎 2,539 1,948 12 18 Taxes (attach schedule) (see page 14 of the instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy Travel, conferences, and meetings. 21 22 Printing and publications . . . Other expenses (attach schedule) . . . 44,108 43,220 888 23 Total operating and administrative expenses. 24 147,920 28,192 Add lines 13 through 23 119,149 400,000 400.000 Contributions, gifts, grants paid. . . . 25 547,920 428,192 119.149 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12 Excess of revenue over expenses and disbursements -175,219 Net investment income (if negative, enter -0-) 253,552 Adjusted net income (if negative, enter -0-)

Рa	rt II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		nd of y	
	1	Cash—non-interest-bearing	(a) Book Value (b)	Book Value	——	c) Fair Market Value
	2	Savings and temporary cash investments	75,009	150,3	374	150,374
	3	Accounts receivable	73,003	150,	" †	150,574
		Less allowance for doubtful accounts				
		Pledges receivable			+	
		Less allowance for doubtful accounts				
					+	
	5	Grants receivable			+	
	6					
		disqualified persons (attach schedule) (see page 15 of the				
	-	Other pates and leans reservable (attach schedule)			+	
	7	Other notes and loans receivable (attach schedule)				
ای		Less allowance for doubtful accounts 🕨				
Assets	8	Inventories for sale or use				
š	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	4,734,146	4,591,2	249	5,352,741
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) 🟲				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	1,483,833	1,369,2	286	1,351,353
	14	Land, buildings, and equipment basis 🟲				
		Less accumulated depreciation (attach schedule) > 8,257				
	15	Other assets (describe)	179 📆		0 95	0
	16	Total assets (to be completed by all filers—see the				
		instructions Also, see page 1, item I)	6,293,167	6,110,9	909	6,854,468
	17	Accounts payable and accrued expenses			\top	
	18	Grants payable			\neg	
ş B	19	Deferred revenue			\neg	
_	20	Loans from officers, directors, trustees, and other disqualified persons			\neg	
		Mortgages and other notes payable (attach schedule)				
ĭ∣⊏	22	Other liabilities (describe			\neg	
					\neg	
	23	Total liabilities (add lines 17 through 22)	0		0	
		Foundations that follow SFAS 117, check here 🕨 🦵				
ا ۾.		and complete lines 24 through 26 and lines 30 and 31.				
or Fund Balances	24	Unrestricted				
딍	25	Temporarily restricted				
ရူ	26	Permanently restricted				
힏		Foundations that do not follow SFAS 117, check here 🕨 🔽				
副		and complete lines 27 through 31.				
5	27	Capital stock, trust principal, or current funds	6,293,167	6,110,9	3 09	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0		0	
Assets	29	Retained earnings, accumulated income, endowment, or other funds	0		0	
	30	Total net assets or fund balances (see page 17 of the				
ĕ		ınstructions)	6,293,167	6,110,9	3 09	
	31	Total liabilities and net assets/fund balances (see page 17 of				
		the instructions)	6,293,167	6,110,9	909	
Pa	rt II	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			
				1		6,293,167
2		Enter amount from Part I, line 27a		2		-175,219
3		Other increases not included in line 2 (itemize) 🟲		3		993
4		Add lines 1, 2, and 3		4		6,118,941
5		Decreases not included in line 2 (itemize) 🟲		5		8,032
6		Total net assets or fund balances at end of year (line 4 minus line 5)—P		6		6,110,909

		e kınd(s) of property sold (e g , re se, or common stock, 200 shs M	•	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Tal	ble				
b						
С						
d						
е						
(•	e) Gross sales price	(f) Deprectation allower (or allowable)	1 1-7	or other basis pense of sale		or (loss)) minus (g)
а	See Additional Data Tab	ble				
b						
С						
d						
е						
Сс	mplete only for assets sho	wing gain in column (h) and owne	<u> </u>			(h) gain minus
(i)	F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		ess of col (1)		less than -0-) or om col (h))
а	See Additional Data Tab	ole				
b						
С						
d						
e						
2	Capital gain net income	or (net capital loss)	If gain, also enter If (loss), enter -0-		2	190,06
3	Net short-term capital g	ain or (loss) as defined in section	ns 1222(5) and (6)))		130,00
•	· -	t I, line 8, column (c) (see pages			լ	
	If (loss), enter -0 - in Pa				} 3	
secti	on 4940(d)(2) applies, lea					
as the		ve this part blank ection 4942 tax on the distributa ualify under section 4940(e) Do			eriod?	┌ Yes ┌ No
/as the	," the foundation does not q	ection 4942 tax on the distributa	not complete this	part		┌ Yes ┍ No
as the "Yes, 1 En	," the foundation does not q	ection 4942 tax on the distributa ualify under section 4940(e) Do	not complete this	part nstructions before		n ratio
"Yes, "Yes, 1 En	the foundation does not question the appropriate amount (a) e period years Calendar	ection 4942 tax on the distribute ualify under section 4940(e) Do	not complete this ee page 18 of the ir (c)	part nstructions before	makıng any entries (d) Distributioi	n ratio by col (c))
as the "Yes, 1 En	the foundation does not quiter the appropriate amount (a) e period years Calendar or tax year beginning in)	ection 4942 tax on the distribute ualify under section 4940(e) Door in each column for each year, section 4940(b) Adjusted qualifying distributions	not complete this ee page 18 of the ir (c)	part istructions before itable-use assets	makıng any entries (d) Distributioi	n ratio by col (c)) 0 084535
as the "Yes, 1 En	the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007	ection 4942 tax on the distribute ualify under section 4940(e). Do not neach column for each year, section 4940(b). Adjusted qualifying distributions 514,807 358,400 364,898	not complete this ee page 18 of the ir (c)	part instructions before intable-use assets 6,089,841 7,352,253 8,603,462	makıng any entries (d) Distributioi	n ratio by col (c)) 0 084535 0 048747 0 042413
as the "Yes, 1 En	the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007 2006	ection 4942 tax on the distribute ualify under section 4940(e). Do not in each column for each year, section 4940(e). Adjusted qualifying distributions 514,807 358,400 364,898 530,433	not complete this ee page 18 of the ir (c)	part instructions before intable-use assets 6,089,841 7,352,253 8,603,462 8,132,766	makıng any entries (d) Distributioi	n ratio by col (c)) 0 084535 0 048747 0 042413 0 065222
as the "Yes, 1 En	the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007	ection 4942 tax on the distribute ualify under section 4940(e). Do not neach column for each year, section 4940(b). Adjusted qualifying distributions 514,807 358,400 364,898	not complete this ee page 18 of the ir (c)	part instructions before intable-use assets 6,089,841 7,352,253 8,603,462	makıng any entries (d) Distributioi	n ratio by col (c)) 0 084535 0 048747 0 042413 0 065222
as the "Yes, 1 En Base year (the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007 2006 2005	ection 4942 tax on the distribute ualify under section 4940(e). Do to in each column for each year, section 4940(e). Adjusted qualifying distributions 514,807 358,400 364,898 530,433 425,529	not complete this ee page 18 of the ir (c) Net value of nonchar	part instructions before intable-use assets 6,089,841 7,352,253 8,603,462 8,132,766	making any entries (d) Distribution (col (b) divided	n ratio by col (c)) 0 084535 0 048747 0 042413 0 065222 0 053961
as the "Yes, 1 En Base year (the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column (column)	ction 4942 tax on the distributa ualify under section 4940(e) Do in each column for each year, sec (b) Adjusted qualifying distributions 514,807 358,400 364,898 530,433 425,529	not complete this ee page 18 of the ir (c) Net value of nonchar	part instructions before intable-use assets 6,089,841 7,352,253 8,603,462 8,132,766 7,885,859	makıng any entries (d) Distributioi	n ratio by col (c)) 0 084535 0 048747 0 042413 0 065222 0 053961
as the "Yes, 1 En Base year (the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column (a A verage distribution rational desired as a content of the second column (a A verage distribution rational desired column (a column (a A verage distribution rational desired column (a c	ection 4942 tax on the distribute ualify under section 4940(e). Do to in each column for each year, section 4940(e). Adjusted qualifying distributions 514,807 358,400 364,898 530,433 425,529	not complete this ee page 18 of the ir (c) Net value of nonchar	part instructions before intable-use assets 6,089,841 7,352,253 8,603,462 8,132,766 7,885,859	making any entries (d) Distribution (col (b) divided	n ratio by col (c)) 0 084535 0 048747 0 042413 0 065222 0 053961
as the "Yes, 1 En Base year (the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column (a A verage distribution ratithe number of years the	ection 4942 tax on the distributa ualify under section 4940(e) Do to in each column for each year, section 4940(e) Do to in each year, year, year, year, year, year, year, yea	not complete this ee page 18 of the ir (c) Net value of nonchar vide the total on line	part instructions before intable-use assets 6,089,841 7,352,253 8,603,462 8,132,766 7,885,859	making any entries (d) Distribution (col (b) divided	n ratio by col (c)) 0 084535 0 048747 0 042413 0 065222 0 053961 0 29487
Base year (the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column (a A verage distribution ratithe number of years the	ection 4942 tax on the distributa ualify under section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section for the 5-year base period—divided foundation has been in existence on charitable-use assets for 2010	not complete this ee page 18 of the ir (c) Net value of nonchar vide the total on line	part instructions before intable-use assets 6,089,841 7,352,253 8,603,462 8,132,766 7,885,859	making any entries (d) Distribution (col (b) divided	n ratio by col (c)) 0 084535 0 048747 0 042413 0 065222 0 053961 0 29487 0 05897 6,628,07
as the Yes, 1 En Bassyear (the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column (a A verage distribution rat the number of years the Enter the net value of not Multiply line 4 by line 3.	ection 4942 tax on the distributa ualify under section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section for the 5-year base period—divided foundation has been in existence on charitable-use assets for 2010	not complete this ee page 18 of the ir (c) Net value of nonchar vide the total on line e if less than 5 year	nstructions before 1	making any entries (d) Distribution (col (b) divided)	0 084535 0 048747 0 042413 0 065222 0 053961 0 29487 0 05897 6,628,07
Pass the Yes, 1 En Bassyear (the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column (a A verage distribution rat the number of years the Enter the net value of not Multiply line 4 by line 3.	ection 4942 tax on the distributa ualify under section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section for the 5-year base period—divided foundation has been in existence on charitable-use assets for 2010	not complete this ee page 18 of the ir (c) Net value of nonchar vide the total on line e if less than 5 year	nstructions before 1	making any entries (d) Distribution (col (b) divided)	n ratio
las the way and a second secon	the foundation does not query the appropriate amount (a) e period years Calendar or tax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column (a Average distribution ratithe number of years the Enter the net value of no Multiply line 4 by line 3. Enter 1% of net investment Add lines 5 and 6	ection 4942 tax on the distributa ualify under section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section 4940(e) Do to in each column for each year, section for the 5-year base period—divided foundation has been in existence on charitable-use assets for 2010	not complete this ee page 18 of the ir (c) Net value of nonchar vide the total on line e if less than 5 year from Part X, line 5	## structions before ## structions before ## structions before ## 6,089,841 ## 7,352,253 ## 8,603,462 ## 8,132,766 ## 7,885,859 ## 2 by 5, or by ## 2 by 5, or by ## 1	making any entries (d) Distribution (col (b) divided)	n ratio by col (c)) 0 084535 0 048747 0 042413 0 065222 0 053961 0 29487 0 05897 6,628,07

	990-PF (2010)							age 4
Pai	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b			e 18 of t	he inst	tructio	ns)	
1a	Exempt operating foundations described in section 4940(d)(2), check here F and en							
	Date of ruling or determination letter (attach copy of lett instructions)	er if ne	cessary–see					
Ь	Domestic foundations that meet the section 4940(e) requirements in Par	t V , che	ck (1 1				2,536
_	here Fand enter 1% of Part I, line 27b	•		- +				_,
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4		,					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only	Others en	ter -0-)	2				0
3	Add lines 1 and 2			3				2,536
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only	Others e	nter -0-)	4				
5	Tax based on investment income. Subtract line 4 from line 3 If zero or les	ss, ente	r-0	5				2,536
6	C redits / Payments	·						,
а	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	579					
b	Exempt foreign organizations—tax withheld at source	6b		1				
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,200	1				
d	Backup withholding erroneously withheld	\vdash	8	1				
7	Total credits and payments Add lines 6a through 6d			,				3,787
8	Enter any penalty for underpayment of estimated tax. Check here if Fo			8				-,
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owe			9				
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the an			10				1,251
11	Enter the amount of line 10 to be Credited to 2011 estimated tax	1,251	1	11				0
	t VII-A Statements Regarding Activities	-,	Kei ulided F	1 1				
1a	During the tax year, did the foundation attempt to influence any national, s	tate. or	local legislation or d	ıd			Yes	No
	it participate or intervene in any political campaign?					. 1a		No
ь	Did it spend more than \$100 during the year (either directly or indirectly)	for politi	cal purposes (see pa	aae 19 a	f			
_	the instructions for definition)?					. 1ь		No
	If the answer is "Yes" to 1a or 1b , attach a detailed description of the activit							
	published or distributed by the foundation in connection with the activities.		,					
С	Did the foundation file Form 1120-POL for this year?					1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) ir							
	(1) On the foundation \Rightarrow \$ 0 (2) On foundation manage	-						
e	Enter the reimbursement (if any) paid by the foundation during the year for			osed				
	on foundation managers 🕨 \$0							
2	Has the foundation engaged in any activities that have not previously beer	n reporte	ed to the IRS?			. 2		No
	If "Yes," attach a detailed description of the activities.							
3	Has the foundation made any changes, not previously reported to the IRS,	ın ıts go	overning instrument,	articles				
	of incorporation, or bylaws, or other similar instruments? <i>If</i> "Yes," attach a c	conforme	ed copy of the changes	5 .		. з		No
4a	Did the foundation have unrelated business gross income of \$1,000 or mo	re durin	g the year?			4a	Yes	
ь	If "Yes," has it filed a tax return on Form 990-T for this year?					4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction					. 5		No
	If "Yes," attach the statement required by General Instruction T.	J	•					
6	Are the requirements of section 508(e) (relating to sections 4941 through	14945)	satisfied either					
	By language in the governing instrument, or	ŕ						
	By state legislation that effectively amends the governing instrument s	o that n	o mandatory directio	ns				
	that conflict with the state law remain in the governing instrument? .					. 6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," col	mplete Pa	rt II, col (c), and Part X $^{\prime}$	/		7	Yes	
8a	Enter the states to which the foundation reports or with which it is register	ed (see	page 19 of the					
	ınstructions) ►VA	· 						
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Forn	n 990-P	F to the Attorney		_			
	General (or designate) of each state as required by General Instruction G	If "No,"	attach explanation .			8b	Yes	
9	Is the foundation claiming status as a private operating foundation within t	he mear	ning of section 4942	(j)(3)				
	or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 201	0 (see ii	nstructions for Part >	(IV on				
	page 27)? If "Yes," complete Part XIV					. 9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a sch	edule listii	ng their names and addre	esses		10		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		No
4.5				
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►N/A	13	Yes	<u> </u>
14	The books are in care of ►GILBERT BARTLETT PRESIDENT Telephone no ►(7.57)) 229-	1910	
	Located at ▶809 RICHMOND ROAD WILLIAMSBURG VA ZIP+4 ▶23185			
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			▶ ┌
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		No
	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		•	
Pai	t VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes V No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes Vo			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \			
	(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)?			
	(6) A gree to pay money or property to a government official? (Exception. Check "No"			
	ıf the foundatıon agreed to make a grant to or to employ the official for a period			
	after termination of government service, if terminating within 90 days) Yes 🔽 No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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?	1 c		No
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))			
а	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?			
	If "Yes," list the years 🕨 20 , 20 , 20 , 20			
Ь	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)			
	to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
	▶ 20, 20, 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business			
	enterprise at any time during the year?			
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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its			
	charitable nurness that had not been removed from joonardy before the first day of the tay year heginning in 20102	1 4 h	1	l No

5a	During the year did the foundation	n pay	or incur any amount t	:0			
	(1) Carry on propaganda, or other	erwise	attempt to influence	legislation (section 494	45(e)) [?]	√ No	
	(2) Influence the outcome of an	spec	ıfıc publıc electıon (se	ee section 4955), or to	carry		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?						
	(3) Provide a grant to an individ	ual for	travel, study, or othe	r sımılar purposes?	☐ Yes 「	√ No	
	(4) Provide a grant to an organiz	ation	other than a charitabl	e, etc , organization de	scribed		
	ın section 509(a)(1), (2), or	(3), o	r section 4940(d)(2)?	(see page 22 of the in	structions) 🗆 Yes 🦠	√ No	
	(5) Provide for any purpose other	r thar	religious, charitable,	scientific, literary, or			
	educational purposes, or for	the pr	evention of cruelty to	children or animals?.	Yes ·	√ No	
b	If any answer is "Yes" to 5a(1)-	(5), d	d any of the transacti	ons fail to qualify under	the exceptions described in		
	Regulations section 53 4945 or	ın a c	urrent notice regardin	g disaster assistance ((see page 22 of the instruction	ons)? 5b	<u> </u>
	Organizations relying on a curre	nt not	ice regarding disaster	assistance check here	e	_	
c	If the answer is "Yes" to questio	n 5a(4	1), does the foundation	n claım exemption from	the		
	tax because it maintained exper	diture	responsibility for the	grant?	T Yes 「	_ No	
	If "Yes," attach the statement req	uired l	y Regulations section .	53.4945-5(d).			
6a	Did the foundation, during the ye	ar, re	ceive any funds, direc	tly or indirectly, to pay			
	premiums on a personal benefit	contra	ct?		Г Yes 🖟	√ No	
b	Did the foundation, during the ye	ar, pa	y premiums, directly o	or indirectly, on a perso	onal benefit contract?	. 6ь	No
	If "Yes" to 6b, file Form 8870.						
7a	At any time during the tax year,	was t	ne foundation a party t	o a prohibited tax shel	ter transaction? Tyes [√ No	
ь	If yes, did the foundation receive	any	proceeds or have any	net income attributable	e to the transaction?	. 76	,
	Information Abou	ıt Of	ficers, Directors,	Trustees, Founda	tion Managers, Highly	Paid Em	iployees,
Pa	and Contractors						
1	List all officers, directors, truste					ns).	
	(a) Name and address		Title, and average hours per week	(c) Compensation (If not paid, enter	(d) Contributions to employee benefit plans	1	nse account,
	(a) Name and address		voted to position	-0-)	and deferred compensation	othera	allowances
GILBE	RT A BARTLETT	PRE:	SIDENT/DIRECTOR	12,000	0		0
809	RICHMOND ROAD	3 75					
WILI	_IAMSBURG,VA 23185						
JOSEI	PH W MONTGOMERY	-	ASURER/DIRECTOR	12,000	0		0
	RICHMOND ROAD	3 75					
	LIAMSBURG, VA 23185						
	IN GARRISON	SEC 3 75	ERTARY/DIRECTOR	10,000	0)	0
	RICHMOND ROAD _IAMSBURG,VA 23185						
	Compensation of five highest-pa	id emr	lovees (other than th	ose included on line 1–	see page 23 of the instruction	nns).	
_	If none, enter "NONE."	u	noyees (other than th	ose meladed on fine 1	see page 25 of the motraction	J.1.5/1	
			(b) Title, and averag	10	(d) Contributions to		
(a)	Name and address of each emplo	yee	hours per week	(c) Compensatio	employee benefit		nse account,
	paid more than \$50,000		devoted to position	1	plans and deferred compensation	othera	allowances
NON	IE						
			-				
-							
			-				
			_				
Tota	I number of other employees paid	over	\$50,000				0

Part VIII Information About Officers, Directors, Tr and Contractors (continued)	ustees, Foundation Managers, Highly	Paid Employees,
3 Five highest-paid independent contractors for professional servi	ices (see page 23 of the instructions). If none, e	enter "NONE".
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional service	cas	0
	ces	
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year Include organizations and other beneficiaries served, conferences convened, research papers		Expenses
1THE GLADYS AND FRANKLIN CLARK FOUNDATION MAKES G	RANTS TO QUALIFYING CHARITABLE	0
ORGANIZATIONS AND DOES NOT CARRY ON CHARITABLE	ACTIVITIES DIRECTLY	
2		
3		
4		
		_
Part IX-B Summary of Program-Related Investmen	its (see page 24 of the instructions)	
Describe the two largest program-related investments made by the foundation di	uring the tax year on lines 1 and 2	A mount
1		_
		_
2		
All other program-related investments See page 24 of the instruc	tions	
3		
		1
Total. Add lines 1 through 3	.	0

b Average of monthly cash balances	54,631 74,381 0 29,012 0 29,012
purposes a Average monthly fair market value of securities. b Average of monthly cash balances. c Fair market value of all other assets (see page 24 of the instructions). c Fair market value of all other assets (see page 24 of the instructions). d Total (add lines 1a, b, and c). c Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 2 Acquisition indebtedness applicable to line 1 assets. 2 3 Subtract line 2 from line 1d. C Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5. C 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. 2 Tax on investment income for 2010 from Part VI, line 5. 2 Add lines 2a and 2b. 3 Distributable amount before adjustments Subtract line 2c from line 1. 4 Recoveries of amounts treated as qualifying distributions. 4 Deduction from distributable amount (see page 25 of the instructions). 6 Deduction from distributable amount (see page 25 of the instructions).	74,381 0 29,012 0 29,012
a Average monthly fair market value of securities. b Average of monthly cash balances. c Fair market value of all other assets (see page 24 of the instructions). c Fair market value of all other assets (see page 24 of the instructions). d Total (add lines 1a, b, and c). e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 2 Acquisition indebtedness applicable to line 1 assets. 3 Subtract line 2 from line 1d. 5 Subtract line 2 from line 1d. 6 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). 7 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5. 7 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 Add lines 2a and 2b. 1 Add lines 2a and 2b. 2 Add lines 2a and 2b. 2 Add lines 2a and 2b. 3 Distributable amount before adjustments Subtract line 2c from line 1. 4 Recoveries of amounts treated as qualifying distributions. 5 Add lines 3 and 4.	74,381 0 29,012 0 29,012
b Average of monthly cash balances. 1b 17 c Fair market value of all other assets (see page 24 of the instructions). 1c d Total (add lines 1a, b, and c). 1d 6,72 e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 2 Acquisition indebtedness applicable to line 1 assets. 2 Subtract line 2 from line 1d. 3 6,72 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). 4 10 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 5 6,62 Minimum investment return. Enter 5% of line 5. 6 33 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.) Minimum investment return from Part X, line 6 1 33 Tax on investment income for 2010 from Part VI, line 5 2 2 2,536 b Income tax for 2010 (This does not include the tax from Part VI) 2 2 2 C Add lines 2a and 2b 2 2 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	74,381
to Fair market value of all other assets (see page 24 of the instructions). d Total (add lines 1a, b, and c). e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 2 Acquisition indebtedness applicable to line 1 assets. 3 Subtract line 2 from line 1d. 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5. 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 Add lines 2a and 2b. 2 Add lines 2a and 2b. 2 Add lines 3 and 4. 5 Add lines 3 and 4. 5 Deduction from distributable amount (see page 25 of the instructions). 6 Deduction from distributable amount (see page 25 of the instructions). 6 Deduction from distributable amount (see page 25 of the instructions). 6 Deduction from distributable amount (see page 25 of the instructions).	029,012
d Total (add lines 1a, b, and c)	29,012
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	29,012
1c (attach detailed explanation)	29,012
Acquisition indebtedness applicable to line 1 assets	29,012
Subtract line 2 from line 1d	29,012
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5	· ·
of the instructions). 4 100 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 5 6,62 Minimum investment return. Enter 5% of line 5. 6 33 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	UU 03E
Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. Minimum investment return. Enter 5% of line 5	UU 03E
6 Minimum invest ment return. Enter 5% of line 5. 6 33 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 33 2a Tax on investment income for 2010 from Part VI, line 5. 2a 2,536 b Income tax for 2010 (This does not include the tax from Part VI). 2b 2c 3 Distributable amount before adjustments Subtract line 2c from line 1. 3 32 4 Recoveries of amounts treated as qualifying distributions. 4 5 Add lines 3 and 4. 5 32 6 Deduction from distributable amount (see page 25 of the instructions). 6	00,933
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	28,077
foundations and certain foreign organizations check here and do not complete this part.) 1 Minimum investment return from Part X, line 6	31,404
Toundations and certain foreign organizations check here and do not complete this part.) 1 Minimum investment return from Part X, line 6	1
Tax on investment income for 2010 from Part VI, line 5	
b Income tax for 2010 (This does not include the tax from Part VI) 2b c Add lines 2a and 2b	31,404
c Add lines 2a and 2b	
Distributable amount before adjustments Subtract line 2c from line 1	
A Recoveries of amounts treated as qualifying distributions	2,536
5 Add lines 3 and 4	28,868
6 Deduction from distributable amount (see page 25 of the instructions)	0
	28,868
	0
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,	
line 1	28,868
Part XII Qualifying Distributions (see page 25 of the instructions)	
1 A mounts paid (including administrative expenses) to accomplish charitable, etc., purposes	
a Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	28,192
b Program-related investments—total from Part IX-B	0
2 A mounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,	
purposes	
3 A mounts set aside for specific charitable projects that satisfy the	
a Suitability test (prior IRS approval required)	
b Cash distribution test (attach the required schedule)	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 42	28,192
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)	2,536
	25,656
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualif	

2 Undistributed income, if any, as of the end of 2010 a Enter amount for 2009 only		ondistributed income (see page	26 of the mstruct	UIIS)		
1. Distributable amount for 2010 from Part XI, line 7 2. Undistributed ancome, if any, so of the end of 2010 a Enter amount for 2009 only						
2. Undistributed income, if any, as of the end of 2010 a. Enter amount for 2009 only. b. Total for prior years 20	1	Distributable amount for 2010 from Part XI, line 7	·	·		328,868
a Enter amount for 2009 only		·				
D Total for prior years 20					0	
3 Excess distributions carryover, if any, to 2010 5 From 2005. 133,449 5 From 2006. 213,449 6 From 2007. 627 6 From 2008. 627 6 From 2008. 627 6 From 2008. 9211,369 7 Total of lines 3 athrough e		,		0		
a From 2005. 13,870 b From 2006. 133,440 c From 2007. 6 d From 2008. 507 d From 2009. 211,389 f Total of lines 3 a through e. 231,389 f Total of lines 3 a through e. 359,333 d Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 328,192 a Applied to 2009, but not more than line 2 a b Applied to 2009, but not more than line 2 a c Applied to 2010 distributed income of prior years (Election required—see page 26 of the instructions) c Treated as distributions out of corpus (Election required—see page 26 of the instructions) c Treated as distributions out of corpus (Election required—see page 26 of the instructions) c Treated as distributions carryover applied to 2010 (If an amount appears in column (a), the same amount must be shown in column (a).) Excess distributions carryover applied to 2010 (If an amount appears in column (a), the same amount must be shown in column (a).) From years' undistributed income Subtract line 5 b Prior years' undistributed income Subtract line 5 b Prior years' undistributed income Subtract line 5 be nissued, or on which the section 4942(a) tax has been previously assessed. d Subtract line 6 from line 16 Taxable amount—see page 27 of the instructions. Undistributed income for 2009 Subtract line 4 a from line 2a Taxable amount—see page 27 of the instructions. Undistributed income for 2009 Subtract line 4 a from line 2a Taxable amount—see page 27 of the instructions. D of the instructions o						
b From 2006. 133,449 c From 2007. 627 d From 2008. 627 d From 2008. 627 e From 2009. 211,389 f Total of lines 3 a through e		· i · · · · · · · · · · · · · · · · · ·				
From 2007.						
From 2008 6.77						
E From 2009						
F Total of lines 3 at through e						
4. Qualifying distributions for 2010 from Part XII, line 4			359,335			
XII, line 4 ▶ \$ 428,92 a Applied to 2009, but not more than line 2 a b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) c Treated as distributions out of corpus (Election required—see page 26 of the instructions). d Applied to 2010 distributable amount. e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2010 (If an amount appears in column (a), the same amount maps be shown in column (a), the same amount must be shown in column (a), 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b. 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. d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. f Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. f Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. f Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. f Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. g Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). 8 Excess from 2006. 133,449 b Excess from 2007. 6 Excess from 2006. 133,449 b Excess from 2006. 133,449 b Excess from 2007. 6 Excess from 2007. 6 Excess from 2008.		_				
a Applied to 2009, but not more than line 2a b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) C Treated as distributions out of corpus (Election required—see page 26 of the instructions). d Applied to 2010 distributable amount. e Remaining amount distributable amount. 5 Excess distributions carryover applied to 2010 (If an amount appears in column (a), the same amount must be shown in column (a).) 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4 from line 2b. 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. d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. f Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. 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). 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). 9 Excess distributions carryover from 2005 not applied in line 5 of line 7 (see page 27 of the instructions). 13,870 13,870 1444,789 a Excess from 2006. 133,449 b Excess from 2006. 627						
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) C Treated as distributions out of corpus (Election required—see page 25 of the instructions). d Applied to 2010 distributable amount. e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2010 (If an amount appears in column (a), the same amount must be shown in column (a).) 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b. 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. d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. e Undistributed income for 2019 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. f Undistributed income for 2010 Subtract line 4a from line 2 Taxable amount—see page 27 of the instructions. f Undistributed income for 4942(a) (3) (see page 27 of the instructions). 8 Excess fire quirements imposed by section 170(b)(1)(F) a 4942(a)(3) (see page 27 of the instructions). 8 Excess fire the control of the control of the instructions and the subtract lines 5 or line 7 (see page 27 of the instructions). 9 Excess fire the control of the control of the instructions and the control of the instructions and the control of the instructions and the control of the control of the instructions and the control of the control	а				0	
(Election required—see page 26 of the instructions) c Treated as distributions out of corpus (Election required—see page 26 of the instructions). d Applied to 2010 distributable amount. e Remaining amount distributed out of corpus 5 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). 6 Enter the net total of each column (a).) 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b. c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(e) tax has been previously assessed. d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. f Undistributed income for 2010 Subtract line 4a from line 1a 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(q)(3) (see page 27 of the instructions). 8 Excess fire add 5 from line 7 (see page 27 of the instructions). 9 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). 1 Analysis of line 9 2 Excess from 2006. 1 33,449 b Excess from 2006. 6 Excess from 2008.						
required—see page 26 of the instructions)		(Election required—see page 26 of the instructions)		0		
Applied to 2010 distributable amount	c	. ,				
Remaining amount distributed out of corpus Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).) Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4 from line 2b. 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. d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. e Undistributed income for 2009 Subtract line 4a from line 2 b Taxable amount—see page 27 of the instructions. 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). 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a. 13,870 9 Excess from 2006. 133,449 b Excess from 2006. 627		required—see page 26 of the instructions)	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).) 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b		• •				328,868
(If an amount appears in column (al), the same amount must be shown in column (a).) 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b	е	Remaining amount distributed out of corpus	,			
same amount must be shown in column (a).) 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 2b	5	Excess distributions carryover applied to 2010	0			0
6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b		, , , , , , , , , , , , , , , , , , , ,				
indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b	_	* * * *				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b	6					
b Prior years' undistributed income Subtract line 4b from line 2b	а		458,659			
line 4b from line 2b			,			
income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed	_	·		0		
been issued, or on which the section 4942(a) tax has been previously assessed	c	Enter the amount of prior years' undistributed				
tax has been previously assessed		•				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		•		0		
amount—see page 27 of the instructions		• • •				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions	a			0		
4a from line 2a Taxable amount—see page 27 of the instructions	e					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011						
lines 4d and 5 from line 1 This amount must be distributed in 2011		of the instructions			0	
be distributed in 2011	f					
7 A mounts 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)						0
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	7					
section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	•					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)						
applied on line 5 or line 7 (see page 27 of the instructions)		of the instructions)	0			
Instructions)	8	•				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2006			13,870			
Subtract lines 7 and 8 from line 6a			,			
10 Analysis of line 9 a Excess from 2006	7	· · · · · · · · · · · · · · · · · · ·	444,789			
a Excess from 2006	10					
b Excess from 2007		· · · · · · · · · · · · · · · · · · ·				
c Excess from 2008 627						
d Excess from 2009 211,389						
u Licess nom 2009 /	d	Excess from 2009 211,389				
e Excess from 2010 99,324						

1a	If the foundation has received a ruling or d foundation, and the ruling is effective for 2		•	•		
b	Check box to indicate whether the organiz	ation is a private o	perating foundation	n described in secti	on 「 4942(j)(3) o	or — 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum	Tax year (a) 2010	(b) 2009	Prior 3 years (c) 2008	(d) 2007	(e) Total
	Investment return from Part X for each year listed					
	85% of line 2a					
	Qualifying distributions from Part XII, line 4 for each year listed					
	Amounts included in line 2c not used directly for active conduct of exempt activities					
е	Q ualifying 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					
а	"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	1		
	(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					
Pa	rt XV Supplementary Information assets at any time during				on had \$5,000	or more in
1	Information Regarding Foundation Manage	ers:				
а	List any managers of the foundation who habefore the close of any tax year (but only i					dation
b	List any managers of the foundation who or ownership of a partnership or other entity)		•		lly large portion of t	he
2	Information Regarding Contribution, Gran	t, Gift, Loan, Scho	larship, etc., Progra	ıms:		
	Check here F if the foundation only ma unsolicited requests for funds. If the found under other conditions, complete items 2 a	atıon makes gıfts,	to preselected char grants, etc (see p	ritable organizations age 28 of the instru	s and does not acce actions) to individual	pt Is or organizations
а	The name, address, and telephone numbe	r of the person to v	whom applications s	should be addressed	d	
b	The form in which applications should be s	submitted and info	rmation and materi	als they should incl	ude	
c	Any submission deadlines					
d	Any restrictions or limitations on awards, factors	such as by geogra	aphical areas, chari	table fields, kinds o	f institutions, or oth	er

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual. Recipient Foundation Purpose of grant or show any relationship to status of A mount any foundation manager contribution Name and address (home or business) recipient or substantial contributor a Paid during the year COLONIAL WILLIAMSBURG NONE PUBLIC CHARITABLE 100,000 FOUNDATION PO BOX 1776 WILLIAMSBURG, VA 23187 NONE PUBLIC CHARITABLE 100,000 JAMESTOWN YORKTOWN FOUNDATION INC PO BOX 1607 WILLIAMSBURG, VA 23187 PUBLIC 200,000 Іионе WILLIAM & MARY LAW SCHOOL CHARITABLE PO BOX 8795 WILLIAMSBURG, VA 23187 400,000 **b** Approved for future payment

.⊫ зь

	PF (2010) I-A Analysis of Income-Produc	ina Activitie	.6			Page 1 2
	s amounts unless otherwise indicated		usiness income	Excluded by section	512, 513, or 514	(e)
	m service revenue	(a) Business code	(b) A mount	(c) Exclusion code	(d) A mount	Related or exemp function income (See page 28 of
a b c d g Fees 2 Member 3 Interest 4 Divide 5 Net re a Debt b Not c 6 Net ren 7 Other 8 Gain or 9 Net inc 10 Gross 11 Other	and contracts from government agencies ership dues and assessments		Allount	14 14 18	35,539 190,061	
d e 12 Subtot 13 Total. (See v	cal Add columns (b), (d), and (e). Add line 12, columns (b), (d), and (e). worksheet in line 13 instructions on page 2 I-B Relationship of Activities to Explain below how each activity for wh the accomplishment of the organizatio page 28 of the instructions)	 28 to verify calc o the Accom ich income is re	ulations) plishment of I ported in column (Exempt Purpose (e) of Part XVI-A co	es ontributed importa	372,701 ntly to

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	Form 9	90-PF (2	2010)							Pa	ge 13
Sol(c) of the Code (wher than section SOl(c)(3) organization) or in section S27, relating to policial imparitations? a Transfers from the reporting foundation to a nonchantable exempt organization of (1) Cash. (2) Other assets. (3) College of assets to a nonchantable exempt organization. (4) Sales of assets to a nonchantable exempt organization. (5) Uprichases of assets from a nonchantable exempt organization. (6) Performance of facilities, equipment, or other assets. (7) Sales of facilities, equipment, or other assets. (8) Performance of services or membership or fundraising solicitations. (9) Performance of services or membership or fundraising solicitations. (10) Sales of a guarantees. (11) Sales of assets, or services or performance of services or exemption of fundraising solicitations. (12) No. (13) Rontal of facilities, equipment, mailing lists, other assets, or paid employees. (14) Canso or loan guarantees. (15) Loans or loan guarantees. (16) Performance of services or membership or fundraising solicitations. (16) Performance of services or exemption granizations. (17) Sales of services or exemption granizations. (18) Sales of services or exemption granizations. (19) Sales of services or exemption granizations. (19) Sales of services or exemption granizations. (20) Item for (15) Amount members of services given by the reporting foundation if the foundation received less than arm arket value in any transaction or sharing arrangements, shown in column (40) the value of the goods, other assets, or services given by the reporting foundation if the foundation received less than arm arket value in any transaction or sharing arrangements, shown in column (40) the value of the goods, other assets, or services received in a section S01(c) of the Code (other than section S01(c)(3)) or in section S27? (10) Item for (15) Amount members of pergray, 1 declare that 1 have examined this return, including accompanying schedules and statements, and to the based on all information of which preparer	Part	XVII				ansac	tions and Relation	ships With			
a Transfers from the reporting foundation to a nonchantable exempt organization of (3) Cash. (3) Cash. (3) Other assets. (4) Sales of assets to a nonchantable exempt organization. (4) Periphage of assets to a nonchantable exempt organization. (5) Purchases of assets from a nonchantable exempt organization. (6) Purchases of assets from a nonchantable exempt organization. (6) Performance end assets. (6) Rental of facilities, equipment, or other assets. (6) Performance of services or membership or fundraising solicitations. (6) Performance of services or membership or fundraising solicitations. (7) Intellegency of the above is "Yes," complete the following schedule Column (b) should always shaw the fair market value of the goods, other assets, or services when the following schedule Column (b) should always shaw the fair market value of the goods, other assets, or services when the following schedule Column (b) should always shaw the fair market value of the goods, other assets, or services when the following schedule of the goods, other assets, or services received many transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services were deviced in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? (6) Increase of particular transactions of particular transactions, and sharing amangements described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? (7) Vest of Notice of the State of	1 Did	the organi	zation directly or indirectly	engage in any	of the following with any other	er organız	ation described in section			Yes	No
(1) Cash. La(1) No (2) Other assets. La(2) No (3) Rental of facilities, equipment, or other assets. Lb(3) No (3) Rental of facilities, equipment, or other assets. Lb(3) No (4) Reimbursement arrangements. Lb(4) No (5) Loans or loan guarantees. Lb(3) No (6) Performance of services or membership or fundrissing solicitations. Lb(3) No (6) Performance of services or membership or fundrissing solicitations. Lb(6) No (7) Performance of services or membership or fundrissing solicitations. Lb(6) No (8) Performance of services or membership or fundrissing solicitations Lb(6) No (8) Performance of services or membership or fundrissing solicitations Lb(6) No (9) Performance of services or membership or fundrissing solicitations Lb(6) No (1) Telescoped, other assets, or services given by the reporting foundation if the foundation received less than fair market value in any transaction on shallong arrangements, how in column (0) the value of the goods, other assets, or services neceived (a) Line No (b) Amount involved (c) Name of nonchantable exempt organization (d) Description of transfers, transactions, and sharing arrangements (b) If "Yes," complete the following schedule (c) Name of nonchantable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Name of origination (b) Type of organization (c) Description of reintoxinding (b) Type of organization (c) Description of reintoxinding (c) Description of reintoxinding (d) Description of transfers, transactions, and statements, and to the best of my knowledge and belief it, its true, correct, and complete Declaration of perpearer (shert intravayer or fluction) (a) Date Description of elitoxinding (b) Type of organization (c) Description of reintoxinding (d) Description of elitoxinding (e) Description of reintoxinding (f) Description of reintoxinding (h) Type of organization (h) Type of organization (h) Type of organiza	501	(c) of the	Code (other than section	501(c)(3) orga	nizations) or in section 527, rela	ating to p	olitical organizations?				
(a) Other assetts. (b) Other transactions (1) Sales of assets to a nonchantable exempt organization. (2) Purchases of assets from a nonchantable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimburs ement arrangements. (5) Loans or loan quarantees. (6) Performance of services or membership or fundraising solicitations. (7) Performance of services or membership or fundraising solicitations. (8) Performance of services or rembership or fundraising solicitations. (9) Performance of services or rembership or fundraising solicitations. (10) Performance of services or rembership or fundraising solicitations. (11) The answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the 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 movined. (c) Item of renchantable exempt organization (d) Description of transfers, transactors, and sharing ammigements. (a) Line No. (b) Amount movined. (c) Item of renchantable exempt organizations. (d) Description of transfers, transactors, and sharing ammigements. (a) Line No. (b) Amount movined. (c) Item of renchantable exempt organization of praparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. (a) Line No. (b) Type of organization. (c) Description of relationship. (c) Description of relationship. (a) Date Date Praparer's RICHARD G SMITH Signature. PTIN Check if self. employed > V. Firm's name. WITT MARES PLC 401 COURTHOUSE ST SUITE 200	a Tra	nsfers fr	om the reporting four	ndation to a r	oncharitable exempt orga	anızatıo	n of				
b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchase of assets from a noncharitable exempt organization. (3) Rental of facilities, egupment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan quarantees. (6) Performance of services or membership or fundrassing solicitations. (6) Performance of services or membership or fundrassing solicitations. (7) Sharing of facilities, equipment, mailing lists, other assets, or paid employees. (8) Loans or loan quarantees. (9) Line to (1) Amount involved (1) Amount involved (2) Amount involved (3) the rassets, or services given by the reporting foundation of the goods, other assets, or services given by the reporting foundation of the following schedule Column (4) the value of the goods, other assets, or services given by the reporting foundation of the following schedule (3) Amount involved (4) Amount involved (5) Amount involved (6) Amount involved (7) Amount involved (8) Amount involved (1) Amount involved	(1)	Cash.							1a(1)		No
(1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. (7) Exemplar of facilities, equipment, mailing lists, other assets, or paid employees. (8) Farange of facilities, equipment, mailing lists, other assets, or paid employees. (9) Farange of facilities, equipment, mailing lists, other assets, or paid employees. (1) If the assets or services given by the reporting foundation if the foundation received less than 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 described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? (9) Hiff Yes, Complete the following schedules (9) If Yes, Complete the following schedules (9) If Yes or complete the following schedules (9) If Yes or complete the following schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than tarpayer or fiduciary) is based on all information of which preparer has any knowledge (8) Signature of officer or trustee (9) Date (10) Firm's name (11) Firm's name (12) Firm's name (13) Firm's name (14) Firm's suite assets of several properties of preparer (other than tarpayer or fiduciary) is based on all information of which preparer has any knowledge (15) Firm's name (16) Firm's name (17) Firm's suite assets of preparer (or fiduciary) is passed on all information of which preparer has any knowledge (16) Firm's name (17) Firm's suite assets of preparer (or fiduciary) is passed on all information of which preparer has any knowledge (17) Firm's name (18) Firm'	(2)	Othera	issets						1a(2)		No
(2) Purchases of assets from a nonchantable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. (7) Sharing of facilities, equipment, mailing lists, other assets, or paid employees. (8) Performance of services or membership or fundraising solicitations. (9) Interval 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 given by the reporting foundation if the foundation received less than fair market value in any transaction or sharing arrangements, show in column (d) the value of the goods, other assets, or services received (a) Lime No (b) Amount involved (c) Name of nonchantable exempt organization (d) Description of transiers, transactions, and sharing arrangements described in section 501(c) of the Code (other than section 501(c)(3)) or in section 5277.	b Oth	ner trans	actions								
(a) Rental of facilities, aquipment, or other assets. (b) (a) Reimbursement arrangements. (b) Solutions or long quarantees. (c) Performance of services or membership or fundraising solicitations. (d) Performance of services or membership or fundraising solicitations. (e) Performance of services or membership or fundraising solicitations. (f) Performance of services or membership or fundraising solicitations. (g) Inchest of facilities, equipment, mailing lists, other assets, or paid employees. (g) 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 of the goods, other assets, or services received in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received (e) Inchest of the goods, other assets or services received in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets or services received (e) Inchest of the goods, other assets or services received (e) Inchest of the goods, other assets or services received (e) Inchest of the goods, other assets or services received (e) Inchest of the goods, other assets or services received (e) Inchest of the goods, other assets or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest of the goods, other assets, or services received (e) Inchest	(1)	Sales o	fassets to a noncha	rıtable exem	pt organization				1b(1)		No
(4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. (6) Performance of services or membership or fundraising solicitations. (7) Experimence of services or membership or fundraising solicitations. (8) Performance of services or membership or fundraising solicitations. (8) Experiments 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 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 described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? (a) Line No (b) Amount involved (c) Name of inoncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line No (b) Amount involved (c) Name of inoncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line No (b) Amount involved (c) Name of inoncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line No (b) Amount involved (c) Name of inoncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line No (b) Amount involved (c) Description of transfers, transactions, and sharing arrangements (d) Description of transfers, transactions, and sharing arrangements (a) Line No (a) Line No (b) Amount involved (c) Name of inoncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line No (a) Line No (b) Amo	(2)	Purcha	ses of assets from a	noncharitabl	e exempt organization.				1b(2)		No
(5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. (7) Sharing of facilities, equipment, mailing lists, other assets, or paid employees. (8) 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 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?	(3)	Rental	of facilities, equipme	nt, or other a	ssets				1b(3)		No
(5) Loans or loan guarantees. (6) Performance of Services or membership or fundraising solicitations. (7) Services or membership or fundraising solicitations. (8) Performance of Services or membership or fundraising solicitations. (9) 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) The No. (b) Amount involved. (c) Name of nonchantable exempt organization. (d) Description of transfers, transactions, and sharing arrangements of the goods, other assets, or services received. (a) The No. (b) Amount involved. (c) Name of nonchantable exempt organization. (b) The control of transfers, transactions, and sharing arrangements. (a) The No. (b) Amount involved. (c) Name of nonchantable exempt organization. (b) The control of transfers, transactions, and sharing arrangements. (a) The No. (b) Amount involved. (c) Name of nonchantable exempt organization. (b) The control of transfers, transactions, and sharing arrangements. (a) In the No. (b) Amount involved. (c) Name of nonchantable exempt organization. (b) The control of transfers, transactions, and sharing arrangements. (a) In the No. (b) Amount involved. (c) Name of nonchantable exempt organization. (b) The control of transfers, transactions, and sharing arrangements. (a) In the No. (b) Amount involved. (c) Name of nonchantable exempt organization. (b) The control of transfers, transactions, and sharing arrangements. (b) The control of transfers, transactions, and sharing arrangements. (c) Name of organization. (d) Description of transfers, transactions, and sharing arrangements. (e) Description of transfers, and sharing arrangements. (a) In the No. (b) Amount involved. (b) The control of transfers, transactions, and	(4)	Reımbu	rsement arrangemer	nts					1b(4)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (a) Line No. (b) Amount involved. (c) Name of nonchantable exempt organization. (b) Amount involved. (c) Name of nonchantable exempt organization of transfers, transactions, and sharing arrangements. (a) Line No. (b) Amount involved. (c) Name of nonchantable exempt organization. (b) Amount involved. (c) Name of nonchantable exempt organizations of the color 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?									1b(5)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (a) Line No. (b) Amount involved. (c) Name of noncharitable exempt organization. (b) Amount involved. (c) Name of noncharitable exempt organization. (c) Name of noncharitable exempt organizations 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?	(6)	Perform	ance of services or n	nembership o	or fundraising solicitations	s			1b(6)		No
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) Une No (b) Amount involved (c) Name of noncharidable 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?				•	-				<u> </u>		No
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 anyolved (c) Name of nonchariable 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?		•	, ,	.	, ,						
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?	ın a	iny trans	action or sharing arr	angement, sl	now in column (d) the valu	ue of th	e goods, other assets, o	r services receive	ed		nts
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	(4) 2		(D) ranounc involved	(c) Hame or	Torremantable exempt organizat		(a) Bescription of dansiers,	transactions, and one	aring arra	geiiiei	
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?											
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 ******* 2011-10-21 *******	des	cribed ir	n section 501(c) of the splete the following s	ne Code (oth schedule	er than section 501(c)(3))) or ın s	section 527?			ıs F	, No
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 ****** 2011-10-21		Under	penalties of perjury,	I declare tha	at I have examined this re	eturn, ır	icluding accompanying :	schedules and sta	tement	s, and	to
Signature of officer or trustee Date Date Check if self-employed Firm's name Firm's name WITT MARES PLC 4801 COURTHOUSE ST SUITE 200		based	on all information of			lete De	1		r or fıdu	cıary)	IS
Preparer's RICHARD G SMITH Signature Firm's name WITT MARES PLC 4801 COURTHOUSE ST SUITE 200		Sid	nature of officer or t	rustee				Title			
Preparer's Signature Firm's name WITT MARES PLC A801 COURTHOUSE ST SUITE 200 Check if self-employed Five Firm's EIN F		-	I				Data	1	LDTIN		
WITH MAKES PLC 4801 COURTHOUSE ST SUITE 200	22						Date	Chack if salf-	PIIN		
WITH MAKES PLC 4801 COURTHOUSE ST SUITE 200	guH€			HARD G SMI	тн						
Phone no. (757) 220, 7180	Ω	arer only	Firm's name		WITT MARES PLC			Fırm's EIN ►	1		
Phone no. (757) 220, 7180		<u></u>			4801 COURTHOUSE S	ST SUIT	TE 200	7			
			Firm's address 🕨		WILLIAMSBURG, VA	23188		Phone no (757	') 229-	7180	

Software ID: Software Version:

EIN: 54-1640751

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
Α	FIRST CLEARING LLC #2			
В	FIRST CLEARING LLC #2			
С	FIRST CLEARING LLC #3			
D	FIRST CLEARING LLC #3			
Е	FIRST CLEARING LLC #4			
F	FIRST CLEARING LLC #4			
G	FIRST CLEARING LLC #5			
Н	FIRST CLEARING LLC #5			
I	FROM K-1 #52-2223148	Р		
J	FROM K-1 #94-6260018	Р		
К	FROM K-1 #52-2223148	Р		
L	FROM K-1 #52-2223148	Р		
М	CAPITAL GAINS DIVIDENDS	Р		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

The property of the control of the c				
	(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)
Α	67,505		63,173	4,332
В	125,807		110,004	15,803
С	210,000		187,489	22,511
D	531,845		491,152	40,693
Е	7,768		8,603	-835
F	152,120		147,596	4,524
G	14,948		13,757	1,191
Н	211,279		182,784	28,495
I	22,796			22,796
J			901	-901
К	30,292			30,292
L	67			67
М	21.093			21.093

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

- ormi bborr rurezt - oupitu	i cuille ullu zeccco ici i	ax on zintestinent zintente		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus	
(i) F M V as of 12/31/69	(j) Adjusted basis (k) Excess of col (i) as of 12/31/69 over col (j), if any		col (k), but not less than -0-) or Losses (from col (h))	
А			4,332	
В			15,803	
С			22,511	
D			40,693	
Е			-835	
F			4,524	
G			1,191	
Н			28,495	
I			22,796	
J			-901	
К			30,292	
L			67	
М			21.093	

TY 2010 Accounting Fees Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WITT MARES	9,000	4,500		4,500

TY 2010 Investments Corporate Stock Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EATON VANCE EMERGING MKT LOCAL INCOME FUND	131,257	125,827
RS INVT TR EMERGING MKT FUND	206,463	298,383
PIMCO PAC INVT MGMT SER EMERGING MKTS BOND FUND	130,913	126,264
TEMPLETON DEVELOPING MKTS TR	287,515	311,730
AAR CORP	7,898	7,582
AARONS INC	4,905	5,668
ACME PACKET INC	1,479	1,488
ACORDA THERAPEUTICS INC	817	600
ACTUANT CORP	2,279	3,301
AECOM TECHNOLOGY CORP	2,229	2,182
AEROFLEX HOLDING CORP	1,449	1,563
AMEDISYS INC.	5,620	4,791
AMERICAN PUBLIC EDUCATION INC	1,865	1,936
AMERIGROUP CORP	7,452	10,716
ANCESTRY.COM INC	2,093	2,039
ANN TAYLOR STORES	2,166	3,451
APPLIED MICRO CIRCUITS CORP	2,232	2,221
ARRIS GROUP INC.	5,065	6,339
ARTHROCARE CORP	1,320	1,491
ARUBA NETWORKS INC	1,050	2,318
ASTORIA FINACIAL CORP	6,500	6,148
ATHEROS COMMUNICATIONS	2,121	3,233
ALUXILIUM PHARMACEUTICALS	2,396	2,026
BARNES GROUP INC	2,211	2,315
BRISTOW GROUP INC	4,522	6,487
BROADSOFT INC	1,659	1,695
BRUKER CORPORATION	1,836	2,639
BUCYRUS INTERNATIONAL	7,399	17,701
CABOT OIL & GAS	4,047	9,198
CADENCE DESIGN SYSTEMS INC	2,685	2,998

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CAL DIVE INTERNATIONAL INC	1,404	1,128
CANTEL MEDICAL CORP	1,824	2,574
CARTER HOLDINGS INC	1,567	1,505
CASH AMERICA INTERNATIONAL INC.	4,742	4,838
CATALYST HEALTH SOLUTION	2,902	3,487
CHECKPOINT SYSTEMS	3,230	3,946
CHEESECAKE FACTORY INC	1,518	2,269
CHILDRENS PLACE RETAIL STORES	2,014	2,929
CIENA CORP	2,090	2,063
CLARCOR, INC.	1,593	1,973
CLEAN HARBORS INC	2,440	3,027
CONCUR TECHNOLOGIES, INC.	2,013	2,752
CORE LABORATORIES INC	4,910	11,933
COVANCE INC.	4,076	5,295
CUBIST PHARMACEUTICALS	1,469	1,434
DANA HOLDING CORP	2,188	4,044
DELPHI FINANCIAL CORP	4,523	6,258
DIAMOND FOODS INC	1,579	2,074
DIGITAL RIVER INC.	6,365	6,127
DRIL-QUIP INC.	1,092	1,477
EATON VANCE CORP	5,279	6,197
ESTERLINE TECHNOLOGIES	2,772	3,498
FINISAR CORP	1,379	3,919
FIRST POTOMAC REALTY	2,242	3,297
FLIR SYSTEMS INC.	5,256	10,145
FRESH MARKET INC	1,317	1,277
FXCM INC	1,334	1,179
GAMMON GOLD INC	2,039	1,720
GAYLORD ENTERTAINMENT	2,544	3,378
GENESEE & WYOMING INC	1,934	3,442

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENTIVA HEALTH SERVICES	1,379	2,022
GEO GROUP, INC.	3,670	3,280
GLOBAL PAYMENTS, INC.	4,197	8,179
GRAFTECH INTERNATIONAL	2,397	3,135
GREENHILL & CO	2,816	3,349
GSI COMMERCE INC.	1,481	2,695
HARSCO CORPORATION	4,056	4,220
HEALTHWAYS, INC.	6,039	2,187
HEXCEL CORP	6,294	6,277
ICF INTERNATIONAL INC	2,060	2,160
IGATE CORP	1,232	1,222
INSULET CORP	1,349	2,325
INTERMUNE INC	1,480	1,456
INTERVAL LEISURE GROUP	2,133	2,615
INVESTORS BANCORP INC	1,612	1,601
ITC HOLDING CORP	2,516	3,099
ITRON INC.	5,384	6,044
JEFFRIES GROUP	4,538	6,258
KODIAK OIL & GAS CORP	1,633	2,911
KRATON PERFORMANCE POLYMERS INC	1,831	2,012
LIFE TIME FITNESS INC.	8,049	11,682
LIFEPOINT HOSPITALS INC	2,133	2,609
LKQ CORP	2,432	3,135
LOGMEIN INC	1,604	3,104
LOUISIANA PACIFIC CORP	1,508	2,024
LUFKIN INDS INC	6,770	9,670
MAKO SURGICAL CORP	1,091	1,826
MCCORMICK & SCHMICK'S SEAFOOD RESTAURANT	1,236	1,364
MEDASSETS INC	2,494	2,241
MEDICAL PROPERTIES TRUST	4,708	6,520

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEDICIS PHARMACEUTICAL CORP	1,781	2,679
MEDIDATA SOLUTIONS INC	2,510	3,534
MEDNAX INC	6,942	8,344
MELLANOX TECHONOLGY LTD	681	2,381
MERITAGE HOMES CORP	5,229	2,398
MONOLITHIC POWER SYSTEMS	1,629	1,916
MOOG INC.	3,947	5,373
NETLOGIC MICROSYSTEMS	1,802	2,513
NICE SYSTEMS LTD	3,036	3,211
NOVELLUS SYSTEM INC	2,620	3,749
ONEOK INC.	3,354	6,545
OPENTABLE INC	1,462	3,454
OPTIMER PHARMACEUTICALS	1,685	2,126
PAREXEL INTL CORP	1,542	2,611
PATRIOT COAL CORP	1,630	2,731
PHARMACEUTICAL PRODUCT DEVELOPMENT, INC.	4,969	6,894
PHILLIPS-VAN HEUSEN CORP	6,992	9,641
PLATINUM UNDERWRITERS HOLDINGS	1,161	1,484
PROTECTIVE LIFE CORP	5,129	7,859
QLIK TECHNOLOGIES INC	2,096	2,716
QUICKSILVER RESOURCES INC	1,084	1,106
RAYMOND JAMES FINANCIAL	6,175	8,208
RBC BEARINGS CORP	3,068	3,869
REALPAGE INC	1,982	2,134
REINSURANCE GROUP OF AMERICA	3,680	7,090
RESOURCES CONNECTION INC	2,078	2,287
RIVERBED TECHNOLOGY INC	1,560	3,200
ROCKWOOD HOLDINGS INC	2,542	3,756
ROSETTA RESOURCES INC	1,072	1,920
SAVIENT PHARMACEUTICALS INC	1,636	1,259

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SBA COMMUNICATIONS CORP	2,870	5,118
SCOTTS MIRACLE GRO	5,251	6,600
SIGNATURE BANK NEW YORK	1,845	2,403
SILGAN HOLDINGS, INC.	1,954	2,578
SIRONA DENTAL SYSTEMS	1,029	1,504
SHUTTERFLY INC	2,059	3,698
SM ENERGY CO	1,340	1,591
SNAP-ON INC.	3,749	6,111
SOLERA HOLDINGS, INC.	1,967	3,541
SOLUTIA INC	1,748	1,916
SONIC CORP	1,664	1,862
SOTHEBY'S	2,004	2,835
SOUTH JERSEY IND INC	5,937	7,817
SRA INTERNATIONAL	6,338	5,297
STATE AUTO FINANCIAL CORP	5,128	2,839
STILLWATER MINING CO	1,418	1,516
STR HOLDINGS INC	1,914	1,760
SWIFT ENERGY CO	4,391	6,695
TALEO CORP	1,310	2,378
TELEDYNE TECHNOLOGIES	5,015	5,101
TETRA TECH INC	2,172	2,280
THE HAIN CELESTRIAL GROUP	1,349	1,948
THORATEC CORPORATION	1,779	1,982
TIMKEN COMPANY	5,436	9,069
TORO COMPANY	5,194	8,136
TOWERS WATSON & CO	2,598	2,863
TRUSTMARK CORP	3,527	4,695
TUPPERWARE CORP	2,006	2,908
ULTA SALON COSMETICS & FRAGRANCE INC	2,569	3,366
ULTIMATE SOFTWARE GROUP INC	2,362	3,064

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED BANKSHARES INC.	5,366	5,373
UNITED FIRE & CASUALTY	4,038	3,482
UNITED NATURAL FOODS INC	2,188	2,237
URS CORP	6,583	5,243
VALASSIS COMMUNICATIONS INC	2,703	2,523
VALSPAR CORP	5,569	7,379
VANCEINFO	1,270	2,211
VISTAPRINT LTD	2,043	2,484
VITAMIN SHOPPE INC	1,831	2,018
WARNACO GROUP INC	2,081	2,148
WASTE CONNECTIONS INC.	2,790	3,661
WGL HOLDINGS INC.	5,552	6,689
WILLIAMS SONOMA INC	2,216	3,355
WOODWARD GOVERNOR CO	2,186	3,906
WRIGHT EXPRESS CORP	2,563	3,174
WRIGHT MEDICAL GROUP INC	1,496	1,460
BLAIR WILLIAM FUNDS	222,164	262,152
COHEN & STEERS REALTY SHARES INC.	74,034	124,394
DODGE & COX INTL STK FUND	246,675	274,864
EATON VANCE GLOBAL MARCO ABSOLUTE RETURN FUND	130,926	130,042
JANUS INVT FD MID CAP VALUE FD	238,442	250,785
JP MORGAN CORE BOND FUND	520,240	533,317
PIMCO PAC INVT MGMT TOTAL RETURN	593,438	620,616
PRINCIPAL INVST FUNDS HIGH YIELD FD	129,078	132,938
T ROWE PRICE MID CAP GROWTH FUND	220,993	265,195
ABBOTT LABORATORIES	11,750	12,648
AIR PRODUCTS & CHEMICALS INC	2,139	2,274
ALTRIA GROUP INC.	8,783	14,698
AMERICAN EXPRESS COMPANY	2,811	2,920
APPLE INC.	10,447	29,998

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AUTOMATIC DATA PROCESSING	6,533	7,544
BECTON & DICKINSON	3,627	4,480
CATEPILLAR INC.	7,638	11,988
CHEVRON CORPORATION	13,100	21,170
CISCO SYSTEMS INC.	5,253	4,511
COCA-COLA COMPANY	22,214	27,163
CONOCOPHILLIPS	14,203	22,473
DISNEY WALT CO	4,524	5,026
EXXON MOBIL CORP	22,042	35,463
FOMENTO ECONOMICO MEXICANO	4,871	6,207
FRANKLIN RESOURCES INC.	5,487	6,228
FREEPORT MCMORAN COPPER	6,171	9,127
GENERAL ELECTRIC COMPANY	17,200	9,822
GENERAL DYNAMICS CORP	9,637	7,451
HALLIBURTON COMPANY	6,701	7,758
HSBC HOLDINGS PLC	10,809	6,686
INTEL CORP	14,015	11,167
INTERNATIONAL BUSINESS MACHINE CORP	12,297	13,795
INTUITIVE SURGICAL INC.	1,473	3,866
JOHNSON & JOHNSON	20,242	22,452
JP MORGAN CHASE & CO	9,808	12,514
KRAFT FOODS INC	6,239	6,176
LAUDER ESTEE COS INC.	4,268	9,765
MCDONALDS CORP	15,181	21,877
MCGRAW-HILL COMPANIES	5,217	6,044
MEDTRONIC INC.	5,316	4,043
MERCK & CO, INC.	11,611	9,551
MICROCHIP TECHNOLOGIES INC.	3,537	3,387
MICROSOFT CORP	12,189	13,034
NESTLE S A REG	11,348	22,058

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEWS CORP INC.	8,362	8,736
NOVO NORDISK	7,590	12,608
OCCIDENTAL PETE CORP	7,558	14,323
PEPSICO INCORPORATED	11,867	15,157
PHILIP MORRIS INTERNATIONAL INC.	20,393	34,825
PRAXAIR INC.	6,906	10,406
PROCTOR & GAMBLE CO.	13,435	17,691
PRUDENTIAL FINANCIAL INC.	6,478	4,168
QUALCOMM INC.	6,453	7,473
RIO TINTO PLC	6,226	6,951
ROCHE HOLDINGS LTD	8,566	7,073
ROYAL DUTCH SHELL PLC	11,486	15,693
SCHLUMBERGER LTD	6,755	5,762
SYSCO CORPORATION	6,290	5,263
TARGET CORP	6,909	10,342
TEXAS INSTRUMENTS	10,789	10,758
TOTAL SA SPONS	12,140	12,033
UNITED TECHNOLOGIES CORP	11,121	12,438
WAL-MART STORES INC.	10,074	10,786
WALGREEN COMPANY	15,263	15,974
AGILENT TECH	8,600	13,506
AMERICAN EXPRESS COMPANY	28,831	33,306
AMERIPRISE FINANCIAL	4,825	8,115
BANK NEW YORK MELLON CORP	25,419	22,076
BAXTER INTERNATIONAL INC	4,491	5,113
BECTON & DICKINSON	6,053	7,607
BED BATH & BEYOND INC.	9,341	13,516
BERKSHIRE HATHAWAY INC.	18,240	24,434
CANADIAN NATURAL RESOURCES LTD	17,753	23,098
COCA-COLA COMPANY	7,952	9,866

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COSTCO WHSL COPR	23,203	39,643
CVS CAREMARK CORP	26,968	29,972
DEVON ENERGY CORP	10,110	23,082
DIAGEO PLC	8,365	11,744
EOG RESOURCES INC.	8,187	26,966
EXPRESS SCRIPTS INC.	11,299	14,053
GOOGLE INC.	5,115	8,316
GRUPO TELEVISTA	3,534	6,716
HARLEY DAVIDSON INC.	16,080	12,863
HEWLETT-PACKARD COMPANY	6,643	7,957
IRON MTN INC PA	10,847	13,230
JOHNSON & JOHNSON	18,417	19,297
LOCKHEED MARTIN CORP	5,342	5,313
LOEWS CORPORATION	11,544	23,618
MERCK & CO, INC.	15,239	23,102
MICROSOFT CORP	6,534	6,531
MONSANTO CO	9,630	10,098
MOODY'S CORP	4,416	3,848
OCCIDENTAL PETE CORP	9,343	39,044
PFIZER INC	13,964	14,673
PHILIP MORRIS	4,299	8,955
PROCTER & GAMBLE CO	8,119	9,457
PROGRESSIVE CORP	20,602	19,731
SEALED AIR CORP	16,605	16,695
TEXAS INSTRUMENTS INC.	9,746	13,585
TRANSATLANTIC HOLDINGS	10,855	8,362
TRANSOCEAN LTD	7,150	6,256
TYCO INTERNATIONAL LTD	2,951	2,569
WELLS FARGO COMPANY	20,633	35,762

TY 2010 Investments - Other Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAMPBELL FUND TRUST	AT COST	0	0
GRAHAM ALTERNATIVE INVESTMENT FUND	AT COST	444,325	442,431
EVERGREEN MULTI STRATEGY ACCREDITED FUND	AT COST	924,961	908,922

TY 2010 Legal Fees Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILLIPS & BARTLETT	250	125		125

TY 2010 Other Assets Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Description	Beginning of Year -	End of Year - Book	End of Year - Fair
	Book Value	Value	Market Value
PREPAID TAXES	179	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491299002001

TY 2010 Other Decreases Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Description	Amount
UNREALIZED LOSS MULTI STRATEGY	6,614
UNREALIZED LOSS ON GRAHM ALTERNATIVE INVESMENT FUND	1,309
NONDEDUCTIBLE ITEMS MULTI STRATEGY	109

TY 2010 Other Expenses Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIPS	495	247		248
INSURANCE	1,250	625		625
CAMPBELL FUND TRUST K-1 BUSINESS EXP	4,225	4,225		0
MULTI-STRATEGY K-1	38,108	38,108		0
STATIONARY/POSTAGE	30	15		15

DLN: 93491299002001

TY 2010 Other Income Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GRAHAM ALTERNATIVE INVESTMENTS FUND II, LLC	5,042	5,042	5,042
THE CAMPBELL FUND TRUST	1,969	1,969	1,969
ASGI MULTI-STRATEGY	26,572	26,572	26,572
INVESTMENT STATEMENTS	1,956	1,956	1,956



TY 2010 Other Increases Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Description	Amount
UNREALIZED GAIN ON CAMPBELL FUND TRUST	993

TY 2010 Other Professional Fees Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MENTOR INVESTMENT ADVISORY FEES	58,023	58,023		0

TY 2010 Taxes Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES AND LICENSES	25	13		12
FOREIGN TAXES PAID	1,935	1,935		0
2010 EXCISE TAX	579	0		0