



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



POSTMARK DATE MAY 02 2013

SCANNED MAY 09 2013

Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052
2012
Open to Public Inspection

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
U/W JOHN CLARKE

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

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

A Employer identification number
05-6006062

B Telephone number (see instructions)
888- 866-3275

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **8,942,404.**

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

Part I Analysis of Revenue and Expenses (The total amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <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	151,875.	151,875.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	500,131.			
	b Gross sales price for all assets on line 6a	3,149,942.			
	7 Capital gain net income (from Part IV, line 2)		500,131.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,661.	174.		STMT 4
	12 Total. Add lines 1 through 11	653,667.	652,180.		
	13 Compensation of officers, directors, trustees, etc.	39,080.	15,632.		23,448.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	800.	NONE	NONE	800.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,294.	1,689.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	375.	1,269.		375.
	24 Total operating and administrative expenses. Add lines 13 through 23	43,549.	18,590.	NONE	24,623.
	25 Contributions, gifts, grants paid	465,785.			465,785.
	26 Total expenses and disbursements. Add lines 24 and 25	509,334.	18,590.	NONE	490,408.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	144,333.			
	b Net investment income (if negative, enter -0-)		633,590.		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		NONE		
	2	Savings and temporary cash investments		177,352.	513,480.	513,480.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶		NONE		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)		NONE		
	b	Investments - corporate stock (attach schedule) . STMT 8		5,482,820.	5,286,037.	5,736,034.
	c	Investments - corporate bonds (attach schedule)		NONE		
	11	Investments - land, buildings, and equipment basis ▶ 120,000.				
	Less accumulated depreciation (attach schedule) ▶		120,000.	120,000.	2,540,100.	
12	Investments - mortgage loans		NONE			
13	Investments - other (attach schedule) STMT 10		148,427.	145,283.	152,790.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)		NONE			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		5,928,599.	6,064,800.	8,942,404.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				NONE	
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		5,928,599.	6,064,800.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		NONE		
	30	Total net assets or fund balances (see instructions)		5,928,599.	6,064,800.	
	31	Total liabilities and net assets/fund balances (see instructions)		5,928,599.	6,064,800.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,928,599.
2	Enter amount from Part I, line 27a	2	144,333.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,072,932.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	8,132.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,064,800.

Form **990-PF** (2012)

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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,896,026.		2,459,852.	436,174.
b 253,916.		189,959.	63,957.
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			436,174.
b			63,957.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: inline-block; vertical-align: middle;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	500,131.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	445,989.	6,531,722.	0.068280
2010	425,721.	9,134,789.	0.046604
2009	321,382.	8,622,118.	0.037274
2008	432,993.	6,750,194.	0.064145
2007	450,952.	8,085,760.	0.055771

2 Total of line 1, column (d)	2	0.272074
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054415
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,590,637.
5 Multiply line 4 by line 3	5	358,630.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,336.
7 Add lines 5 and 6	7	364,966.
8 Enter qualifying distributions from Part XII, line 4 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.	8	490,408.

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	6,336.
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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	6,336.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,336.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,407.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,407.	
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	3,929.	
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 2013 estimated tax <input checked="" type="checkbox"/> NONERefunded <input 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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) <input checked="" type="checkbox"/> RI		
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 2012 or the taxable year beginning in 2012 (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

Form 990-PF (2012)

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no <u>(888) 866-3275</u>			
	Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901-1802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			X

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 checked="" type="checkbox"/> Yes <input 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 instructions)?	<input type="checkbox"/>	1b	<input checked="" type="checkbox"/>
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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 2012?		1c	<input checked="" type="checkbox"/>
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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)		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 2012 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 2012)		3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	<input checked="" type="checkbox"/>
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 2012?		4b	<input checked="" type="checkbox"/>

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 100 FEDERAL STREET, BOSTON, MA 02110	CO-TRUSTEE 1	31,080.		- 0 -
BARBARA N. WATTERSON P.O. BOX 3058, WESTPORT, MA 02790	CO-TRUSTEE 40	4,000.		
WILLIAM W. CORCORAN, ESQ 61 LONG WHARF, NEWPORT, RI 02840, RI 02840	CO-TRUSTEE 40	4,000.		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

Form 990-PF (2012)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	-----	

2	-----	

3	-----	

4	-----	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1 NONE	-----	

2	-----	

All other program-related investments See instructions		
3 NONE	-----	

Total. Add lines 1 through 3		

Form 990-PF (2012)

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	6,049,354.
b	Average of monthly cash balances	1b	641,648.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,691,002.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,691,002.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,365.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,590,637.
6	Minimum investment return. Enter 5% of line 5	6	329,532.

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	329,532.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,336.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,336.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	323,196.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	323,196.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	323,196.

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	490,408.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	490,408.
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 instructions)	5	6,336.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	484,072.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				323,196.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	57,391.			
b From 2008	99,287.			
c From 2009	40,658.			
d From 2010	112,467.			
e From 2011	122,611.			
f Total of lines 3a through e	432,414.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 490,408.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				323,196.
e Remaining amount distributed out of corpus	167,212.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	599,626.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	57,391.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	542,235.			
10 Analysis of line 9:				
a Excess from 2008	99,287.			
b Excess from 2009	40,658.			
c Excess from 2010	112,467.			
d Excess from 2011	122,611.			
e Excess from 2012	167,212.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

2a 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			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE	NONE	PC	RELIEF OF THE POOR AND HELP CHILDREN TO LEARN	465,785.
Total			▶ 3a	465,785.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

U/W JOHN CLARKE

05-6006062

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	1,668.	1,668.
ABBOTT LABORATORIES	1,818.	1,818.
AIR PRODUCTS AND CHEMICALS INC	970.	970.
AMERICAN ELECTRIC POWER CO	1,182.	1,182.
AMERICAN WTR WKS CO INC NEW COM	708.	708.
APPLE INC COM	371.	371.
AUTOMATIC DATA PROCESSING INC	944.	944.
BAXTER INTERNATIONAL INC	1,310.	1,310.
BECTON DICKINSON & COMPANY	1,017.	1,017.
BLACKROCK INC CL A	1,305.	1,305.
BOFA CASH RESERVES TRUST CLASS	443.	443.
INTERM GOVT/CREDIT BOND CTF	39,018.	39,018.
CARDINAL HEALTH INCORPORATED	220.	220.
CHEVRONTXACO CORP COM	783.	783.
CHUBB CORPORATION	1,080.	1,080.
CISCO SYSTEMS INCORPORATED	1,350.	1,350.
COCA COLA CO COM	652.	652.
COLUMBIA ACORN FUND CLASS Z SHARES	878.	878.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	10,229.	10,229.
COMCAST CORP NEW CL A COM	82.	82.
AGGREGATE BOND CTF	20,712.	20,712.
COSTCO WHSL CORP NEW COM	435.	435.
CULLEN FROST BANKERS INC COM	526.	526.
DARDEN RESTAURANTS INC	1,115.	1,115.
DIAMOND OFFSHORE DRILLING INC COM	1,628.	1,628.
EMERSON ELEC CO	1,080.	1,080.
EXXON MOBIL CORPORATION	1,733.	1,733.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	1,044.	1,044.
GENERAL DYNAMICS CORP	1,753.	1,753.
HESS CORP COM	150.	150.
HOME DEPOT INC	666.	666.
HONEYWELL INTERNATIONAL INC	1,006.	1,006.

GQ0870 L775 04/09/2013 08:01:58

STATEMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL BUSINESS MACHS	1,609.	1,609.
INTERNATIONAL PAPER COMPANY	263.	263.
INTUIT INC	124.	124.
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	3,238.	3,238.
J P MORGAN CHASE & CO COM	2,037.	2,037.
JOHNSON & JOHNSON	1,718.	1,718.
KELLOGG CO	715.	715.
KRAFT FOODS INC CL A COM	325.	325.
MICROSOFT CORPORATION	1,574.	1,574.
NESTLE S A SPONSORED ADR	2,059.	2,059.
NEXTERA ENERGY INC COM	630.	630.
OCCIDENTAL PETROLEUM CORPORATION	2,261.	2,261.
PG&E CORP COM	307.	307.
PNC BK CORP	949.	949.
PEPSICO INCORPORATED	1,474.	1,474.
PFIZER INC	1,883.	1,883.
PHILIP MORRIS INTL INC COM	2,368.	2,368.
PROCTER & GAMBLE CO COM	1,872.	1,872.
QUALCOMM INC	200.	200.
REPUBLIC SERVICES INC CL A	693.	693.
SCHLUMBERGER LIMITED	696.	696.
SMUCKER J M CO COM NEW	1,108.	1,108.
STANLEY BLACK & DECKER INC COM	1,635.	1,635.
TJX COMPANIES INCORPORATED NEW	837.	837.
TARGET CORP	984.	984.
TEXAS INSTRS INC	646.	646.
THORNBURG INTL VALUE FUND CL I	4,166.	4,166.
3M CO COM	401.	401.
US BANCORP DEL COM NEW	222.	222.
UNITED PARCEL SERVICE CL B	1,174.	1,174.
UNITED TECHNOLOGIES CORP	1,619.	1,619.
VANGUARD FTSE EMERGING MKTS ETF	7,835.	7,835.
VANGUARD SMALL-CAP ETF	3,527.	3,527.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WAL-MART STORES INCORPORATED	310.	310.
WELLS FARGO COMPANY	474.	474.
YUM BRANDS INC COM	781.	781.
TE CONNECTIVITY LTD COM	1,285.	1,285.
-----	-----	-----
TOTAL	151,875.	151,875.
	=====	=====

U/W JOHN CLARKE

05-6006062

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NEWPORT HIST SOC BOOK PROCEEDS	72.	72.
ISHARES LP INCOME		30.
POWERSHARES LP INCOME		72.
EXCISE TAX REFUND	1,589.	
	-----	-----
	1,661.	174.
	=====	=====
TOTALS		

U/W JOHN CLARKE

05-6006062

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

U/W JOHN CLARKE

05-6006062

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	332.	332.
EXCISE TAX ESTIMATES	1,605.	
FOREIGN TAXES ON QUALIFIED FOR	1,009.	1,009.
FOREIGN TAXES ON NONQUALIFIED	348.	348.
	-----	-----
TOTALS	3,294.	1,689.
	=====	=====

U/W JOHN CLARKE

05-6006062

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	375.		375.
PARTNERSHIP EXPENSES		1,269.	
TOTALS	375.	1,269.	375.

U/W JOHN CLARKE

05-6006062

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
464287473 ISHARES RUSSELL MIDC	132,321.	154,789.
922042858 VANGUARD MSCI EMERGI	290,045.	320,616.
922908751 VANGUARD SMALL-CAP E	193,301.	192,138.
25271C102 DIAMOND OFFSHORE DRI	41,815.	44,854.
30231G102 EXXON MOBIL CORP COM	54,469.	104,293.
674599105 OCCIDENTAL PETE CORP	66,284.	68,183.
806857108 SCHLUMBERGER LTD COM	56,926.	59,597.
009158106 AIR PRODS & CHEMS IN	51,478.	49,572.
35671D857 FREEPOR-MCMORAN COP	50,930.	41,553.
369550108 GENERAL DYNAMICS COR	25,748.	27,015.
854502101 STANLEY BLACK & DECK	78,972.	78,778.
88579Y101 3M CO COM	63,224.	63,138.
911312106 UNITED PARCEL SVC IN	57,330.	57,878.
913017109 UNITED TECHNOLOGIES	38,730.	64,788.
237194105 DARDEN RESTAURANTS I	34,763.	32,225.
437076102 HOME DEPOT INC COM	49,629.	67,726.
872540109 TJX COS INC NEW COM	31,725.	57,095.
87612E106 TARGET CORP COM	41,183.	46,153.
988498101 YUM BRANDS INC COM	22,576.	52,124.
191216100 COCA COLA CO COM	49,812.	47,669.
50076Q106 KRAFT FOODS GROUP IN	16,938.	18,097.
609207105 MONDELEZ INTL INC CO	31,226.	30,417.
713448108 PEPSICO INC COM	36,205.	47,901.
718172109 PHILIP MORRIS INTL I	60,080.	64,821.
742718109 PROCTER & GAMBLE CO	46,758.	50,239.
832696405 SMUCKER J M CO NEW C	44,624.	48,726.
002824100 ABBOTT LABS COM	49,712.	61,243.
071813109 BAXTER INTL INC COM	49,010.	63,327.
075887109 BECTON DICKINSON & C	40,993.	43,395.

U/W JOHN CLARKE

05-6006062

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
478160104 JOHNSON & JOHNSON CO	54,596.	58,534.
717081103 PFIZER INC COM	38,415.	58,560.
09247X101 BLACKROCK INC CL A	32,800.	40,308.
171232101 CHUBB CORP COM	57,952.	62,892.
229899109 CULLEN / FROST BANKE	63,215.	59,426.
46625H100 J P MORGAN CHASE & C	90,561.	85,960.
949746101 WELLS FARGO & CO NEW	88,717.	87,330.
H84989104 TE CONNECTIVITY LTD	49,596.	52,154.
037833100 APPLE INC COM	106,380.	85,148.
053015103 AUTOMATIC DATA PROCE	46,035.	47,821.
17275R102 CISCO SYS INC COM	54,925.	49,909.
268648102 EMC CORP COM	75,554.	69,449.
459200101 INTERNATIONAL BUSINE	32,373.	72,789.
594918104 MICROSOFT CORP COM	40,916.	42,869.
747525103 QUALCOMM INC COM	49,742.	49,488.
00206R102 AT&T INC COM	74,617.	67,926.
025537101 AMERICAN ELEC PWR IN	69,274.	67,861.
197199409 COLUMBIA ACORN FUND	144,806.	187,638.
19763T889 COLUMBIA INCOME OPPO	200,000.	210,219.
885215566 THORNBURG INTL VALUE	264,967.	289,383.
1261291M7 INTERM GOVT/CREDIT B	1,170,671.	1,223,284.
202671913 AGGREGATE BOND CTF	673,118.	708,736.
	-----	-----
TOTALS	5,286,037.	5,736,034.
	=====	=====

U/W JOHN CLARKE

05-6006062

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
73935S105 POWERSHARES DB COMMO	C	145,283.	152,790.
		-----	-----
		145,283.	152,790.
		=====	=====

TOTALS

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

12 TYE INCOME ADJ

1,595.

ADJ PARTNERSHIP TAX BASIS

6,537.

TOTAL

8,132.
=====

[illegible]

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	12,433.00	
	-----	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		12,433.00
		=====

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

COMMON TRUST FUNDS	34,946.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	6,537.00	
	-----	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		41,483.00
		=====

U/W JOHN CLARKE
FORM 990PF, PART XV - LINES 2a - 2d
=====

05-6006062

RECIPIENT NAME:

BANK OF AMERICA, N.A.

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02110

FORM, INFORMATION AND MATERIALS:

NO PARTICULAR FORM

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FOR RELIEF OF THE POOR, AND EDUCATIONAL ASSISTANCE FOR CHILDREN

STATEMENT 14

FEDERAL FOOTNOTES

=====

NAME: U/W JOHN CLARKE

EIN: 05-6006062

FOR THE TAX YEAR ENDED 12/31/09, THE AVERAGE FAIR MARKET VALUE OF SECURITIES/CASH LISTED ON PART X LINE 1D WAS OVERSTATED. THE CORRECT AMOUNT IS \$ 5,904,419.

THE DISTRIBUTIONS FOR THE ABOVE TAX YEAR MET THE REQUIRED PAYOUT AMOUNT, AND THEREFORE, AN AMENDED RETURN WAS NOT FILED. HOWEVER, THIS OVERSTATEMENT RESULTED IN A CHANGE TO THE EXCESS DISTRIBUTION CARRYOVER AMOUNT. THE AMOUNT REPORTED ON THIS RETURN REFLECTS THE CHANGES TO THE CARRYOVER AMOUNT.

FEDERAL FOOTNOTES

=====

NAME: U/W JOHN CLARKE

EIN: 05-6006062

FOR THE TAX YEAR ENDED 12/31/10, THE AVERAGE FAIR MARKET VALUE OF
SECURITIES/CASH LISTED ON PART X LINE 1D WAS OVERSTATED. THE CORRECT
AMOUNT IS \$ 6,424,897.

THE DISTRIBUTIONS FOR THE ABOVE TAX YEAR MET THE REQUIRED PAYOUT
AMOUNT, AND THEREFORE, AN AMENDED RETURN WAS NOT FILED. HOWEVER, THIS
OVERSTATEMENT RESULTED IN A CHANGE TO THE EXCESS DISTRIBUTION
CARRYOVER AMOUNT. THE AMOUNT REPORTED ON THIS RETURN REFLECTS THE
CHANGES TO THE CARRYOVER AMOUNT.

FEDERAL FOOTNOTES

=====

NAME: U/W JOHN CLARKE

EIN: 05-6006062

FOR THE TAX YEAR ENDED 12/31/11, THE AVERAGE FAIR MARKET VALUE OF
SECURITIES/CASH LISTED ON PART X LINE 1D WAS OVERSTATED. THE CORRECT
AMOUNT IS \$ 6,631,190.

THE DISTRIBUTIONS FOR THE ABOVE TAX YEAR MET THE REQUIRED PAYOUT
AMOUNT, AND THEREFORE, AN AMENDED RETURN WAS NOT FILED. HOWEVER, THIS
OVERSTATEMENT RESULTED IN A CHANGE TO THE EXCESS DISTRIBUTION
CARRYOVER AMOUNT. THE AMOUNT REPORTED ON THIS RETURN REFLECTS THE
CHANGES TO THE CARRYOVER AMOUNT.

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

UW JOHN CLARKE 05-6006062

Distribution	Relationship to substantial	Purpose	Foundation Status of Recipient	Amount
ADOPTION RHODE ISLAND	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
BETHANY HOME OF RHODE ISLAND	NONE	LIFE ENHANCEMENT PROGRAM	PUBLIC CHARITY	5,000.00
BLACKSTONE VALLEY ADVOCACY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	3,000.00
BOYS & GIRLS CLUB OF NEWPORT	NONE	READING REAPS REWARDS SUMMER LEARNING	PUBLIC CHARITY	5,000.00
BOYS & GIRLS CLUB OF PROVIDENCE	NONE	PROJECT LEARN & NETSMARTZ	PUBLIC CHARITY	5,000.00
CARITAS, INC.	NONE	EDUCATING WHILE RECOVERING	PUBLIC CHARITY	5,000.00
COLLEGE VISIONS	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,500.00
CORNERSTONE ADULT SERVICES, INC	NONE	ADMISSIONS MANAGER/ CASE WORKER	PUBLIC CHARITY	2,500.00
GOODWILL INDUSTRIES OF RHODE	NONE	EDUCATION & WORK - MAKING THE CONNECTION	PUBLIC CHARITY	4,000.00
HOME & HOSPICE CARE OF RHODE	NONE	PALLIATIVE CARE EDUCATION, COLLABORATION	PUBLIC CHARITY	5,000.00
HOMEFRONT HEALTH CARE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
CROSSROADS RHODE ISLAND	NONE	EMERGENCY SHELTER/CASE MANAGEMENT SVCS	PUBLIC CHARITY	5,000.00
PROVIDENCE INTOWN CHURCHES	NONE	DAILY FOOD PANTRY, FRIDAY COMMUNITY	PUBLIC CHARITY	8,000.00
RHODE ISLAND FAMILY SHELTER, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
RHODE ISLAND LEGAL SERVICES, INC	NONE	LEGAL ASSISTANCE FOR LOW INCOME	PUBLIC CHARITY	5,000.00
MEALS ON WHEELS OF RHODE ISLAND	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
SARGENT REHABILITATION CENTER	NONE	NURSING SERVICES FOR STUDENTS W/	PUBLIC CHARITY	4,000.00
SEAMEN'S CHURCH INSTITUTE OF	NONE	COMMUNITY MEALS & SUBSIDIZED HOUSING	PUBLIC CHARITY	5,000.00
STAR KIDS	NONE	SCHOLARSHIP PROGRAM	PUBLIC CHARITY	3,500.00
THE BLESSING WAY	NONE	EMPLOYMENT PREPARATION AND COUNSELING	PUBLIC CHARITY	4,000.00
RIVERZEDGE ARTS PROJECT	NONE	ARTS & BUSINESS PROGRAMS	PUBLIC CHARITY	5,000.00
THE HAVEN OF GRACE MINISTRIES	NONE	PROGRAMS & SERVICES	PUBLIC CHARITY	5,000.00
THE NEWPORT ART MUSEUM	NONE	EDUCATIONAL OUTREACH & ARTS ENRICHMENT	PUBLIC CHARITY	5,000.00
UNITED BAPTIST CHURCH	NONE	SUMMER EMPLOYMENT PROGRAM	PUBLIC CHARITY	3,500.00
VISITING NURSE SERVICES OF	NONE	MATERNAL CHILD HEALTH PROGRAM	PUBLIC CHARITY	6,000.00
THE DA VINCI CENTER	NONE	TICKET TO WORK PROGRAM	PUBLIC CHARITY	4,000.00
INSPIRING MINDS	NONE	READING BUDDIES PROGRAM	PUBLIC CHARITY	5,000.00
INTERNATIONAL INSTITUTE OF RHODE	NONE	IIRI REFUGEE RESETTLEMENT	PUBLIC CHARITY	5,000.00
PROVIDENCE CHILDREN'S MUSEUM	NONE	LEARNING CLUBS & HEAD START/GOOD START	PUBLIC CHARITY	5,000.00
SPECIAL OLYMPICS OF RHODE ISLAND	NONE	YOUNG ATHLETES & PROJECT UNIFY	PUBLIC CHARITY	5,000.00
SANDRA FEINSTEIN-GAMM THEATRE	NONE	PAWTUCKET LITERACY & ARTS FOR YOUTH	PUBLIC CHARITY	4,000.00
NEWPORT HOSPITAL FOUNDATION	NONE	RENOVATION OF PEDIATRICS UNIT	PUBLIC CHARITY	20,000.00
BRADLEY HOSPITAL FOUNDATION	NONE	FIFTH AND FINAL PAYMENT OF 5 YEAR PLEDGE	PUBLIC CHARITY	6,000.00
THE WHEELER SCHOOL	NONE	VARIOUS PROGRAMS SUPPORT	PUBLIC CHARITY	5,000.00

UW JOHN CLARKE 05-6006062

Distribution	Relationship to substantial	Purpose	Foundation Status of Recipient	Amount
DR. MARTIN LUTHER KING, JR	NONE	BREAKFAST MEALSITE AND FEED A FRIEND	PUBLIC CHARITY	7,500.00
EAST BAY COMMUNITY ACTION	NONE	FOOD PANTRY & CHILDHOOD SERVICES	PUBLIC CHARITY	7,500.00
LUCY'S HEARTH	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
THE UNITED BAPTIST CHURCH	NONE	REPLACE FAILING CEILING	PUBLIC CHARITY	15,000.00
PORTSMOUTH HIGH SCHOOL	NONE	JOHN CLARKE TRUST FOR SCHOLARSHIPS	PUBLIC CHARITY	5,000.00
MIDDLETOWN HIGH SCHOOL	NONE	THE JOHN CLARKE TRUST FOR SCHOLARSHIPS	PUBLIC CHARITY	5,000.00
ROGERS HIGH SCHOOL	NONE	JOHN CLARKE TRUST FOR SCHOLARSHIPS	PUBLIC CHARITY	10,000.00
MEETING STREET	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	8,300.00
AMOS HOUSE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
BOOKS ARE WINGS	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,000.00
BOY SCOUTS OF AMERICA	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	3,000.00
BRISTOL GOOD NEIGHBORS	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
BUTLER HOSPITAL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	4,000.00
CAMP RUGGLES	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
CHILD & FAMILY SERVICES OF	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
COMMUNITY PREPARATORY SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	13,600.00
EAST BAY FOOD PANTRY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,500.00
EPIPHANY SOUP KITCHEN	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,500.00
FRIENDS OF BALLARD PARK	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,500.00
FUND FOR UCAP	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
GIRLS & BOYS TOWN OF NEW ENGLAND	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	7,500.00
HEADS UP INC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
IN-SIGHT FOR THE BLIND	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	3,000.00
JAMES L MAHER CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
JEWISH FAMILY SERVICE INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
KENT COUNTY ARC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
METHODIST COMMUNITY GARDENS	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	3,000.00
SALVE REGINA UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	6,000.00
SHAKE-A-LEG, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	6,000.00
RICAN - RHODE ISLAND CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,000.00
THE SAMARITANS	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
THUNDERMIST HEALTH CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	6,000.00
THE SAN MIGUEL EDUCATION CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	7,500.00
CHILD & FAMILY COMMUNITY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00

U/W JOHN CLARKE 05-6006062

Distribution	Relationship to substantial	Purpose	Foundation Status of Recipient	Amount
GIRLS SCOUTS OF RHODE ISLAND	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	4,760.00
RHODE ISLAND MENTORING	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
TRINITY ACADEMY FOR THE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
SAVING SIGHT - RHODE ISLAND	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
VISITING NURSES SERVICES OF	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	6,000.00
WASHINGTON PARK CITIZENS'	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,500.00
RHODE ISLAND FREE CLINIC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
RHODE ISLAND COMMUNITY FOOD BANK	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
RHODE ISLAND 4-H FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	3,000.00
REACH OUT & READ RHODE ISLAND	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,000.00
NEWPORT COMMUNITY SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
WOMEN'S RESOURCE CENTER OF	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
PROVIDENCE COMMUNITY LIBRARY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
BABY STEPS PROGRAM	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
SAINT PHILOMENA SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	8,125.00
				465,785.00