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Return of Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Serviceor 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.

For calendar year 2010, or tax year beginning

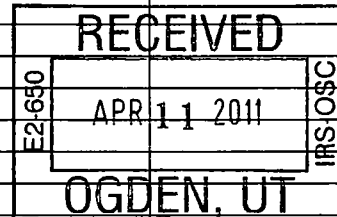
, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation R. & M. CLARK FAMILY FOUNDATION C/O MARCELLA S. CLARK		A Employer identification number 86-0778653
Number and street (or P.O. box number if mail is not delivered to street address) 7501 E. THOMPSON PEAK PKWY	Room/suite 123	B Telephone number 480-483-1170
City or town, state, and ZIP code SCOTTSDALE, AZ 85255-4517		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,109,879.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		90,895.	90,895.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		76,522.			
b Gross sales price for all assets on line 8a 1,747,682.					
7 Capital gain net income (from Part IV, line 2)			76,522.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		167,417.	167,417.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		2,530.	1,265.		1,265.
c Other professional fees STMT 3		20,452.	15,339.		5,113.
17 Interest					
18 Taxes STMT 4		2,831.	2,180.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		1,248.	1,243.		5.
24 Total operating and administrative expenses. Add lines 13 through 23		27,061.	20,027.		6,383.
25 Contributions, gifts, grants paid		170,000.			170,000.
26 Total expenses and disbursements. Add lines 24 and 25		197,061.	20,027.		176,383.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<29,644.>			
b Net investment income (if negative, enter -0-)			147,390.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED APR 13 2011

R. & M. CLARK FAMILY FOUNDATION
C/O MARCELLA S. CLARK

86-0778653

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		60,672.	122,186.	122,186.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 6		0.	249,999.	254,734.
	b	Investments - corporate stock STMT 7		2,626,810.	2,552,915.	3,247,557.
	c	Investments - corporate bonds STMT 8		725,528.	458,266.	485,402.
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		3,413,010.	3,383,366.	4,109,879.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		3,413,010.	3,383,366.		
30	Total net assets or fund balances		3,413,010.	3,383,366.		
31	Total liabilities and net assets/fund balances		3,413,010.	3,383,366.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,413,010.
2	Enter amount from Part I, line 27a	2	<29,644.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,383,366.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,383,366.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a WELLS FARGO BANK, DBA LOWRY HILL (SEE			
b ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
c WELLS FARGO BANK, DBA LOWRY HILL (SEE			
d ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 800,131.		781,645.	18,486.
c			
d 945,986.		889,515.	56,471.
e 1,565.			1,565.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			18,486.
c			
d			56,471.
e			1,565.

2 Capital gain net income or (net capital loss)	2	76,522.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	211,613.	3,448,144.	.061370
2008	251,561.	4,299,457.	.058510
2007	201,960.	5,012,196.	.040294
2006	131,810.	4,170,636.	.031604
2005	61,790.	3,482,147.	.017745

2 Total of line 1, column (d)	2	.209523
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.041905
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,779,467.
5 Multiply line 4 by line 3	5	158,379.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,474.
7 Add lines 5 and 6	7	159,853.
8 Enter qualifying distributions from Part XII, line 4	8	176,383.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	1,474.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1,474.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	1,474.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	800.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	800.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	674.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. $\$$ 0. (2) On foundation managers. $\$$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $\$$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV .	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) AZ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NA</u>	13	X	
14	The books are in care of ► <u>HENRY & HORNE, LLP</u> Telephone no. ► <u>480-483-1170</u> Located at ► <u>7098 E. COCHISE ROAD, SUITE 100, SCOTTSDALE, AZ</u> ZIP+4 ► <u>85253</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? 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 ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARCELLA S. CLARK	PRESIDENT/DIRECTOR			
7501 E. THOMPSON PEAK PKWY #123				
SCOTTSDALE, AZ 85255	0.00	0.	0.	0.
THOMAS E. CLARK	SECRETARY/TREASURER			
404 W. BROADWAY				
GRANVILLE, OH 43023	0.00	0.	0.	0.
JAMES W. CLARK	DIRECTOR			
4445 INWOOD LANE				
EUGENE, OR 97405	0.00	0.	0.	0.
CAROLE LEE RANDALL	VICE PRESIDENT/DIRECTOR			
5565 W. 70TH STREET				
EDINA, MN 55439	0.00	0.	0.	0.

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

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

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

0

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Part VIII

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

(continued)

3

Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

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

Amount

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,765,408.
b	Average of monthly cash balances	1b	71,614.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,837,022.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,837,022.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,555.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,779,467.
6	Minimum investment return. Enter 5% of line 5	6	188,973.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	188,973.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,474.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,474.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	187,499.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	187,499.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	187,499.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	176,383.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	176,383.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,474.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	174,909.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				187,499.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			168,125.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 176,383.				
a Applied to 2009, but not more than line 2a			168,125.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				8,258.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				179,241.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b

Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2010

(b) 2009

(c) 2008

(d) 2007

(e) Total

b

85% of line 2a

c

Qualifying distributions from Part XII, line 4 for each year listed

d

Amounts included in line 2c not used directly for active conduct of exempt activities

e

Qualifying distributions made directly for active conduct of exempt activities.

3

Subtract line 2d from line 2c. Complete 3a, b, or c for the alternative test relied upon:

a

"Assets" alternative test - enter:

(1)

Value of all assets

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c

"Support" alternative test - enter:

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

Part XV

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

1

Information Regarding Foundation Managers:

a

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

MARCELLA S. CLARK

b

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

NONE

2

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

Check here

☒

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

a

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

b

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

c

Any submission deadlines:

d

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

**Sign
Here**

X Marcella S. Clark
Signature of officer or trustee

Date _____

4/4/11

PRESIDENT

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

CHUCK J. Inderieden *Chuck J. Inderied*

Preparer's signature

Date

02/25/11

Check ☐ 1

self-employed

PTIN

Firm's name ► **HENRY & HORNE, LLP**

Firm's address ▶ 7098 E. COCHISE SUITE 100
SCOTTSDALE, AZ 85253-4517

Firm's EIN ▶

Phone no. (480) 483-1170

Form **990-PF** (2010)

R&M CLARK FAMILY FDN M/A 11104900
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
390. AMB PPTY CORP	03/24/2010	10/14/2010	10,400.03	11,212.50	-812.47
19. AMERICAN CAMPUS CMNTYS INC	09/28/2009	01/13/2010	506.32	502.45	3.87
40. AMERICAN CAMPUS CMNTYS INC	09/28/2009	01/14/2010	1,075.06	1,057.78	17.28
114. AMERICAN CAMPUS CMNTYS INC	09/28/2009	01/15/2010	3,091.40	3,014.69	76.71
65. AMERICAN CAMPUS CMNTYS INC	09/28/2009	01/19/2010	1,780.74	1,718.90	61.84
98. AMERICAN CAMPUS CMNTYS INC	09/28/2009	01/22/2010	2,577.12	2,591.57	-14.45
29. AMERICAN CAMPUS CMNTYS INC	09/28/2009	01/25/2010	753.12	766.89	-13.77
360. AMERICAN CAMPUS CMNTYS INC	09/28/2009	01/29/2010	9,303.43	6,236.97	3,066.46
55. ANSYS INC	09/28/2010	12/15/2010	2,868.20	2,342.15	526.05
37. ARBITRON INC	09/30/2010	12/09/2010	1,324.89	1,043.68	281.21
33. ARBITRON INC	09/29/2010	12/15/2010	1,327.24	911.39	415.85
105. BP PLC - ADR	09/18/2009	05/03/2010	5,095.02	5,757.70	-662.68
165. BARRICK GOLD CORP COM	10/15/2009	05/06/2010	7,182.08	6,488.94	693.14
393. BARRICK GOLD CORP COM	03/24/2010	10/14/2010	19,047.64	14,278.35	4,769.29
2835. CEMEX S.A.B DE C.C. ADR	07/20/2010	11/08/2010	27,086.55	27,310.97	-224.42
115. COMPASS MINERALS INTL INC	03/25/2010	10/14/2010	9,014.70	9,368.15	-353.45
41. DENTSPLY INTL INC COM	12/07/2010	12/15/2010	1,387.00	1,340.44	46.56
215. DIGITAL RLTY TR INC	09/28/2009	02/25/2010	10,853.21	7,939.00	2,914.21
35. FMC TECHNOLOGIES INC	05/14/2010	12/15/2010	3,024.67	2,138.50	886.17
15. FEDERAL RLTY INVT TR SH					
BEN INT					
155. FEDERAL RLTY INVT TR SH	09/28/2009	02/08/2010	958.36	927.72	30.64
BEN INT					
5. FREEPORT-MCMORAN COPPER &	09/28/2009	03/11/2010	11,088.27	9,586.49	1,501.78
GOLD INC					
275. FREEPORT-MCMORAN COPPER &	02/08/2010	03/24/2010	398.79	349.05	49.74
GOLD INC					
57. GLOBAL PMTS INC W/I	06/04/2010	10/14/2010	27,121.75	19,201.82	7,919.93
5. GOOGLE INC	04/07/2010	12/15/2010	2,539.87	2,575.44	-35.57
165. INTERNATIONAL BUSINESS	03/16/2009	01/05/2010	3,132.82	1,621.91	1,510.91
MACHS CORP					
80. IRON MOUNTAIN INC	01/27/2010	09/07/2010	20,856.90	20,332.29	524.61
680. ISHARES DOW JONES SELECT	10/07/2010	12/15/2010	1,959.16	1,625.02	334.14
260. ISHARES DOW JONES SELECT	09/07/2010	09/29/2010	31,839.58	31,013.58	826.00
	09/07/2010	12/08/2010	12,789.18	11,858.13	931.05
Totals					

R&M CLARK FAMILY FDN M/A 11104900
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
35. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	07/16/2009	01/21/2010	2,921.60	2,932.89	-11.29
55. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	08/21/2009	05/14/2010	4,606.35	4,606.99	-0.64
30. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	02/03/2010	06/01/2010	2,513.21	2,507.25	5.96
15. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	02/03/2010	06/16/2010	1,257.20	1,251.83	5.37
80. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	02/03/2010	07/29/2010	6,731.07	6,675.77	55.30
75. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	09/17/2010	09/23/2010	6,325.39	6,321.52	3.87
98. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	10/04/2010	10/07/2010	8,273.01	8,264.48	8.53
50. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	11/10/2010	12/15/2010	4,194.42	4,223.25	-28.83
106. ISHARES BARCLAYS SHORT TREASUR BD FD	03/08/2010	03/24/2010	11,679.69	11,683.53	-3.84
339. ISHARES BARCLAYS SHORT TREASUR BD FD	03/11/2010	03/25/2010	37,351.46	37,358.31	-6.85
40. KELLOGG CO	01/05/2010	08/05/2010	1,976.92	2,117.60	-140.68
75. MCDONALDS CORP	01/29/2009	01/05/2010	4,685.03	4,392.17	292.86
15. MEDNAX INC	07/23/2010	09/28/2010	795.51	715.21	80.30
51. MEDNAX INC	07/23/2010	12/15/2010	3,404.70	2,431.73	972.97
395. MONSANTO CO NEW	05/27/2010	10/14/2010	21,342.08	26,579.26	-5,237.18
19. MORNINGSTAR INC	09/29/2010	12/15/2010	985.70	833.73	151.97
45. MOSAIC CO	03/12/2009	01/05/2010	2,843.62	1,921.49	922.13
305. MOSAIC CO	03/12/2009	01/11/2010	20,126.09	13,023.41	7,102.68
98. NEUSTAR INC	09/30/2010	12/15/2010	2,585.19	2,429.87	155.32
25. NEUTRAL TANDEM INC	12/15/2009	09/28/2010	310.24	542.41	-232.17
103. NEUTRAL TANDEM INC	12/15/2009	12/15/2010	1,573.81	2,234.73	-660.92
330. NINTENDO CO., LTD. - ADR	09/16/2009	03/29/2010	13,886.80	11,379.99	2,506.81
910. NOKIA CORPORATION - ADR	03/29/2010	06/25/2010	7,489.63	14,020.37	-6,530.74
69. NUVASIVE INC	02/03/2010	04/06/2010	3,092.90	1,966.25	1,126.65
74. NUVASIVE INC	02/03/2010	04/07/2010	3,275.85	2,105.79	1,170.06
Totals					

R&M CLARK FAMILY FDN M/A 11104900
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
20. NUVASIVE INC	02/02/2010	04/08/2010	862.87	566.47	296.40
77. NUVASIVE INC	02/01/2010	04/09/2010	3,346.98	2,175.54	1,171.44
265. OCCIDENTAL PETE CORP	03/24/2010	10/14/2010	22,325.05	21,873.04	452.01
85. OCEANEERING INTL INC	09/28/2010	11/10/2010	5,947.74	3,914.85	2,032.89
100. OMNICOM GROUP	02/04/2009	01/27/2010	3,590.20	2,702.66	887.54
195. PHARMACEUTICAL PROD DEV INC COM	04/22/2009	02/01/2010	4,525.79	3,623.37	902.42
160. PHARMACEUTICAL, PROD DEV INC COM	04/22/2009	02/02/2010	3,717.10	2,973.02	744.08
45. PLUM CREEK TIMBER CO INC	09/28/2009	03/24/2010	1,756.33	1,411.13	345.20
150. PUBLIC STORAGE INC COM	09/28/2009	03/05/2010	13,104.28	11,597.01	1,507.27
30. QUALCOMM INC	01/05/2010	09/30/2010	1,366.78	1,446.90	-80.12
70. QUEST DIAGNOSTICS INC	11/20/2009	01/05/2010	4,241.19	4,073.87	167.32
130. QUEST DIAGNOSTICS INC	01/13/2010	08/17/2010	6,208.55	7,783.72	-1,575.17
312. QUEST DIAGNOSTICS INC	01/13/2010	08/17/2010	14,895.94	18,400.95	-3,505.01
312. QUEST DIAGNOSTICS INC	11/20/2009	08/18/2010	14,870.33	18,144.44	-3,274.11
486. QUEST DIAGNOSTICS INC	11/19/2009	08/19/2010	22,521.93	28,182.26	-5,660.33
53. ROCK-TENN CO CL A	07/30/2010	12/15/2010	2,896.40	2,811.26	85.14
140. SPDR S & P 500 ETF TRUST	01/05/2010	01/11/2010	16,017.06	15,627.54	389.52
105. SPDR S & P 500 ETF TRUST	12/15/2009	01/13/2010	12,009.75	11,673.10	336.65
125. SPDR S & P 500 ETF TRUST	12/07/2009	02/08/2010	13,394.83	13,846.36	-451.53
335. SPDR S & P 500 ETF TRUST	02/23/2010	03/09/2010	38,334.50	36,900.11	1,434.39
120. SPDR S & P 500 ETF TRUST	04/15/2010	04/30/2010	14,374.56	14,552.14	-177.58
233. SPDR S & P 500 ETF TRUST	04/15/2010	05/14/2010	26,459.03	27,772.72	-1,313.69
375. SPDR S & P 500 ETF TRUST	08/05/2010	09/30/2010	43,013.68	43,161.57	-147.89
145. SPDR S & P 500 ETF TRUST	10/26/2010	11/29/2010	17,128.56	17,191.20	-62.64
250. SCIENTIFIC GAMES CORP-A	11/02/2009	05/17/2010	2,664.93	3,543.26	-878.33
120. SCIENTIFIC GAMES CORP-A	10/30/2009	05/17/2010	1,279.04	1,684.45	-405.41
140. SOUTHWESTERN ENERGY CO COM	03/24/2010	10/14/2010	4,818.40	5,831.23	-1,012.83
148. STEEL DYNAMICS INC COM	05/14/2010	12/15/2010	2,538.15	2,271.84	266.31
120. TCF FINANCIAL	09/29/2010	12/15/2010	1,749.56	1,905.94	-156.38
180. TECK RESOURCES LIMITED	09/17/2009	03/24/2010	7,305.28	4,962.44	2,342.84
71. TEJON RANCH CO	03/25/2010	09/09/2010	1,590.89	2,189.55	-598.66
51. TEJON RANCH CO	01/22/2010	09/10/2010	1,118.75	1,546.96	-428.21
32. TEJON RANCH CO	01/15/2010	09/13/2010	704.40	969.34	-264.94
Totals					

R&M CLARK FAMILY FDN M/A 11104900

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
49. TEJON RANCH CO	01/15/2010	09/14/2010	1,075.57	1,484.30	-408.73
32. TEJON RANCH CO	01/25/2010	09/15/2010	697.47	967.25	-269.78
45. TEJON RANCH CO	01/25/2010	09/16/2010	974.45	1,355.28	-380.83
50. TEJON RANCH CO	01/21/2010	09/17/2010	1,098.08	1,496.63	-398.55
60. TEJON RANCH CO	06/25/2010	09/20/2010	1,308.65	1,513.53	-204.88
28. TEJON RANCH CO	06/25/2010	09/21/2010	619.31	643.98	-24.67
250. THOMPSON CREEK METALS CO	06/04/2010	10/14/2010	2,911.38	2,374.17	537.21
5. UGI CORP NEW COM	09/28/2010	12/15/2010	159.25	144.31	14.94
95. UNITED TECHNOLOGIES CORP	01/05/2010	03/09/2010	6,841.86	6,738.35	103.51
50. WILEY JOHN & SONS INC	09/28/2010	12/15/2010	2,298.46	2,065.66	232.80
750. WILLIAMS COS INC	07/08/2010	09/07/2010	14,244.14	14,182.26	61.88
69. WRIGHT EXPRESS CORP	09/28/2010	12/15/2010	3,219.48	2,443.69	775.79
535. TYCO INTERNATIONAL LTD NEW	05/04/2010	09/07/2010	20,731.54	19,848.11	883.43
605. VITERRA INC NPV	03/26/2010	05/27/2010	4,399.39	5,786.58	-1,387.19
605. VITERRA INC NPV	03/26/2010	06/04/2010	4,262.39	5,657.97	-1,395.58
Totals			800,131.00	781,645.00	18,486.00

R&M CLARK FAMILY FDN M/A 11104900
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
770. AT & T INC	05/12/2008	01/27/2010	19,472.97	29,769.07	-10,296.10
122. ATC TECHNOLOGY CORPORATION	06/04/2008	07/23/2010	2,940.25	1,980.70	959.55
127. ATC TECHNOLOGY CORPORATION	03/17/2005	07/23/2010	3,061.32	1,853.01	1,208.31
24. ATC TECHNOLOGY CORPORATION	11/28/2003	07/29/2010	578.55	319.95	258.60
49. ATC TECHNOLOGY CORPORATION	11/28/2003	07/30/2010	1,176.25	595.06	581.19
73. ATC TECHNOLOGY CORPORATION	07/08/2003	08/02/2010	1,748.18	785.73	962.45
10. ALEXANDER & BALDWIN INC	10/05/2005	09/28/2010	349.01	499.87	-150.86
64. ALEXANDER & BALDWIN INC	10/05/2005	12/15/2010	2,482.51	3,051.12	-568.61
655. ALLSTATE CORP	08/14/2009	09/07/2010	18,903.83	17,948.20	955.63
20. APACHE CORP	03/13/2006	01/05/2010	2,136.10	1,308.93	827.17
59. ARBITRON INC	10/06/2005	02/02/2010	1,487.45	2,288.61	-801.16
7. ARBITRON INC	10/06/2005	02/02/2010	176.80	267.88	-91.08
59. ARBITRON INC	10/06/2005	02/03/2010	1,479.39	2,257.81	-778.42
93. ARBITRON INC	10/06/2005	12/09/2010	3,330.14	3,392.83	-62.69
36. ARBITRON INC	07/24/2009	12/15/2010	1,447.89	630.73	817.16
95. BP PLC - ADR	04/17/2009	05/03/2010	4,609.78	3,831.56	778.22
205. BP PLC - ADR	04/17/2009	06/10/2010	6,669.93	8,268.10	-1,598.17
65. C H ROBINSON WORLDWIDE INC	07/08/2008	01/05/2010	3,800.29	3,534.66	265.63
260. C H ROBINSON WORLDWIDE INC	07/08/2008	10/26/2010	18,837.33	14,138.64	4,698.69
160. CISCO SYSTEMS INC	12/11/2007	01/05/2010	3,942.72	4,552.54	-609.82
75. COCA COLA CO	01/28/2008	01/27/2010	4,061.31	4,431.35	-370.04
380. COCA COLA CO	09/03/2008	07/07/2010	19,373.78	21,795.69	-2,421.91
160. COMPASS MINERALS INTL INC	09/28/2009	10/14/2010	12,542.19	9,381.07	3,161.12
161. DEALERTRACK HLDGS INC	03/07/2008	09/27/2010	2,809.75	2,723.89	85.86
13. DEALERTRACK HLDGS INC	03/07/2008	09/28/2010	224.71	219.94	4.77
68. DEALERTRACK HLDGS INC	03/07/2008	09/29/2010	1,177.56	1,150.47	27.09
201. DEALERTRACK HLDGS INC	08/13/2008	10/01/2010	3,428.09	3,200.49	227.60
40. EXXON MOBIL CORPORATION	01/02/2009	01/05/2010	2,758.33	3,232.13	-473.80
.31 EXXON MOBIL CORPORATION	07/10/2008	07/02/2010	17.38	25.87	-8.49
244. EXXON MOBIL CORPORATION	07/10/2008	12/06/2010	17,345.82	20,365.48	-3,019.66
65. FMC TECHNOLOGIES INC	01/15/2008	01/05/2010	3,912.59	3,698.98	213.61
150. FMC TECHNOLOGIES INC	01/15/2008	02/19/2010	8,261.67	7,959.62	302.05
Totals					

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R&M CLARK FAMILY FDN M/A 11104900
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
105. FMC TECHNOLOGIES INC	11/19/2007	12/15/2010	9,074.01	5,509.64	3,564.37
50000. FED HOME LN BK					
4.300% 2/09/10	02/03/2005	02/09/2010	50,000.00	50,000.00	
50000. FED HOME LN BK					
6.020% 6/20/17	06/12/2007	12/20/2010	50,000.00	50,000.00	
50000. FED HOME LN BK					
4.700% 3/12/15	02/20/2008	03/12/2010	50,000.00	50,000.00	
140. FEDERAL RLTY INVT TR SH					
BEN INT					
505. GAMESTOP CORP NEW	06/28/2007	02/08/2010	8,944.71	10,806.33	-1,861.62
80. GRACO INC	07/17/2009	09/28/2010	9,991.76	11,927.78	-1,936.02
10. HARTE-HANKS COMMUNICATIONS INC	10/05/2006	12/15/2010	3,168.74	3,192.38	-23.64
141. HARTE-HANKS COMMUNICATIONS INC	08/18/2003	09/28/2010	113.93	189.47	-75.54
80. ILLINOIS TOOL WORKS INC	06/04/2008	12/15/2010	1,838.60	2,089.50	-250.90
100. ILLINOIS TOOL WORKS INC	12/12/2006	01/05/2010	3,876.50	3,744.00	132.50
32. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	12/12/2006	03/26/2010	4,725.70	4,680.00	45.70
90. ISHARES MSCI EAFE	08/06/2009	10/07/2010	2,701.39	2,668.88	32.51
840. KELLOGG CO	07/17/2008	04/30/2010	4,894.80	6,908.01	-2,013.21
5. MARKEL HOLDINGS	08/27/2007	08/05/2010	41,515.37	46,383.04	-4,867.67
5. MARKEL HOLDINGS	08/18/2008	09/28/2010	1,724.81	1,822.06	-97.25
15. MEDCO HEALTH SOLUTIONS INC	08/18/2008	12/15/2010	1,852.26	1,822.06	30.20
74. MENS WEARHOUSE INC COM	09/19/2008	01/05/2010	965.36	729.97	235.39
155. MENS WEARHOUSE INC COM	03/14/2008	09/14/2010	1,737.25	1,558.66	178.59
149. MENS WEARHOUSE INC COM	06/04/2008	09/15/2010	3,596.96	3,242.26	354.70
15. METTLER-TOLEDO INTL INC	06/04/2008	09/16/2010	3,441.44	3,076.80	364.64
17. METTLER-TOLEDO INTL INC	10/24/2008	09/28/2010	1,854.25	1,086.66	767.59
45. MIDDLEBY CORP	01/26/2009	12/15/2010	2,639.88	1,201.37	1,438.51
50. MIDDLEBY CORP	06/04/2008	04/06/2010	2,582.05	2,476.81	105.24
54. MIDDLEBY CORP	06/04/2008	10/21/2010	3,643.22	2,745.97	897.25
55. MIDDLEBY CORP	02/27/2009	12/01/2010	4,419.54	2,070.13	2,349.41
33. MIDDLEBY CORP	03/02/2009	12/02/2010	4,502.96	1,176.73	3,326.23
340. MOSAIC CO	03/02/2009	12/03/2010	2,677.86	689.32	1,988.54
Totals	03/12/2009	04/15/2010	18,739.19	14,517.89	4,221.30

R&M CLARK FAMILY FDN M/A 11104900
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
39. NEUTRAL TANDEM INC	12/11/2009	12/15/2010	595.91	839.42	-243.51
90. NIKE INC CL B	03/17/2006	01/05/2010	5,898.34	3,858.35	2,039.99
375. NIKE INC CL B	03/17/2006	03/26/2010	27,781.90	16,076.45	11,705.45
165. NIKE INC CL B	03/17/2006	12/16/2010	14,536.60	7,073.64	7,462.96
43. NINTENDO CO., LTD. - ADR	09/15/2009	09/29/2010	1,428.59	1,464.15	-35.56
391. NINTENDO CO., LTD. - ADR	09/16/2009	09/30/2010	12,268.67	13,007.09	-738.42
276. NINTENDO CO., LTD. - ADR	06/15/2009	10/01/2010	8,675.52	8,883.39	-207.87
1395. NOKIA CORPORATION - ADR	10/17/2007	06/25/2010	11,481.36	24,323.13	-12,841.77
15. OCEANEERING INTL INC	11/24/2008	11/10/2010	1,049.60	333.35	716.25
27. OCEANEERING INTL INC	11/24/2008	12/15/2010	1,980.14	600.04	1,380.10
290. OMNICOM GROUP	05/12/2008	01/27/2010	10,438.19	14,224.01	-3,785.82
100. OMNICOM GROUP	11/03/2008	01/27/2010	3,590.20	4,115.35	-525.15
171. ORBITAL SCIENCES CORP	09/29/2009	12/15/2010	3,021.51	2,620.67	400.84
55. PERSICO INC	05/17/2006	01/05/2010	3,401.66	3,285.91	115.75
74. PUBLIC STORAGE INC COM	03/03/2009	03/05/2010	6,464.78	3,680.93	2,783.85
31. PUBLIC STORAGE INC COM	03/03/2009	03/08/2010	2,705.41	1,536.75	1,168.66
360. QUALCOMM INC	06/08/2006	09/30/2010	16,401.32	15,773.94	627.38
145. REPUBLIC SERVICES INC CL A COMM	06/09/2008	01/05/2010	4,135.29	4,942.52	-807.23
70. ROFIN SINAR TECHNOLOGIES INC COM	06/04/2008	09/24/2010	1,720.79	2,131.05	-410.26
161. ROFIN SINAR TECHNOLOGIES INC COM	12/19/2006	09/27/2010	3,939.79	4,716.02	-776.23
59. ROFIN SINAR TECHNOLOGIES INC COM	12/14/2006	09/28/2010	1,472.61	1,713.45	-240.84
141. SPDR S & P 500 ETF TRUST	01/12/2009	03/09/2010	16,134.82	12,385.44	3,749.38
79. SCHOOL SPECIALTY INC COM	06/04/2008	09/24/2010	1,015.67	2,546.28	-1,530.61
40. SCHOOL SPECIALTY INC COM	06/04/2008	09/27/2010	513.97	1,260.31	-746.34
147. SCHOOL SPECIALTY INC COM	06/04/2008	09/28/2010	1,874.62	4,355.15	-2,480.53
51. SCHOOL SPECIALTY INC COM	08/14/2003	09/29/2010	644.48	1,064.76	-420.28
215. SCHWAB CHARLES CORP NEW	01/24/2005	01/05/2010	4,179.02	2,401.55	1,777.47
299. SCIENTIFIC GAMES CORP-A	01/18/2008	05/14/2010	3,253.42	5,544.91	-2,291.49
33. SCIENTIFIC GAMES CORP-A	01/18/2008	05/14/2010	363.59	601.03	-237.44
73. SCIENTIFIC GAMES CORP-A	01/18/2008	05/17/2010	778.16	1,329.56	-551.40
450. SOUTHWESTERN ENERGY CO COM	10/12/2009	10/14/2010	15,487.70	20,335.67	-4,847.97
Totals					

USA
060970 2 000

R&M CLARK FAMILY FDN M/A 11104900
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
40. STERICYCLE INC COM	04/30/2009	09/28/2010	2,739.60	1,441.36	1,298.24
25. STERICYCLE INC COM	11/28/2003	12/15/2010	1,998.71	608.33	1,390.38
35. TCF FINANCIAL	08/28/2009	12/15/2010	510.29	474.45	35.84
75. TARGET CORP	06/06/2005	01/05/2010	3,657.87	4,080.00	-422.13
115. TARGET CORP	06/06/2005	03/26/2010	6,202.23	6,027.70	174.53
930. TARGET CORP	01/24/2005	04/06/2010	50,113.50	33,612.80	16,500.70
545. TECK RESOURCES LIMITED	09/28/2009	10/14/2010	25,036.99	15,009.84	10,027.15
50. THERMO FISHER SCIENTIFIC	07/28/2008	01/05/2010	2,376.49	2,932.38	-555.89
630. THERMO FISHER SCIENTIFIC	07/28/2008	02/23/2010	30,958.44	36,681.82	-5,723.38
1655. THOMPSON CREEK METALS CO	09/29/2009	10/14/2010	19,273.31	19,754.16	-480.85
677. TOTAL S.A. - ADR	10/17/2007	03/29/2010	38,797.06	37,644.46	1,152.60
80. UGI CORP NEW COM	10/13/2009	12/15/2010	2,547.95	1,784.48	763.47
320. UNION PACIFIC CORP	01/14/2009	07/07/2010	22,235.08	13,136.00	9,099.08
155. UNITED TECHNOLOGIES CORP	07/25/2005	03/09/2010	11,163.04	7,917.49	3,245.55
185. UNITED TECHNOLOGIES CORP	02/04/2005	03/26/2010	13,666.59	9,282.93	4,383.66
128. VCA ANTECH INC	06/27/2008	12/15/2010	3,020.74	3,617.80	-597.06
11. WILEY JOHN & SONS INC	09/28/2009	12/15/2010	505.66	376.09	129.57
65. XTO ENERGY INC	07/10/2008	01/05/2010	3,064.67	3,850.83	-786.16
835. XCEL ENERGY INC	02/04/2009	07/07/2010	17,700.53	15,129.95	2,570.58
65. ZEBRA TECHNOLOGIES CORP CL	10/05/2005	09/28/2010	2,100.67	2,617.84	-517.17
73. ZEBRA TECHNOLOGIES CORP CL	10/05/2005	12/15/2010	2,835.27	2,852.48	-17.21
50. ACCENTURE PLC	02/18/2005	01/05/2010	2,104.41	1,241.34	863.07
315. ACCENTURE PLC	02/18/2005	03/09/2010	13,263.06	7,820.41	5,442.65
75. NOBLE CORPORATION	03/22/2004	01/05/2010	3,224.54	1,418.03	1,806.51
9. CORE LABORATORIES N V COM	09/23/2008	02/01/2010	1,069.85	996.60	73.25
26. CORE LABORATORIES N V COM	09/23/2008	02/02/2010	3,113.06	2,828.60	284.46
15. CORE LABORATORIES N V COM	09/18/2008	06/16/2010	2,253.56	1,613.68	639.88
20. CORE LABORATORIES N V COM	09/18/2008	09/28/2010	1,747.34	1,075.78	671.56
19. CORE LABORATORIES N V COM	11/05/2008	12/15/2010	1,705.60	887.19	818.41
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			945,986.00	889,515.00	56,471.00
Totals			945,986.00	889,515.00	56,471.00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO BANK, DBA LOWRY HILL DIVIDENDS	61,628.	1,565.	60,063.
WELLS FARGO BANK, DBA LOWRY HILL INTEREST	30,832.	0.	30,832.
TOTAL TO FM 990-PF, PART I, LN 4	92,460.	1,565.	90,895.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SARVAS, KING & COLEMAN, P.C.	2,530.	1,265.		1,265.
TO FORM 990-PF, PG 1, LN 16B	2,530.	1,265.		1,265.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WELLS FARGO BANK MANAGEMENT FEES	20,452.	15,339.		5,113.
TO FORM 990-PF, PG 1, LN 16C	20,452.	15,339.		5,113.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	651.	0.		0.	
FOREIGN TAXES	2,180.	2,180.		0.	
TO FORM 990-PF, PG 1, LN 18	2,831.	2,180.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADR FEES ON FOREIGN DIVIDENDS	102.	102.		0.	
ACCR FILING FEE	10.	5.		5.	
MISCELLANEOUS FEES	1,136.	1,136.		0.	
TO FORM 990-PF, PG 1, LN 23	1,248.	1,243.		5.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
WELLS FARGO BANK, DBA LOWRY HILL		X	249,999.	254,734.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			249,999.	254,734.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			249,999.	254,734.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO BANK, DBA LOWRY HILL	2,552,915.	3,247,557.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,552,915.	3,247,557.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO BANK, DBA LOWRY HILL	458,266.	485,402.
TOTAL TO FORM 990-PF, PART II, LINE 10C	458,266.	485,402.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADMISSION POSSIBLE 1954 UNIVERSITY AVE. WEST, #15 ST. PAUL, MN 55104	NONE GENERAL FUND	501(C)(3)	1,500.
ALZEHEIMER'S ASSOCIATION 4550 WEST 77TH STREET EDINA, MN 55435	NONE GENERAL FUND	501(C)(3)	13,000.
ALZHEIMER'S ASSOCIATION (CASCADE COAST CHAPTER) 1238 LINCOLN EUGENE, OR 97401	NONE GENERAL FUND	501(C)(3)	2,500.
ANIMAL PLACE PO BOX 5910 VACAVILLE, CA 95696	NONE GENERAL FUND	501(C)(3)	1,000.
ARIZONA FRIENDS OF FOSTER CHILDREN PO BOX 36233 PHOENIX, AZ 85067	NONE GENERAL FUND	501(C)(3)	10,000.
ASSOCIATION OF NW STEELHEADERS PO BOX 22065 MILWAUKIE, OR 97269	NONE GENERAL FUND	501(C)(3)	750.
BIG BROTHERS/BIG SISTERS 62 WEST LOCUST STREET NEWARK, OH 43055	NONE GENERAL FUND	501(C)(3)	20,000.
BIRTH TO THREE 86 CENTENNIAL LOOP EUGENE, OR 97401	NONE GENERAL FUND	501(C)(3)	1,500.

COURAGEOUS KIDS 1121 FAIRFIELD AVE EUGENE, OR 97402	NONE GENERAL FUND	501(C)(3)	4,000.
DEPAUW UNIVERSITY PO BOX 37 GREENCASTLE, IN 46135	NONE GENERAL FUND	501(C)(3)	2,000.
DRURY UNIVERSITY 900 NORTH BENTON AVENUE SPRINGFIELD, MO 65802	NONE GENERAL FUND	501(C)(3)	5,000.
EMERGENCY FAMILY ASSISTANCE 1575 YARMOUTH AVENUE BOULDER, CO 80304	NONE GENERAL FUND	501(C)(3)	1,000.
FAMILIES MOVING FORWARD 1808 EMERSON AVENUE NORTH MINNEAPOLIS, MN 55411	NONE GENERAL FUND	501(C)(3)	1,000.
FIRST PLACE FAMILY CENTER 1995 AMAZON PARKWAY EUGENE, OR 97405	NONE GENERAL FUND	501(C)(3)	2,500.
FOOD FOR LANE COUNTY 770 BAILEY HILL ROAD EUGENE, OR 97402	NONE GENERAL FUND	501(C)(3)	2,500.
FOOD PANTRY OF LICKING COUNTY 823 STEEL AVENUE NEWARK, OH 43055	NONE GENERAL FUND	501(C)(3)	3,000.
FREE ARTS OF ARIZONA 103 WEST HIGHLAND AVENUE PHOENIX, AZ 85013	NONE GENERAL FUND	501(C)(3)	5,000.
KIDS FIRST CENTER 2675 MLK JR. BLVD. EUGENE, OR 97401	NONE GENERAL FUND	501(C)(3)	2,500.

LIFE COACHES 10531 WELCOME DRIVE NORTH BROOKLYN PARK, MN 55443	NONE GENERAL FUND	501(C)(3)	1,000.
OREGON PACIFIC RED CROSS 862 BETHEL DRIVE EUGENE, OR 97402	NONE GENERAL FUND	501(C)(3)	2,500.
PHOENIX BOYS CHOIR 1131 E. MISSOURI AVAE PHOENIX, AZ 85014	NONE GENERAL FUND	501(C)(3)	15,000.
RELIEF NURSERY 1720 W. 25TH AVE. EUGENE, OR 97405	NONE GENERAL FUND	501(C)(3)	2,500.
ROSIE'S HOUSE PO BOX 13446 PHOENIX, AZ 85002	NONE GENERAL FUND	501(C)(3)	10,000.
SALVATION ARMY PO BOX 52177 PHOENIX, AZ 85072	NONE GENERAL FUND	501(C)(3)	25,000.
SALVATION ARMY FAMILY SERVICES 640 W. 7TH AVENUE EUGENE, OR 97402	NONE GENERAL FUND	501(C)(3)	2,500.
SEARCH MINISTRIES 7400 METRO BLVD EDINA, MN 55439	NONE GENERAL FUND	501(C)(3)	1,000.
SOUTHDALE YMCA 7355 YORK AVE. SO EDINA, MN 55435	NONE GENERAL FUND	501(C)(3)	2,000.
SPECIAL OLYMPICS OHIO 3303 WINCHESTER PIKE COLUMBUS, OH 43232	NONE GENERAL FUND	501(C)(3)	1,000.

R. & M. CLARK FAMILY FOUNDATION C/O MARC

86-0778653

ST MARY'S FOOD BANK 2831 N. 31ST AVE PHOENIX, AZ 85009	NONE GENERAL FUND	501(C)(3)	5,000.
STORE TO DOOR 1821 UNIVERSITY AVE, SUITE 112 ST. PAUL, MN 55104	NONE GENERAL FUND	501(C)(3)	1,500.
TREEHOUSE 5666 LINCOLN DRIVE, SUITE 201 EDINA, MN 55436	NONE GENERAL FUND	501(C)(3)	1,000.
TWIN CITY CENTER FOR YOUTH 910 ELLIOT AVENUE MINNEAPOLIS, MN 55404	NONE GENERAL FUND	501(C)(3)	3,000.
UCLA FOUNDATION (UCLA HOSPITAL SYSTEM) 10945 LE CONTE AVENUE, SUITE 3132 LOS ANGELES, CA 90095	NONE GENERAL FUND	501(C)(3)	1,000.
UNITED WAY 1515 E. OSBORN ROAD PHOENIX, AZ 85014	NONE GENERAL FUND	501(C)(3)	10,000.
WHITEBIRD CLINIC 341 EAST 12TH AVENUE EUGENE, OR 97401	NONE GENERAL FUND	501(C)(3)	1,250.
WORLD VISION 4325 UPTON AVE S. MINNEAPOLIS, MN 55410	NONE GENERAL FUND	501(C)(3)	2,000.
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA, KS 66675	NONE GENERAL FUND	501(C)(3)	2,000.
YOUNG LIFE PO BOX 520 COLORADO SPRINGS, CO 80901	NONE GENERAL FUND	501(C)(3)	1,000.

R. & M. CLARK FAMILY FOUNDATION C/O MARC

86-0778653

YWCA FAMILY CENTER
900 HARVEY COURT COLUMBUS, OH
43219

NONE
GENERAL FUND

501(C)(3) 1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

170,000.