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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

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 ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,202,404.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		121,142.	121,142.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		279,257.			
b Gross sales price for all assets on line 6a		1,925,867.			
7 Capital gain net income (from Part IV, line 2)			279,257.		
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		400,399.	400,399.		
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		3,500.	1,200.		2,300.
c Other professional fees STMT 3		23,806.	20,000.		3,806.
17 Interest					
18 Taxes STMT 4		8,747.	3,527.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		299.	129.		170.
24 Total operating and administrative expenses. Add lines 13 through 23		36,352.	24,856.		6,276.
25 Contributions, gifts, grants paid		200,000.			200,000.
26 Total expenses and disbursements. Add lines 24 and 25		236,352.	24,856.		206,276.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		164,047.			
b Net investment income (if negative, enter -0-)			375,543.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	129,580.	67,328.	67,328.
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	303,241.	303,241.	328,787.
	b Investments - corporate stock STMT 7	2,380,273.	2,704,660.	3,344,461.
	c Investments - corporate bonds STMT 8	525,478.	428,217.	460,628.
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 ▶ STATEMENT 9)	2,027.	1,200.	1,200.
16	Total assets (to be completed by all filers)	3,340,599.	3,504,646.	4,202,404.

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			
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 ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	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	3,340,599.	3,504,646.	
30	Total net assets or fund balances	3,340,599.	3,504,646.	
31	Total liabilities and net assets/fund balances	3,340,599.	3,504,646.	

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	3,340,599.
2	Enter amount from Part I, line 27a	2	164,047.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,504,646.
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	3,504,646.

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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				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 1,925,867.		1,646,610.	279,257.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
c				
d				
e			279,257.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		279,257.
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		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 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	181,663.	4,028,610.	.045093
2010	174,909.	3,779,467.	.046279
2009	211,613.	3,448,144.	.061370
2008	251,561.	4,299,457.	.058510
2007	201,960.	5,012,196.	.040294
2 Total of line 1, column (d)			.251546
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			.050309
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4,025,503.	
5 Multiply line 4 by line 3		202,519.	
6 Enter 1% of net investment income (1% of Part I, line 27b)		3,755.	
7 Add lines 5 and 6		206,274.	
8 Enter qualifying distributions from Part XII, line 4		206,276.	

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.

R. & M. CLARK FAMILY FOUNDATION

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C/O MARCELLA S. CLARK

86-0778653

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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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,755.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,755.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,755.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,800.	7	2,800.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	955.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐			

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) <u>AZ</u>		
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

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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 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? Website address ► NA	13	X	
14	The books are in care of ► HENRY & HORNE, LLP Telephone no. ► 480-483-1170 Located at ► 7098 E. COCHISE ROAD, SUITE 100, SCOTTSDALE, AZ ZIP+4 ► 85253			
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 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? See 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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? ☐ Yes ☒ 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.)	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 2012?		4b X

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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

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?

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?

6b

X

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

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

☐ Yes ☒ 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	0.00	0.	0.	0.
SCOTTSDALE, AZ 85255				
THOMAS E. CLARK	SECRETARY/TREASURER			
404 W. BROADWAY	0.00	0.	0.	0.
GRANVILLE, OH 43023				
JAMES W. CLARK	DIRECTOR			
4445 INWOOD LANE	0.00	0.	0.	0.
EUGENE, OR 97405				
CAROLE LEE RANDALL	VICE PRESIDENT/DIRECTOR			
5565 W. 70TH STREET	0.00	0.	0.	0.
EDINA, MN 55439				

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	

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

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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	3,992,736.
b	Average of monthly cash balances	1b	94,069.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,086,805.
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	4,086,805.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,302.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,025,503.
6	Minimum investment return. Enter 5% of line 5	6	201,275.

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	201,275.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,755.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,755.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	197,520.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	197,520.
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	197,520.

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	206,276.
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	206,276.
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	3,755.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	202,521.

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.

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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				197,520.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			196,210.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 206,276.				
a Applied to 2011, but not more than line 2a			196,210.	
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 2012 distributable amount				10,066.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				187,454.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- 3** Subtract line 28 from line 25.
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

2012.03030 R. & M. CLARK FAMILY FOUNDA 05097211

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				
ADMISSION POSSIBLE 450 N. SYNDICATE STREET ST. PAUL, MN 55104	NONE	501(C)(3)	GENERAL FUND	1,500.
ALPHA XI DELTA FOUNDATION 8702 FOUNDERS ROAD INDIANAPOLIS, IN 46268	NONE	501(C)(3)	GENERAL FUND	5,000.
ALZHEIMER'S ASSOCIATION 7900 WEST 78TH STREET SUITE 100 MINNEAPOLIS, MN 55439	NONE	501(C)(3)	GENERAL FUND	13,000.
ALZHEIMER'S ASSOCIATION (CASCADE COAST CHAPTER) 1238 LINCOLN EUGENE, OR 97401	NONE	501(C)(3)	GENERAL FUND	2,500.
ARIZONA FRIENDS OF FOSTER CHILDREN 7200 W. BELL ROAD, SUITE H-102 GLENDALE, AZ 85308	NONE	501(C)(3)	GENERAL FUND	15,000.
Total	SEE CONTINUATION SHEET(S)			200,000.
b Approved for future payment				
NONE				
Total				0.

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

86-0778653

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ARIZONA RECREATION CENTER FOR THE HANDICAPPED 1550 WEST COLTER STREET PHOENIX, AZ 85015	NONE	501(C)(3)	GENERAL FUND	5,000.
BIG BROTHERS/BIG SISTERS 62 WEST LOCUST STREET NEWARK, OH 43055	NONE	501(C)(3)	GENERAL FUND	20,000.
COURAGEOUS KIDS 677 EAST 12TH AVENUE, SUITE N180 EUGENE, OR 97401	NONE	501(C)(3)	GENERAL FUND	4,000.
DEPAUW UNIVERSITY PO BOX 37 GREENCASTLE, IN 46135	NONE	501(C)(3)	GENERAL FUND	2,000.
DRURY UNIVERSITY 900 NORTH BENTON AVENUE SPRINGFIELD, MO 65802	NONE	501(C)(3)	GENERAL FUND	5,000.
EMERGENCY FAMILY ASSISTANCE 1575 YARMOUTH AVENUE BOULDER, CO 80304	NONE	501(C)(3)	GENERAL FUND	1,000.
FAMILIES MOVING FORWARD 1808 EMERSON AVENUE NORTH MINNEAPOLIS, MN 55411	NONE	501(C)(3)	GENERAL FUND	1,500.
FIRST PLACE FAMILY CENTER 1995 AMAZON PARKWAY EUGENE, OR 97405	NONE	501(C)(3)	GENERAL FUND	3,000.
FLORENCE CRITTENTON 715 WEST MARIPOSA STREET PHOENIX, AZ 85013	NONE	501(C)(3)	GENERAL FUND	10,000.
FOOD FOR LANE COUNTY 770 BAILEY HILL ROAD EUGENE, OR 97402	NONE	501(C)(3)	GENERAL FUND	3,000.
Total from continuation sheets				163,000.

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

86-0778653

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FOOD PANTRY OF LICKING COUNTY 823 STEEL AVENUE NEWARK, OH 43055	NONE	501(C)(3)	GENERAL FUND	2,500.
FRIENDS OF THE HENNEPIN COUNTY LIBRARY 300 NICOLLET MALL MINNEAPOLIS, MN 55401	NONE	501(C)(3)	GENERAL FUND	1,500.
HOSPICE OF CENTRAL OHIO 2269 CHERRY VALLEY ROAD NEWARK, OH 43055	NONE	501(C)(3)	GENERAL FUND	2,500.
KIDS FIRST CENTER 2675 MLK JR. BLVD. EUGENE, OR 97401	NONE	501(C)(3)	GENERAL FUND	2,000.
LARRY'S KIDS FOUNDATION 30 SCHOOL ROAD WALTON, KY 41094	NONE	501(C)(3)	GENERAL FUND	1,000.
OREGON PACIFIC RED CROSS 862 BETHEL DRIVE EUGENE, OR 97402	NONE	501(C)(3)	GENERAL FUND	3,000.
PARENTING NOW 86 CENTENNIAL LOOP EUGENE, OR 97401	NONE	501(C)(3)	GENERAL FUND	1,000.
PARENTS TELEVISION COUNCIL 707 WILSHIRE BOULEVARD SUITE 2075 LOS ANGELES, CA 90017	NONE	501(C)(3)	GENERAL FUND	10,000.
PHOENIX BOYS CHOIR 1131 E. MISSOURI AVE PHOENIX, AZ 85014	NONE	501(C)(3)	GENERAL FUND	25,000.
RELIEF NURSERY 1720 W. 25TH AVE. EUGENE, OR 97405	NONE	501(C)(3)	GENERAL FUND	2,000.
Total from continuation sheets				

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

86-0778653

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ROSIE'S HOUSE PO BOX 13446 PHOENIX, AZ 85002	NONE	501(C)(3)	GENERAL FUND	10,000.
SALVATION ARMY FAMILY SERVICES 640 W. 7TH AVENUE EUGENE, OR 97402	NONE	501(C)(3)	GENERAL FUND	2,500.
SALVATION ARMY 2707 E. VAN BUREN STREET PHOENIX, AZ 85008	NONE	501(C)(3)	GENERAL FUND	25,000.
SEARCH MINISTRIES 7400 METRO BLVD EDINA, MN 55439	NONE	501(C)(3)	GENERAL FUND	1,000.
SPCA CURTIS DAIL PET ADOPTION CENTER 200 PETFINDER LANE RALEIGH, NC 27603	NONE	501(C)(3)	GENERAL FUND	1,000.
ST MARY'S FOOD BANK 2831 N. 31ST AVE PHOENIX, AZ 85009	NONE	501(C)(3)	GENERAL FUND	5,000.
STORE TO DOOR 1821 UNIVERSITY AVE, SUITE 112 ST. PAUL, MN 55104	NONE	501(C)(3)	GENERAL FUND	1,500.
TREEHOUSE 5666 LINCOLN DRIVE, SUITE 201 EDINA, MN 55436	NONE	501(C)(3)	GENERAL FUND	1,000.
TWIN CITY CENTER FOR YOUTH 910 ELLIOT AVENUE MINNEAPOLIS, MN 55404	NONE	501(C)(3)	GENERAL FUND	4,000.
WHITEBIRD CLINIC 341 EAST 12TH AVENUE EUGENE, OR 97401	NONE	501(C)(3)	GENERAL FUND	1,000.
Total from continuation sheets				

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

86-0778653

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WOMENSPACE PO BOX 50127 EUGENE, OR 97405	NONE	501(C)(3)	GENERAL FUND	1,000.
WORLD VISION 4325 UPTON AVE S. MINNEAPOLIS, MN 55410	NONE	501(C)(3)	GENERAL FUND	2,000.
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA, KS 66675	NONE	501(C)(3)	GENERAL FUND	2,000.
YOUNG LIFE PO BOX 520 COLORADO SPRINGS, CO 80901	NONE	501(C)(3)	GENERAL FUND	1,000.
Total from continuation sheets				

[illegible][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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. 15/2/13 PRESIDENT Signature of officer or trustee Date Title	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
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Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	PAMELA D. WHEELER	PAMELA D. WHEELER	04/25/13		P00038191
	Firm's name ▶ HENRY & HORNE, LLP			Firm's EIN ▶ 86-0133881	
	Firm's address ▶ 7098 E. COCHISE SUITE 100 SCOTTSDALE, AZ 85253-4517			Phone no. (480) 483-1170	

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 DBA LOWRY HILL (SEE STATEMENT ATTACHE	P	VARIOUS	VARIOUS
b	WELLS FARGO DBA LOWRY HILL (SEE STATEMENT ATTACHE	P	VARIOUS	VARIOUS
c	WELLS FARGO DBA LOWRY HILL (SEE STATEMENT ATTACHE	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 691,083.		688,642.	2,441.
b 1,210,989.		934,228.	276,761.
c 23,740.		23,740.	0.
d 55.			55.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,441.
b			276,761.
c			0.
d			55.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	279,257.
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

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	90,976.	55.	90,921.
WELLS FARGO BANK, DBA LOWRY HILL INTEREST	30,221.	0.	30,221.
TOTAL TO FM 990-PF, PART I, LN 4	121,197.	55.	121,142.

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
HENRY & HORNE, LLP	3,500.	1,200.		2,300.
TO FORM 990-PF, PG 1, LN 16B	3,500.	1,200.		2,300.

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	23,806.	20,000.		3,806.
TO FORM 990-PF, PG 1, LN 16C	23,806.	20,000.		3,806.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	5,220.	0.		0.
FOREIGN TAXES	3,527.	3,527.		0.
TO FORM 990-PF, PG 1, LN 18	8,747.	3,527.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCR FILING FEE	10.	5.		5.
MISCELLANEOUS FEES	289.	124.		165.
TO FORM 990-PF, PG 1, LN 23	299.	129.		170.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO BANK, DBA LOWRY HILL		X	303,241.	328,787.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			303,241.	328,787.
TOTAL TO FORM 990-PF, PART II, LINE 10A			303,241.	328,787.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO BANK, DBA LOWRY HILL	2,704,660.	3,344,461.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,704,660.	3,344,461.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO BANK, DBA LOWRY HILL	428,217.	460,628.
TOTAL TO FORM 990-PF, PART II, LINE 10C	428,217.	460,628.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	2,027.	1,200.	1,200.
TO FORM 990-PF, PART II, LINE 15	2,027.	1,200.	1,200.

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
504. AMERICAN EXPRESS CO COM	03/02/2012	03/13/2012	26,787.22	26,804.69	-17.47
856. AMPHENOL CORP NEW CL A	VAR	03/13/2012	49,198.57	45,469.37	3,729.20
3. AMPHENOL CORP NEW CL A	06/05/2012	08/15/2012	184.86	159.06	25.80
100. BIG LOTS INC COM	VAR	03/09/2012	4,533.62	3,203.21	1,330.41
148. BLACKROCK INC	VAR	03/13/2012	29,296.75	22,683.13	6,613.62
530. C H ROBINSON WORLDWIDE INC	VAR	03/13/2012	34,903.74	40,239.59	-5,335.85
70. C H ROBINSON WORLDWIDE INC	12/02/2011	06/05/2012	3,941.37	4,770.86	-829.49
32. C H ROBINSON WORLDWIDE INC	12/02/2011	07/20/2012	1,831.73	2,180.96	-349.23
37. C H ROBINSON WORLDWIDE INC	12/02/2011	07/24/2012	2,071.14	2,521.74	-450.60
126. C H ROBINSON WORLDWIDE INC	12/02/2011	08/02/2012	6,617.11	8,587.55	-1,970.44
175. COLGATE-PALMOLIVE CO COM	03/13/2012	06/15/2012	17,770.66	16,596.16	1,174.50
112. COLGATE-PALMOLIVE CO COM	03/13/2012	10/31/2012	11,697.67	10,621.54	1,076.13
60. DENTSPLY INTL INC NEW COM	08/04/2011	06/26/2012	2,199.86	2,086.56	113.30
255. EDISON INTL COM	03/13/2012	03/20/2012	10,773.10	11,151.35	-378.25
420. EDISON INTL COM	03/13/2012	10/31/2012	19,675.89	18,366.94	1,308.95
40. GOLDMAN SACHS GRP INC COM	10/07/2011	03/13/2012	4,820.31	3,878.66	941.65
18. GOLDMAN SACHS GRP INC COM	10/07/2011	06/05/2012	1,655.86	1,745.40	-89.54
42. GRACO INC COM W/RIGHTS					
ATTACHED EXP 3/29/2010	10/04/2011	08/17/2012	2,107.18	1,418.05	689.13
1590. ISHARES MSCI JAPAN	03/13/2012	04/09/2012	15,471.30	15,979.34	-508.04
4932. ISHARES MSCI JAPAN	VAR	04/10/2012	47,539.96	46,610.62	929.34
1142.9973 ISHARES DOW JONES SELECT DIVIDEND FD	VAR	05/22/2012	62,562.95	64,102.86	-1,539.91
460. ISHARES DOW JONES SELECT	VAR	05/29/2012	25,442.72	25,430.78	11.94
146. ISHARES DOW JONES SELECT	10/12/2012	10/31/2012	8,425.22	8,425.66	-0.44
85. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	VAR	06/06/2012	7,175.57	7,208.15	-32.58
70. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	VAR	06/26/2012	5,905.07	5,915.26	-10.19
79. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	VAR	07/25/2012	6,676.94	6,660.80	16.14
117. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	VAR	09/28/2012	9,882.77	9,879.47	3.30
28. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	08/17/2012	10/03/2012	2,364.54	2,363.48	1.06
Totals					

JSA
2F08711000

R&M CLARK FAMILY FDN M/A 11104900

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
78. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	12/18/2012	12/20/2012	6,579.93	6,583.98	-4.05
100. ISHARES MSCI EAFE INDEX FD	02/24/2011	02/08/2012	5,408.91	6,014.82	-605.91
403. LABORATORY CRP OF AMER HLDGS	VAR	03/13/2012	35,502.93	40,081.91	-4,578.98
180. LABORATORY CRP OF AMER HLDGS	07/29/2011	06/05/2012	15,237.69	16,354.28	-1,116.59
245. NESTLE S A SPONSORED ADR	03/13/2012	06/11/2012	13,966.38	15,150.80	-1,184.42
245. NESTLE S A SPONSORED ADR	03/13/2012	08/06/2012	15,114.20	15,150.80	-36.60
24. PERRIGO CO COM W/RTS EXP	06/16/2011	03/08/2012	2,535.45	2,007.24	528.21
279. PERRIGO CO COM W/RTS EXP	06/16/2011	03/13/2012	28,858.85	23,334.17	5,524.68
7. PERRIGO CO COM W/RTS EXP	06/16/2011	06/05/2012	726.78	585.44	141.34
87. SPDR TR UNIT SER 1	VAR	03/13/2012	12,071.16	10,485.52	1,585.64
406. SCHLUMBERGER LTD COM	VAR	03/13/2012	30,250.51	35,102.73	-4,852.22
1955. STAPLES INC COM	05/22/2012	10/12/2012	21,736.76	26,532.67	-4,795.91
W/INVISIBLE RTS TO PUR SHS					
689. STARWOOD HOTELS & RESORTS WORLDWIDE	08/15/2011	03/13/2012	38,741.70	31,228.93	7,512.77
30. STARWOOD HOTELS & RESORTS WORLDWIDE	08/15/2011	06/05/2012	1,463.47	1,359.75	103.72
195. STEEL DYNAMICS INC COM	06/14/2011	01/04/2012	2,816.59	3,156.48	-339.89
665. WAL MART STORES INC COM	03/13/2012	04/24/2012	38,557.90	40,451.69	-1,893.79
Totals			691,083.00	688,642.00	2,440.00

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)					
101. ALEXANDER & BALDWIN INC	VAR	03/09/2012	4,739.48	4,197.27	542.21
112. ALEXANDER & BALDWIN INC	VAR	03/12/2012	5,141.61	3,483.25	1,658.36
639. AMERICAN EXPRESS CO COM	VAR	03/13/2012	33,962.36	26,074.76	7,887.60
46. AMERICAN EXPRESS CO COM	10/14/2010	06/05/2012	2,474.19	1,805.31	668.88
87. AMPHENOL CORP NEW CL A	04/05/2011	08/15/2012	5,360.86	4,562.03	798.83
38. ANSYS INC COM	07/26/2007	10/03/2012	2,736.65	972.93	1,763.72
38. ANSYS INC COM	07/26/2007	10/04/2012	2,732.81	971.06	1,761.75
230. APACHE CORP COM RTS EXP	01/04/2005	03/13/2012	24,736.74	11,038.69	13,698.05
49. APPLE COMPUTER INC COM	VAR	03/02/2012	26,702.91	11,603.14	15,099.77
106. APPLE COMPUTER INC COM	03/09/2010	03/13/2012	59,711.23	23,641.62	36,069.61
2. APPLE COMPUTER INC COM	03/09/2010	06/05/2012	1,121.09	446.07	675.02
12. APPLE COMPUTER INC COM	03/09/2010	12/05/2012	6,612.72	2,676.41	3,936.31
19. ARBITRON INC COM	07/24/2009	10/03/2012	707.23	332.89	374.34
87. ARBITRON INC COM	VAR	10/04/2012	3,216.87	1,515.73	1,701.14
263. ARBITRON INC COM	VAR	12/18/2012	12,352.49	3,579.22	8,773.27
115. BIG LOTS INC COM	05/26/2011	12/06/2012	3,444.11	3,650.20	-206.09
190. BIG LOTS INC COM	05/26/2011	12/07/2012	5,387.24	6,030.77	-643.53
543. CSX CORP COM W/RTS EXP 6/8/2008	07/07/2010	06/05/2012	11,041.06	8,854.61	2,186.45
608. FMC TECHNOLOGIES INC COM	11/19/2007	03/13/2012	31,213.30	15,951.74	15,261.56
50000. FED FARM CREDIT BK 2.600% 3/09/16	03/02/2011	03/09/2012	50,000.00	50,000.00	NONE
50000. FED HOME LN BK 5.000% 4/05/12	03/11/2005	04/05/2012	50,000.00	49,950.00	50.00
305. GOLDMAN SACHS GRP INC COM	VAR	03/13/2012	36,754.89	50,473.50	-13,718.61
33. GRACO INC COM W/RIGHTS ATTACHED EXP 3/29/2010	06/04/2008	08/17/2012	1,655.64	1,297.56	358.08
77. HARTE-HANKS INC. NEW COM	06/04/2008	09/28/2012	536.09	1,054.75	-518.66
33. HARTE-HANKS INC. NEW COM	VAR	10/01/2012	229.40	424.80	-195.40
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
33. HARTE-HANKS INC. NEW COM	09/03/2008	10/02/2012	227.39	407.11	-179.72
55. HARTE-HANKS INC. NEW COM	09/03/2008	10/03/2012	381.47	678.52	-297.05
23. HARTE-HANKS INC. NEW COM	09/03/2008	10/04/2012	158.67	283.75	-125.08
122. HARTE-HANKS INC. NEW COM	VAR	10/05/2012	826.90	1,484.19	-657.29
40. HARTE-HANKS INC. NEW COM	09/04/2008	12/06/2012	214.89	483.38	-268.49
91. HARTE-HANKS INC. NEW COM	09/04/2008	12/07/2012	477.49	1,099.70	-622.21
211. HARTE-HANKS INC. NEW COM	VAR	12/10/2012	1,082.71	2,544.24	-1,461.53
569. ILLINOIS TOOL WORKS INC	12/12/2006	03/13/2012	31,983.25	26,629.20	5,354.05
1. ILLINOIS TOOL WORKS INC	12/12/2006	06/05/2012	53.88	46.80	7.08
306. INTERCONTINENTALEXCHANGE	VAR	03/13/2012	42,794.10	39,497.19	3,296.91
6. INTERCONTINENTALEXCHANGE	02/17/2011	06/05/2012	742.17	774.33	-32.16
380. ISHARES DOW JONES SELECT	VAR	09/10/2012	22,065.02	17,386.76	4,678.26
6. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	06/11/2009	07/25/2012	507.11	499.29	7.82
7. ISHARES BARCLAYS 1-3 YEAR TREAS BOND	06/11/2009	10/03/2012	591.14	582.51	8.63
30. LABORATORY CRP OF AMER HLDGS	05/13/2011	06/05/2012	2,539.61	2,979.97	-440.36
423. MCDONALDS CORP COM	VAR	03/13/2012	40,960.25	23,822.67	17,137.58
3. MCDONALDS CORP COM	03/06/2009	06/05/2012	260.12	154.35	105.77
361. MCKESSON HBOC INC COM	02/07/2011	06/05/2012	31,547.66	27,994.25	3,553.41
7. NATIONAL PRESTO INDS INC	04/19/2011	12/12/2012	559.22	769.73	-210.51
12. NATIONAL PRESTO INDS INC	VAR	12/13/2012	862.72	1,307.89	-445.17
9. NATIONAL PRESTO INDS INC	VAR	12/14/2012	647.87	975.44	-327.57
9. NATIONAL PRESTO INDS INC	05/16/2011	12/17/2012	650.18	975.41	-325.23
10. NATIONAL PRESTO INDS INC	VAR	12/18/2012	723.82	1,082.57	-358.75
10. NATIONAL PRESTO INDS INC	VAR	12/19/2012	710.96	1,072.75	-361.79
13. NATIONAL PRESTO INDS INC	VAR	12/20/2012	896.68	1,380.66	-483.98
51. INTELIGUENT, INC.	VAR	02/21/2012	618.79	1,097.10	-478.31
79. INTELIGUENT, INC.	VAR	02/22/2012	942.26	1,694.95	-752.69
146. INTELIGUENT, INC.	VAR	02/23/2012	1,710.40	3,067.38	-1,356.99
22. INTELIGUENT, INC.	12/10/2009	02/24/2012	257.94	456.63	-198.69
42. INTELIGUENT, INC.	VAR	02/27/2012	486.17	777.62	-291.45
66. INTELIGUENT, INC.	VAR	03/14/2012	747.47	1,084.05	-336.58
40. INTELIGUENT, INC.	VAR	03/15/2012	439.11	647.85	-208.74
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
99. INTELIOUENT, INC.	VAR	03/16/2012	1,065.98	1,445.66	-379.68
67. INTELIOUENT, INC.	VAR	03/19/2012	744.67	812.37	-67.70
81. INTELIOUENT, INC.	07/29/2010	03/20/2012	953.87	889.05	64.82
457. NIKE INC CL B COM	VAR	03/13/2012	50,239.12	23,973.28	26,265.84
58. NIKE INC CL B COM	04/04/2006	03/21/2012	6,425.71	2,466.73	3,958.98
16. NIKE INC CL B COM	04/04/2006	06/05/2012	1,679.05	680.48	998.57
867. NORDSTROM INC COM	VAR	03/13/2012	46,725.59	33,123.84	13,601.75
355. NORTHROP GRUMMAN CORP	07/07/2010	05/07/2012	21,929.56	17,751.56	4,178.00
41. OCEANEERING INTL INC	11/24/2008	01/12/2012	1,928.64	455.58	1,473.06
438. PEPSICO INC COM	05/17/2006	03/13/2012	28,097.19	26,167.78	1,929.41
265. PRECISION CASTPARTS CORP COM W/RIGHTS ATTACHED EXPI	VAR	03/13/2012	45,804.80	33,507.38	12,297.42
18. PRECISION CASTPARTS CORP COM W/RIGHTS ATTACHED EXPI	03/26/2010	06/05/2012	2,837.01	2,234.39	602.62
37. PRECISION CASTPARTS CORP COM W/RIGHTS ATTACHED EXPI	VAR	08/02/2012	5,677.38	4,589.91	1,087.47
587. QUALCOMM INC COM W/RTS ATTACHED	06/08/2006	03/13/2012	37,937.13	25,720.29	12,216.84
1651. REPUBLIC SERVICES INC CL A COMM	VAR	03/13/2012	50,239.03	55,531.05	-5,292.02
842. REPUBLIC SERVICES INC CL A COMM	VAR	05/07/2012	22,648.78	18,924.10	3,724.68
55. ROCK-TENN CO CL A	VAR	08/17/2012	3,595.90	3,761.27	-165.37
3. SPDR TR UNIT SER 1	08/19/2010	03/13/2012	416.25	324.06	92.19
39. SCHLUMBERGER LTD COM	05/31/2011	06/05/2012	2,410.27	3,341.52	-931.25
1268. UTILITIES SELECT SECTOR SPDR FD	10/14/2010	02/02/2012	43,981.00	40,306.17	3,674.83
552. UTILITIES SELECT SECTOR SPDR FD	VAR	08/13/2012	20,642.08	17,329.97	3,312.11
35. STEEL DYNAMICS INC COM	05/14/2010	01/04/2012	505.54	537.26	-31.72
130. STERICYCLE INC COM	08/14/2003	09/07/2012	12,147.48	3,097.18	9,050.30
75000. TARGET CORP 5.125% 1/15/13	01/15/2008	12/04/2012	75,337.50	74,918.25	419.25
785. THERMO ELECTRON CORP COM	VAR	03/13/2012	44,249.65	42,798.50	1,451.15
41. THERMO ELECTRON CORP COM	11/29/2010	06/05/2012	2,023.83	2,072.21	-48.38
Totals					

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R&M CLARK FAMILY FDN M/A 11104900

Schedule D Detail of Long-term Capital Gains and Losses

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FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
332.0027 ISHARES DOW JO SELECT DIVIDEND FD	03/13/2012	05/22/2012	18,650.52	18,172.46	-478.06
66. ISHARES BARCLAYS 1 TREAS BOND	VAR	12/20/2012	5,572.74	5,567.65	-5.10
TOTAL SHORT-TERM WASH SALES					-483.00

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

R&M CLARK FAMILY FDN M/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH EQUIVALENTS						
67,327.51	WELLS FARGO ADVANTAGE GOVERNMENT MONEY MARKET FUND INSTL CLASS - #1751	67,327.51 1.000	67,327.51 1.000	1.60	7	0.01
TOTAL CASH EQUIVALENTS						
		67,327.51	67,327.51	1.60	7	0.01
TAXABLE BONDS						
95	1 SHARES BARCLAYS 1-3 YEAR TREAS BOND	7,986.83 84.072	8,019.90 84.420	0.19	30	0.37
1,010	SPDR BARCLAYS CONVERTIBLE SECURITIES ETF	40,204.97 39.807	40,703.00 40.300	0.97	1,561	3.84
660	SPDR BARCLAYS HIGH YIELD BOND ETF	24,695.42 37.417	26,868.60 40.710	0.64	1,814	6.75
300	VANGUARD SHORT TERM BOND ETF	24,370.65 81.236	24,297.00 80.990	0.58	374	1.54
50,378.8	U S TREASURY INFLATION INDEX DTD 07/15/03 1.875 07/15/2013 MOODY'S RATING AAA	41,881.88 83.134	51,189.39 101.609	1.22	945	1.85
75,000	HSBC FINANCE CORP MED TERM NOTE SER NOTZ DTD 11/08/07 11/15/2014 MOODY'S RATING BAA1	75,000.00 100.000	79,449.75 105.933	1.89	4,013	5.05
50,000	GENERAL ELEC CAP CORP MED TERM NOTE TRANCHE # TR 00725 DTD 01/09/06 5.000 01/08/2016 MOODY'S RATING A1	49,995.00 99.990	55,551.00 111.102	1.32	2,500	4.50
50,000	JP MORGAN CHASE & CO DTD 12/20/07 6.000 01/15/2018 MOODY'S RATING A2	50,071.50 100.143	59,859.50 119.719	1.42	3,000	5.01

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

R&M CLARK FAMILY FDN N/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE /SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
50,000	FED HOME LN MTG CORP MED TERM NOTE SER 0000 SER 0000 DTD 11/14/11 2.250 11/14/2018 MOODY'S RATING AAA	50,000.00 100.000	50,783.50 101.567	1.21	1,125	2.22
60,000	FED HOME LN BK DTD 10/08/10 3.125 10/08/2020 MOODY'S RATING AAA	64,010.40 106.684	63,906.60 106.511	1.52	1,875	2.93
TOTAL TAXABLE BONDS		428,216.65	460,628.24	10.96	17,237	3.74
MUNICIPALS						
50,000	DAVENPORT IOWA BUILD AMERICA BDS-TAXABLE-COMM DTD 11/02/09 3.000 06/01/2014 MOODY'S RATING AA2	49,999.00 99.998	51,666.00 103.332	1.23	1,500	2.90
50,000	OMAHA NEB SPL OBLIG OMAHA -REF REDEV DTD 03/25/08 4.900 02/01/2015 MOODY'S RATING AA2	50,000.00 100.000	51,505.00 103.010	1.23	2,450	4.76
50,000	BURNSVILLE MINN BUILD AMERICA BONDS-WTR-SER A DTD 02/11/10 4.450 12/20/2020 MOODY'S RATING AAA	50,000.00 100.000	55,757.00 111.514	1.33	2,225	3.99
50,000	MANITOWOC WIS BUILD AMERICA BONDS-TAXABLE-CO DTD 02/16/10 4.650 02/01/2021 MOODY'S RATING A1	50,000.00 100.000	56,178.00 112.356	1.34	2,325	4.14
50,000	MOUNT HOREB WIS AREA SCH DIST REF-TAXABLE-QUALIFIED ENERGY DTD 05/09/11 5.000 03/01/2022 MOODY'S RATING AA3	51,043.50 102.087	57,700.50 115.401	1.37	2,500	4.33

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

REA CLARK FAMILY FDN M/A
ACCOUNT NUMBER 11101900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE / SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
50,000	MOUNT PLEASANT WIS BUILD AMERICA BONDS DTD 11/18/09 5.700 11/01/2024 MOODY'S RATING AA2	52,198.00 104,396	55,980.00 111.960	1.33	2,850	5.09
TOTAL MUNICIPALS		303,240.50	328,786.50	7.83	13,850	4.21
EQUITIES						
321	ABBOT DOWNING GROWTH EQUITIES ACCENTURE PLC	7,130.89 22.215	21,346.50 66.500	0.51	520	2.44
487	AMERICAN EXPRESS CO	19,112.76 39.246	27,992.76 57.480	0.67	390	1.39
371	AMPHENOL CORP CL A	17,591.33 47.416	24,003.70 64.700	0.57	156	0.65
201	APACHE CORP	12,446.80 61.924	15,778.50 78.500	0.38	137	0.87
45	APPLE INC	10,036.53 223.034	23,947.79 532.173	0.57	477	1.99
410	BAXTER INTL INC	20,691.73 50.468	27,330.60 66.660	0.65	738	2.70
268	BERKSHIRE HATHAWAY INC.	21,206.44 79.129	24,039.60 89.700	0.57	0	0.00
93	BLACKROCK INC	14,292.70 153.685	19,224.03 206.710	0.46	558	2.90
265	CAPITAL ONE FINANCIAL CORP	13,261.05 50.042	15,351.45 57.930	0.37	53	0.35

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

R&M CLARK FAMILY FDM M/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
339	FMC TECHNOLOGIES INC	9,251.72 27.291	14,519.37 42.830	0.35	0	0.00
155	GOLDMAN SACHS GROUP INC	15,029.83 96.967	19,771.80 127.560	0.47	310	1.57
290	ILLINOIS TOOL WORKS INC	13,572.00 46.800	17,634.90 60.810	0.42	441	2.50
150	INTERCONTINENTAL EXCHANGE INC	18,673.67 124.491	18,571.50 123.810	0.44	0	0.00
220	MCDONALDS CORP	11,319.00 51.450	19,406.20 88.210	0.46	678	3.49
284	MCKESSON CORP	22,187.99 78.127	27,536.64 96.960	0.66	227	0.82
647	MICROSOFT CORP	18,504.52 28.600	17,281.18 26.710	0.41	595	3.44
320	NIKE INC CL B	6,804.78 21.265	16,512.00 51.600	0.39	134	0.81
446	NORDSTROM INC	16,662.43 37.360	23,861.00 53.500	0.57	482	2.02
270	PEPSICO INC	16,514.94 61.166	18,476.10 68.430	0.44	581	3.14
136	PERRIGO CO	11,374.36 83.635	14,148.08 104.030	0.34	49	0.35
81	PRECISION CASTPARTS CORP	10,037.39 123.918	15,343.02 189.420	0.37	10	0.07

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

R&M CLARK FAMILY FDN N/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
509	QUALCOMM INC	25,020.79 49.157	31,486.54 61.860	0.75	509	1.62
326	SCHLUMBERGER LTD	26,274.84 80.598	22,591.34 69.299	0.54	359	1.59
336	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM	15,229.20 45.325	19,272.96 57.360	0.46	420	2.18
371	TEXAS INSTRUMENTS INC	10,189.52 27.465	11,460.19 30.890	0.27	312	2.72
359	THERMO FISHER SCIENTIFIC INC	15,697.37 43.725	22,897.02 63.780	0.55	215	0.94
270	UNITED TECHNOLOGIES CORP	7,619.13 28.219	22,142.70 82.010	0.53	578	2.61
77	V F CORP	10,631.12 138.066	11,624.69 150.970	0.28	268	2.31
ABBOT DOWNING INTL 2,219	EQUITIES ABB LTD - ADR SPONSORED ADR	36,008.20 16.227	46,133.01 20.790	1.10	1,538	3.33
1,420	AFLAC INC	61,049.29 42.992	75,430.40 53.120	1.80	1,988	2.64
593	ALLISON TRANSMISSION HOLDINGS	11,942.82 20.140	12,109.06 20.420	0.29	142	1.17
935	BHP BILLITON LIMITED - ADR SPONSORED ADR	40,940.23 43.786	73,322.70 78.420	1.75	2,094	2.86
246	CNOOC - CHINA NATIONAL OFFSHOR - ADR SPONSORED ADR	46,396.12 188.602	54,120.00 220.000	1.29	1,227	2.27

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STATEMENT OF ASSETS AND LIABILITIES
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R&M CLARK FAMILY FDN M/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
1,060	DIAGEO PLC - ADR SPONSORED ADR	84,148.49 79.385	123,574.80 116.580	2.94	2,940	2.38
1,381	HSBC - ADR SPONSORED ADR	68,445.45 49.562	73,289.67 53.070	1.74	3,453	4.71
2,716	KOMATSU JPY 50.0	58,398.62 21.502	68,602.83 25.259	1.63	0	0.00
1,865	NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR	63,569.73 34.086	121,542.05 65.170	2.89	3,305	2.72
1,412	RECKITT BENCKISER PLC GBP	51,952.88 36.794	89,031.09 63.053	2.12	0	0.00
1,149	SAP AG - ADR SPONSORED ADR	59,034.10 51.379	92,356.62 80.380	2.20	776	0.84
5,303	TAIWAN SEMICONDUCTOR MANUFACTU - ADR SPONSORED ADR	55,673.15 10.498	90,999.48 17.160	2.17	2,111	2.32
2,753	TELEFONICA SA - ADR SPONSORED ADR	44,849.15 16.291	37,137.97 13.490	0.88	4,562	12.28
8,617	TESCO PLC 5P	42,819.62 4.969	47,063.32 5.462	1.12	0	0.00
1,214	TRANSOCEAN LTD.	57,030.08 46.977	54,217.24 44.660	1.29	0	0.00
ABBOT DOWNING SMALL-CAP EQUITIES 164	ANSYS INC	4,047.74 24.681	11,043.76 67.340	0.26	0	0.00
377	CLOUD PEAK ENERGY INC	7,531.50 19.977	7,287.41 19.330	0.17	0	0.00

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

R&A CLARK FAMILY FDM R/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
340	DENTSPLY INTL INC COM	11,484.73 33.779	13,467.40 39.610	0.32	75	0.56
800	EBIX, INC.	14,625.56 18.282	12,896.00 16.120	0.31	160	1.24
1,115	GENTEX CORP	22,442.30 20.128	21,017.75 18.850	0.50	580	2.76
333	GLOBAL PMTS INC W/I	14,416.54 43.293	15,084.90 45.300	0.36	27	0.18
243	GRACO INC	7,800.52 32.101	12,512.07 51.490	0.30	243	1.94
38	MARKEL HOLDINGS	10,956.30 288.324	16,469.96 433.420	0.39	0	0.00
518	MASTEC INC COM	12,157.33 23.470	12,913.74 24.930	0.31	0	0.00
241	MEDNAX INC	10,788.02 44.764	19,164.32 79.520	0.46	0	0.00
84	METTLER-TOLEDO INTL INC	6,886.50 81.982	16,237.20 193.300	0.39	0	0.00
188	MORNINGSTAR INC COM	5,675.34 30.188	11,812.04 62.830	0.28	94	0.80
388	NEUSTAR INC CL A	7,319.60 18.865	16,268.84 41.930	0.39	0	0.00
239	OCEANEERING INTL INC	2,655.71 11.112	12,855.81 53.790	0.31	172	1.34

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

REM CLARK FAMILY FDN A/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
195	OIL STATES INTERNATIONAL INC	13,034.14 66.842	13,950.30 71.540	0.33	0	0.00
1,254	ORBITAL SCIENCES CORP	16,990.99 13.549	17,267.58 13.770	0.41	0	0.00
207	ROCK-TENN CO CL A	10,452.88 50.497	14,471.37 69.910	0.34	186	1.29
295	SPECTRUM BRANDS HOLDINGS INC	12,357.18 41.889	13,254.35 44.930	0.32	0	0.00
1,017	STEEL DYNAMICS INC COM	13,326.88 13.104	13,963.41 13.730	0.33	407	2.91
114	TRANSDIGM GROUP INC COM	10,568.31 92.704	15,545.04 136.360	0.37	0	0.00
186	TUPPERWARE BRANDS CORPORATION	11,979.14 64.404	11,922.60 64.100	0.28	268	2.25
374	UGI CORP NEW COM	8,014.28 21.429	12,233.54 32.710	0.29	404	3.30
767	VCA ANTECH INC	18,669.38 24.341	16,145.35 21.050	0.38	0	0.00
201	WEX INC.	2,642.60 13.147	15,149.37 75.370	0.36	0	0.00
209	WILEY JOHN & SONS INC CL A	6,493.74 31.071	8,136.37 38.930	0.19	201	2.47
436	ZEBRA TECHNOLOGIES CORP CL A	14,571.99 33.422	17,139.16 39.310	0.41	0	0.00

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

R&A CLARK FAMILY FDM M/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
OTHER COMMON STOCKS						
986	ABBOTT LABS	53,708.37 54.471	64,583.00 65.500	1.54	552	0.85
686	CHEVRON CORP	68,858.89 100.377	74,184.04 108.140	1.77	2,470	3.33
654	COLGATE PALMOLIVE CO	55,688.74 85.151	68,369.16 104.540	1.63	1,622	2.37
657	CSX CORP	10,713.59 16.307	12,962.61 19.730	0.31	368	2.84
1,459	EDISON INTL COM	53,905.72 36.947	65,932.21 45.190	1.57	1,970	2.99
1,091	HEINZ H J CO	56,541.34 51.825	62,928.88 57.680	1.50	2,247	3.57
1,030	JOHNSON & JOHNSON	66,703.26 64.760	72,203.00 70.100	1.72	2,513	3.48
745	JPMORGAN CHASE & CO	24,987.08 33.540	32,756.98 43.969	0.78	894	2.73
1,933	PAYCHEX INC	61,630.00 31.883	60,116.30 31.100	1.43	2,552	4.25
535	PNC FINANCIAL SERVICES GROUP	33,397.32 62.425	31,195.85 58.310	0.74	856	2.74
3,315	STAPLES INC	40,657.50 12.265	37,791.00 11.400	0.90	1,459	3.86
998	TCF FINANCIAL	11,948.77 11.973	12,125.70 12.150	0.29	200	1.65

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

REA CLARK FAMILY FDN M/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
540	UNITED PARCEL SERVICE-CL B	39,552.19 73.245	39,814.20 73.730	0.95	1,231	3.09
714	WAL MART STORES INC	39,726.30 55.639	48,716.22 68.230	1.16	1,135	2.33
1,447	WASTE MANAGEMENT INC	49,722.80 34.363	48,821.78 33.740	1.16	2,055	4.21
852	3M CO COM	71,993.64 84.500	79,108.20 92.850	1.88	2,011	2.54
TOTAL COMMON STOCK		739,735.51	811,609.13	19.32	24,135	2.97
OTHER EQUITIES 2,479		68,292.86 27.549	62,446.01 25.190	1.49	3,719	5.96
TOTAL EQUITIES		2,284,540.33	2,864,747.18	68.19	64,004	2.23
OTHER HOLDINGS						
95	SPDR S & P 500 ETF TRUST	11,979.38 126.099	13,528.95 142.410	0.32	295	2.18
1,200	ISHARES MSCI ALL COUNTRY ASIA EX-JAPAN INDEX FUND	69,521.13 57.934	72,624.00 60.520	1.73	1,259	1.73
495	ISHARES MSCI EAFE	28,244.60 57.060	28,145.70 56.860	0.67	871	3.09
2,832	VANGUARD MSCI EMERGING MARKETS ETF	85,357.34 30.140	126,108.96 44.530	3.00	2,761	2.19

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STATEMENT OF ASSETS AND LIABILITIES
AS OF DECEMBER 31, 2012

REM CLARK FAMILY FDN M/A
ACCOUNT NUMBER 11104900

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE /SHARES	DESCRIPTION	COST VALUE UNIT COST	MARKET VALUE UNIT PRICE	% TOTAL MARKET	ESTIMATED ANNUAL INCOME	CURRENT YIELD
1,805	WISDOMTREE JAPAN HEDGED EQUITY FUND	63,031.54 34,921	66,568.40 36.880	1.58	996	1.50
785	AMEX ENERGY SELECT SPDR	47,558.32 60.584	56,064.70 71.420	1.33	1,021	1.82
1,155	AMEX MATERIALS SPDR	39,813.54 34.471	43,358.70 37.540	1.03	985	2.27
320	ISHARES DOW JONES SELECT DIVIDEND FD	17,412.30 54.413	18,316.80 57.240	0.44	679	3.71
1,430	JP MORGAN ALERIAN MLP INDEX EXCHANGE TRADED NOTE	57,201.74 40.001	54,997.80 38.460	1.31	2,893	5.26
TOTAL OTHER HOLDINGS		420,119.89	479,714.01	11.42	11,760	2.45
TOTAL INVESTMENTS		3,503,444.88	4,201,203.44	100.00	106,858	2.54

Values reflected for publicly-traded assets are from unaffiliated financial industry sources believed to be reliable. Values for non-publicly traded assets may be determined from other unaffiliated sources. Assets for which a current value is unavailable may be reflected at the last reported price, at par, or may be shown as having nominal or no value. Reported values may not be the price at which an asset may be sold. Asset values are updated as pricing becomes available from external sources, and may be updated less frequently than statements are generated.

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