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Form **990-PF**

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

OMB No 1545-0052

**2012**

Department of the Treasury  
 Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 7/1/2012, and ending 6/30/2013

Name of foundation: **ANN CLARK FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1501, NJ2-130-03-31**

Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **PENNINGTON NJ 08534-1501**

**A Employer identification number**  
22-3562127

**B Telephone number (see instructions)**  
609-274-6834

**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

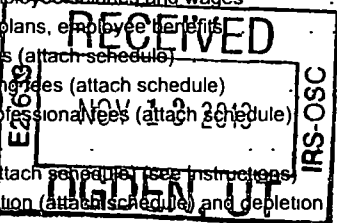
**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,925,923**

**J** Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (The total of 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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	96,936	96,936		
<b>5 a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6 a</b>	Net gain or (loss) from sale of assets not on line 10	63,243			
<b>b</b>	Gross sales price for all assets on line 6a <u>145,000</u>				
<b>7</b>	Capital gain net income (from Part IV, line 2)		63,243		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10 a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)				
<b>12</b>	<b>Total.</b> Add lines 1 through 11	160,179	160,179	0	
<b>13</b>	Compensation of officers, directors, trustees, etc	66,384	13,753		52,631
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16 a</b>	Legal fees (attach schedule)	4,961	4,465		496
<b>b</b>	Accounting fees (attach schedule)				
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions)				
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)				
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	71,345	18,218	0	53,127
<b>25</b>	Contributions, gifts, grants paid	110,500			110,500
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	181,845	18,218	0	163,627
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	-21,666			
<b>b</b>	Net investment income (if negative, enter -0-)		141,961		
<b>c</b>	Adjusted net income (if negative, enter -0-)			0	

ENVELOPE POSTMARK DATE NOV 08 2013

ANN FOUNDATION OPERATING AND ADMINISTRATIVE EXPENSES NOV 19 2013



44P

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	1,195	1,242	1,242
	2 Savings and temporary cash investments	221,444	241,088	241,088
	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			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,569,836	1,529,479	3,683,593
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe )				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,792,475	1,771,809	3,925,923	
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)	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. <input type="checkbox"/>			
	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	1,792,475	1,771,809	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	1,792,475	1,771,809		
31 Total liabilities and net assets/fund balances (see instructions)	1,792,475	1,771,809		

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	1,792,475
2 Enter amount from Part I, line 27a	2	-21,666
3 Other increases not included in line 2 (itemize) <b>FEDERAL EXCISE TAX REFUND</b>	3	1,540
4 Add lines 1, 2, and 3	4	1,772,349
5 Decreases not included in line 2 (itemize) <b>COST BASIS ADJUSTMENT</b>	5	540
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,771,809

**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 HEINZ H J CO PV 25CT			9/23/1997	6/10/2013
b HEINZ H J CO PV 25CT			9/23/1997	6/10/2013
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 108,750		61,318	47,432	
b 36,250		20,439	15,811	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			47,432	
b			15,811	
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }		2 63,243
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }		3 0

**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 nonchantable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	156,571	3,297,690	0.047479
2010	146,255	3,159,753	0.046287
2009	139,398	3,015,540	0.046227
2008	194,098	2,894,833	0.067050
2007	155,971	3,426,170	0.045523
2 Total of line 1, column (d)			2 0.252566
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 0.050513
4 Enter the net value of nonchantable-use assets for 2012 from Part X, line 5			4 3,656,901
5 Multiply line 4 by line 3			5 184,721
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,420
7 Add lines 5 and 6			7 186,141
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.			8 163,627

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

1 a 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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,839
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	0
3 Add lines 1 and 2		3	2,839
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,839
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,451	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,451	
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	1,388	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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)? <i>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</i>		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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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)			X
<b>12</b>	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)			X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
<b>14</b>	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
<b>15</b>	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			<input type="checkbox"/>
<b>16</b>	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 ▶		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
<b>1a</b> 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>b</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 ▶ <input type="checkbox"/>	<b>1b</b>	X
<b>c</b> 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?	<b>1c</b>	X
<b>2</b> 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))		
<b>a</b> 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 ▶ 20____, 20____, 20____, 20____		
<b>b</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)	<b>2b</b>	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
<b>3a</b> 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>b</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)	<b>3b</b>	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**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? **7b** N/A

**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
MERRILL LYNCH TRUST CO P.O. Box 1501 Pennington, NJ 08534-1501	CO-TRUSTEE 2.00	34,383		
MARY SPAANTRA P O BOX 1184 DENVILLE, NJ 07834	CO-TRUSTEE 14.00			
BRIAN NUNES-VAIS 19 W. HANOVER AVE MORRIS PLAINS, NJ 07	CO-TRUSTEE 9.00	18,000		
MARYANN NUNES-VAIS 19 W. HANOVER AVE MORRIS PLAINS, NJ 07	CO-TRUSTEE 6.00	14,001		

**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
NONE				

Total number of other employees paid over \$50,000 **0**

**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
NONE		
.....		
.....		
.....		
.....		
.....		

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**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 . . . . . ▶	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,502,650
<b>b</b>	Average of monthly cash balances	<b>1b</b>	209,940
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,712,590
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,712,590
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	55,689
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,656,901
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	182,845

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	182,845
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	2,839
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,839
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	180,006
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	180,006
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	180,006

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	163,627
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	163,627
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	163,627

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				180,006
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			110,150	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 <b>▶</b> \$ <u>163,627</u>				
<b>a</b> Applied to 2011, but not more than line 2a			110,150	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				53,477
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				126,529
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

N/A

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income . . . . .					0

**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) )

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

**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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	110,500
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0





ANN CLARK FOUNDATION

22-3562127 Page 1 of 2

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

MASS AUDUBON

**Street**

208 SOUTH GREAT ROAD

**City**

LINCOLN

**State**

MA

**Zip Code**

01773

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

7,500

**Name**

THE TRUSTEES OF RESERVATIONS

**Street**

572 ESSEX ST

**City**

BEVERLY

**State**

MA

**Zip Code**

01915

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

7,000

**Name**

MARTHA'S VINEYARD

**Street**

PO BOX 2101

**City**

EDGARTOWN

**State**

MA

**Zip Code**

02539

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

13,600

**Name**

RAPTOR TRUST

**Street**

1390 WHITEBRIDGE RD

**City**

MILLINGTON

**State**

NJ

**Zip Code**

07946

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

7,500

**Name**

SEA BRIGHT PARTNERSHIP

**Street**

PO BOX 3142

**City**

SEABRIGHT

**State**

NJ

**Zip Code**

07760

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

5,000

**Name**

SAIL MARTHA'S VINEYARD INC

**Street**

PO BOX 1998

**City**

VINEYARD HAVEN

**State**

MA

**Zip Code**

02568

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

7,500

ANN CLARK FOUNDATION

22-3562127 Page 2 of 2

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

COUNTY COLLEGE OF MORRIS FOUNDATION

**Street**

214 CENTER GROVE RD

**City**

RANDOLPH

**State**

NJ

**Zip Code**

07869

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

32,400

**Name**

EDUCATION FOUNDATION OF MORRIS PLAINS

**Street**

500 SPEEDWELL AVE

**City**

MORRIS PLAINS

**State**

NJ

**Zip Code**

07950

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

20,000

**Name**

HUDSON RIVER FISHERMAN'S ASSOCIATION NJ CHAPTER

**Street**

PO BOX 421

**City**

CRESSKILL

**State**

NJ

**Zip Code**

07026

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

7,500

**Name**

MOUNT SAINT JOSEPH

**Street**

637 CAMBRIDGE ST

**City**

BRIGHTON

**State**

MA

**Zip Code**

02135

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3)

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

2,500

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Date Acquired	Check "X" if Purchaser is a Business	Date Sold	Acquisition Method	Date Sold	Totals		Net Gain or Loss
									Capital Gains/Losses	Other sales	
	Long Term CG Distributions	Amount							Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Short Term CG Distributions								145,000	81,757	63,243
									0	0	0
1	HEINZ H J CO PV 25CT	423074103		9/23/1997		6/10/2013			6.1318		47,432
2	HEINZ H J CO PV 25CT	423074103		9/23/1997		6/10/2013			20,439		15,811
									108,750		
									36,250		
										Expense of Sale and Cost of Improvements	
										Valuation Method	
										Depreciation	
										Adjustments	

**Part I, Line 16a (990-PF) - Legal Fees**

		4,961	4,465	0	496
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	4,961	4,465		496

**Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General**

A COPY OF THE 990-PF IS NOT REQUIRED TO BE SENT TO THE ATTORNEY GENERAL

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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	MERRILL LYNCH TRUST CO	X	P O Box 1501	Pennington	NJ	08534-1501		CO-TRUSTEE	2.00	34,383		
2	MARY SPANTRÁ		P O BOX 1184	DENVILLE	NJ	07834		CO-TRUSTEE	14.00			
3	BRIAN NUNES-VAIS		19 W HANOVER AVE	MORRIS PLAINS	NJ	07950-2108		CO-TRUSTEE	9.00	18,000		
4	MARYANN NUNES-VAIS		19 W HANOVER AVE	MORRIS PLAINS	NJ	07950-2108		CO-TRUSTEE	6.00	14,001		
5												

66,384

0

0

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return . . . . .	1	1,451
2 First quarter estimated tax payment . . . . .	2	
3 Second quarter estimated tax payment . . . . .	3	
4 Third quarter estimated tax payment . . . . .	4	
5 Fourth quarter estimated tax payment . . . . .	5	
6 Other payments . . . . .	6	0
7 Total . . . . .	7	1,451

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

<b>1</b>	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	<b>1</b>	110,150
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	110,150

CLARK PRIVATE FOUND

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

June 01, 2013 - June 28, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.20	0.20		.20		
BIF MONEY FUND	159,133.00	159,133.00	1.0000	159,133.00		
<b>TOTAL</b>		<b>159,133.20</b>		<b>159,133.20</b>		

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
ABBOTT LABS	ABT	09/23/97	4,500	14.4419	64,988.87	34.8800	156,960.00	91,971.13	2,520 1.60
ABBVIE INC SHS	ABBV	09/23/97	4,500	15.6610	70,474.88	41.3400	186,030.00	115,555.12	7,200 3.87
BECTON DICKINSON CO	BDX	08/16/96	500	1.8500	925.00	98.8300	49,415.00	48,490.00	990 2.00
		09/23/97	1,300	1.8500	2,405.00	98.8300	128,479.00	126,074.00	2,574 2.00
		09/23/97	200	1.8500	370.00	98.8300	19,766.00	19,396.00	396 2.00
		09/23/97	300	1.8500	555.00	98.8300	29,649.00	29,094.00	594 2.00
<b>Subtotal</b>			<b>2,300</b>		<b>4,255.00</b>		<b>227,309.00</b>	<b>223,054.00</b>	<b>4,554 2.00</b>
BERKSHIRE HATHAWAY INC DEL CL B NEW	BRKB	02/23/99	1,000	48.0850	48,085.00	111.9200	111,920.00	63,835.00	
BOEING COMPANY	BA	09/23/97	700	53.5600	37,492.00	102.4400	71,708.00	34,216.00	1,359 1.89
COCA COLA COM	KO	09/23/97	8,000	29.8900	239,120.00	40.1100	320,980.00	81,760.00	8,960 2.79
COLGATE PALMOLIVE	CL	05/28/97	800	6.5600	5,248.00	57.2900	45,832.00	40,584.00	1,089 2.37
		09/23/97	7,200	6.5600	47,232.00	57.2900	412,488.00	365,256.00	9,793 2.37
<b>Subtotal</b>			<b>8,000</b>		<b>52,480.00</b>		<b>458,320.00</b>	<b>405,840.00</b>	<b>10,882 2.37</b>
COMCAST CORP NEW CL A	CMCSA	02/19/13	1,000	41.4000	41,400.00	41.7500	41,750.00	350.00	781 1.86
CONOCOPHILLIPS	COP	04/07/11	700	61.9715	43,380.10	60.5000	42,350.00	(1,030.10)	1,848 4.36
EXXON MOBIL CORP COM	XOM	08/01/08	1,000	79.9590	79,959.00	90.3500	90,350.00	10,391.00	2,521 2.78
FREEPRT-MCMRAN CPR & GLD	FCX	04/07/11	1,000	56.8091	56,809.10	27.6100	27,610.00	(29,199.10)	1,250 4.52

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4 of 13



CLARK PRIVATE FOUND

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

June 01, 2013 - June 28, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
GENERAL ELECTRIC	GE	08/01/08	1,000	28.2900	28,290.00	23.1900	23,190.00	(5,100.00)	761	3.27
GENERAL MILLS	GIS	11/07/90 09/23/97	1,384 3,816	6.7750 6.7750	9,376.60 25,853.40	48.5300 48.5300	67,165.52 185,190.48	57,788.92 159,337.08	2,104 5,801	3.13 3.13
<b>Subtotal</b>			<b>5,200</b>		<b>35,230.00</b>		<b>252,356.00</b>	<b>217,126.00</b>	<b>7,905</b>	<b>3.13</b>
INTL BUSINESS MACHINES CORP IBM	IBM	05/01/96 05/29/97	200 200	24.8100 24.8100	4,962.00 4,962.00	191.1100 191.1100	38,222.00 38,222.00	33,260.00 33,260.00	761 761	1.98 1.98
<b>Subtotal</b>			<b>400</b>		<b>9,924.00</b>		<b>76,444.00</b>	<b>66,520.00</b>	<b>1,522</b>	<b>1.98</b>
JOHNSON AND JOHNSON COM	JNJ	09/23/97 09/23/97	2,600 1,400	29.8100 29.8100	77,506.00 41,734.00	85.8600 85.8600	223,236.00 120,204.00	145,730.00 78,470.00	6,865 3,697	3.07 3.07
<b>Subtotal</b>			<b>4,000</b>		<b>119,240.00</b>		<b>343,440.00</b>	<b>224,200.00</b>	<b>10,562</b>	<b>3.07</b>
MCDONALDS CORP COM	MCD	09/23/97	2,000	48.4300	96,860.00	99.0000	198,000.00	101,140.00	6,160	3.11
PEPSICO INC	PEP	09/23/97 09/23/97	300 3,700	38.7100 38.7100	11,613.00 143,227.00	81.7900 81.7900	24,537.00 302,623.00	12,924.00 159,396.00	681 8,399	2.77 2.77
<b>Subtotal</b>			<b>4,000</b>		<b>154,840.00</b>		<b>327,160.00</b>	<b>172,320.00</b>	<b>9,080</b>	<b>2.77</b>
PFIZER INC	PFE	09/23/97 09/23/97 09/23/97 09/23/97	1,000 700 4,400 500	20.6000 20.6000 20.6000 20.6000	20,600.00 14,420.00 90,640.00 10,300.00	28.0100 28.0100 28.0100 28.0100	28,010.00 19,607.00 123,244.00 14,005.00	7,410.00 5,187.00 32,604.00 3,705.00	960 672 4,224 480	3.42 3.42 3.42 3.42
<b>Subtotal</b>			<b>6,500</b>		<b>135,960.00</b>		<b>184,866.00</b>	<b>48,906.00</b>	<b>6,336</b>	<b>3.42</b>
TRAVELERS COS INC	TRV	04/07/11	1,000	59.6600	59,660.00	79.9200	79,920.00	20,260.00	2,000	2.50
WAL-MART STORES INC	WMT	09/23/97	4,000	18.7800	75,120.00	74.4900	297,960.00	222,840.00	7,520	2.52
WALGREEN CO	WAG	09/23/97	3,000	13.3400	40,020.00	44.2000	132,600.00	92,580.00	3,301	2.48

CLARK PRIVATE FOUND

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

June 01, 2013 - June 28, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Income	Yield%
WILLIAMS COMPANIES DEL	WMB	09/23/97	500	35.8910	17,945.51	32.4700	16,235.00	(1,710.51)	705	705	4.34
		09/29/97	500	35.8910	17,945.51	32.4700	16,235.00	(1,710.51)	705	705	4.34
<b>Subtotal</b>			<b>1,000</b>		<b>35,891.02</b>		<b>32,470.00</b>	<b>(3,421.02)</b>	<b>1,410</b>	<b>1,410</b>	<b>4.34</b>
<b>TOTAL</b>					<b>1,529,478.97</b>		<b>3,683,593.00</b>	<b>2,154,114.03</b>	<b>98,432</b>	<b>98,432</b>	<b>2.67</b>
<b>TOTAL PRINCIPAL INVESTMENTS</b>					<b>1,688,612.17</b>		<b>3,842,726.20</b>	<b>2,154,114.03</b>	<b>98,432</b>	<b>98,432</b>	<b>2.56</b>

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS**

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1,241.86	1,241.86		1,241.86		
BIF MONEY FUND	81,955.00	81,955.00	1.0000	81,955.00		
<b>TOTAL</b>		<b>83,196.86</b>		<b>83,196.86</b>		
<b>TOTAL INCOME INVESTMENTS</b>		<b>83,196.86</b>		<b>83,196.86</b>		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Accrued Interest	Estimated Annual Income	Current Yield%
<b>TOTAL PRINCIPAL/INCOME INVESTMENTS</b>	<b>1,771,809.03</b>	<b>3,925,923.06</b>	<b>2,154,114.03</b>		<b>98,432</b>	<b>2.51</b>

**YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS**

DIVIDENDS/INTEREST INCOME TRANSACTIONS				Income Cash	Principal Cash	Income Year To Date
Date	Transaction Type	Quantity	Description			
06/03	Dividend		CONOCOPHILLIPS DIVIDEND	462.00		

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6 of 13