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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

Open to Public Inspection

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.

For calendar year 2012 or tax year beginning

09/01, 2012, and ending

08/31, 2013

Name of foundation

EDWARD P CLARK MEMORIAL TR 10 -101230022400

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

A Employer identification number

01-6035550

B Telephone number (see instructions)

207- 623-5624

KEYBANK, 4900 TIEDEMAN OH-01-49-0150

City or town, state, and ZIP code

BROOKLYN, OH 44144-2302

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeC 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 ☐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) ▶ \$

7,398,949.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total 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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
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	198,589.	198,589.		STMT 1
5a Gross rents				
b Net rental income or (loss)	471,140.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	1,139,691.			
7 Capital gain net income (from Part IV, line 2)		471,140.		
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) (attach schedule)				
11 Other income (attach schedule)	5,089.			STMT 2
12 Total. Add lines 1 through 11	674,818.	669,729.		12,894.
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	51,575.	38,681.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	1,750.	NONE	NONE	1,750.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	3,818.	818.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	18.			18.
24 Total operating and administrative expenses. Add lines 13 through 23	57,161.	39,499.	NONE	14,662.
25 Contributions, gifts, grants paid	368,617.			368,617.
26 Total expenses and disbursements. Add lines 24 and 25	425,778.	39,499.	NONE	383,279.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	249,040.			
b Net investment income (if negative, enter -0-)		630,230.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule) . .				
	b Investments - corporate stock (attach schedule)				
	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)	STMT 6	5,341,319.	5,590,362.	7,398,949.
	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)		5,341,319.	5,590,362.	7,398,949.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons .				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	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		5,341,319.	5,590,362.	
	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)		5,341,319.	5,590,362.	
	31 Total liabilities and net assets/fund balances (see instructions)		5,341,319.	5,590,362.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,341,319.
2 Enter amount from Part I, line 27a	2	249,040.
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	3.
4 Add lines 1, 2, and 3	4	5,590,362.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,590,362.

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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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,127,878.		668,551.	459,327.		
b 11,813.			11,813.		
c					
d					
e					
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			459,327.		
b			11,813.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	471,140.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	354,238.	6,858,345.	0.051651
2010	340,269.	6,987,792.	0.048695
2009	323,731.	6,507,844.	0.049745
2008	230,366.	5,950,748.	0.038712
2007			
2 Total of line 1, column (d)			0.188803
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			0.047201
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		7,209,509.	
5 Multiply line 4 by line 3			340,296.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6,302.
7 Add lines 5 and 6			346,598.
8 Enter qualifying distributions from Part XII, line 4			383,279.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary - see instructions)		1	6,302.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	6,302.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,302.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012.	6a	1,696.	
b Exempt foreign organizations - tax withheld at source.	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868).	6c	NONE	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	1,696.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	4,606.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ NONE Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☒ \$ (2) On foundation managers. ☒ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$		
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) ☒ ME		
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

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?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>KEYBANK NA</u> Telephone no. ▶ <u>(216) 813-4611</u> Located at ▶ <u>4900 TIEDEMAN RD, OH-01-49-0150, BROOKLYN, OH</u> ZIP+4 ▶ <u>44144-2302</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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)? ☐	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)	2b	X
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.)	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)? (see instructions) ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEYBANK N A 286 WATER STREET, AUGUSTA, ME 04330	TRUSTEE 1	51,575.	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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	7,319,298.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,319,298.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,319,298.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,789.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,209,509.
6	Minimum investment return. Enter 5% of line 5	6	360,475.

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	360,475.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,302.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,302.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	354,173.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	354,173.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	354,173.

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	383,279.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	383,279.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	6,302.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	376,977.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				354,173.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			49,456.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ <u>383,279.</u>				
a Applied to 2011, but not more than line 2a			49,456.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				333,823.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				20,350.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

N/A

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

N/A

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

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

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

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
a Paid during the year				
MILES MEMORIAL HOSPITAL INC C/O JULIE GEYER D 35 MILES ST DAMARISCOTTA ME 04543	NONE	PUBLIC CHA	FOR EDUCATION AND RESEARCH	55,292.
SECOND CONGREGATIONAL CHURCH C/O BRUCE BARTLE P O BOX 243 - RIVER RD NEWCASTLE ME 04553	NONE	CHURCH	UNRESTRICTED	36,862.
MAINE CANCER FOUNDATION 170 US ROUTE 1 STE 250 FALMOUTH ME 04105	NONE	PUBLIC CHA	UNRESTRICTED	36,862.
MASSACHUSETTS INST OF TECHNOLOG C/O JO ANNE G 238 MAIN ST STE 200 CAMBRIDGE MA 02142	NONE	PUBLIC CHA	FOR SCHOLARSHIPS FOR DESERVING STUDENTS	73,723.
BENEVOLENT FDN-ANCIENT ACCEPT SCOTTISH RITES OF SUPREME COUNC LEXINGTON MA	NONE	PUBLIC CHA	FOR MENTAL HEALTH RESEARCH	36,862.
BENEFICENT CONGREGATIONAL CHURCH 300 WEYBOSSET ST PROVIDENCE RI 02903	NONE	CHURCH	FOR JEANNE KINGSLEY CLARK MEMORIAL FLOWER FD	36,862.
SHRINERS HOSPITAL FOR CHILDREN MGR-TRUST & INVESTMENT ACCTG TAMPA FL 33631	NONE	PUBLIC CHA	UNRESTRICTED	92,154.
Total			3a	368,617.
b Approved for future payment				
Total			3b	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS & INTEREST	198,589.	198,589.
	-----	-----
TOTAL	198,589.	198,589.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

5,089.
=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	818.	818.
FEDERAL TAX PAYMENT - PRIOR YE	3,000.	
	-----	-----
TOTALS	3,818.	818.
	=====	=====

EDWARD P CLARK MEMORIAL TR 10 -101230022400

01-6035550

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -

18.

18.

TOTALS

18.

18.

EDWARD P CLARK MEMORIAL TR 10 -101230022400

01-6035550

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F
-------------	------------------------

ENDING BOOK VALUE	ENDING FMV
----------------------	---------------

SEE ATTACHED

C

TOTALS

5,590,362.	7,398,949.
5,590,362.	7,398,949.
=====	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS 1,905.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

1,905.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS 9,908.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

9,908.00
=====

PRIVATE FOUNDATIONS
MONTHLY SUMMARY

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TAX ANALYST/NAME
608 CALL B CALVEY

OUNT 10 123 0022400 ACCOUNT NAME CLARK EDWARD P MEMORIAL PFDN

MONTH	MARKET VALUE	CASH	OTHER
SEPTEMBER	7,187,079.54	-43,772.58	7,230,852.12
CTOBER	7,127,159.38	0.00	7,127,159.38
OVEMBER	7,173,843.70	0.00	7,173,843.70
ECENBER	7,142,192.10	-22,536.49	7,164,728.59
ANUARY	7,317,412.30	0.00	7,317,412.30
EBRUARY	7,341,403.23	0.00	7,341,403.23
ARCH	7,407,686.95	-61,913.14	7,469,600.09
PRIL	7,475,874.76	0.00	7,475,874.76
AY	7,481,892.90	0.00	7,481,892.90
UNE	7,245,755.23	-68,367.59	7,314,122.82
ULY	7,532,325.57	0.00	7,532,325.57
UGUST	7,398,949.24	0.00	7,398,949.24
MONTHLY AVG	7,319,297.91	-16,382.48	7,335,680.39

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CUSIP	ASSET NAME	ACCOUNT NAME	TAX ANALYST/NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
00206R102	AT&T INC COM			33,830.00	0.00	26,862.50	1,000.000
002824100	ABBOTT LABS COM			26,664.00	0.00	7,036.56	800.000
00287Y109	ABBVIE INC COM			34,088.00	0.00	7,630.54	800.000
008882532	INVESCO INTERNATIONAL GROWTH FD OPEN-END FUND CL Y			183,000.00	0.00	174,360.00	6,000.000
023135106	AMAZON COM INC COM			56,196.00	0.00	16,928.02	200.000
031162100	AMGEN INC COM			76,258.00	0.00	43,209.38	700.000
032511107	ANADARKO PETE CORP COM			63,994.00	0.00	20,233.50	700.000
037411105	APACHE CORP COM			42,840.00	0.00	16,530.50	500.000
037833100	APPLE INC COM			48,721.60	0.00	9,507.31	100.000
039483102	ARCHER DANIELS MIDLAND CO COM			31,689.00	0.00	21,998.34	900.000
053015103	AUTOMATIC DATA PROCESSING INC COM			71,160.00	0.00	11,821.94	1,000.000
064149A64	BANK OF NOVA SCOTIA FGN SR NT DTD 01/22/10 3.40% DUE 01/22/15			103,726.00	0.00	100,216.00	100,000.000
064149107	BANK OF NOVA SCOTIA FGN COM			33,300.00	0.00	28,770.76	600.000
06739GAR0	BARCLAYS BANK PLC FGN SR NT DTD 01/08/10 5.125% DUE 01/08/20			110,006.00	0.00	99,000.00	100,000.000
073730103	BEAM INC COM			25,060.00	0.00	18,578.92	400.000
09247XAE1	BLACKROCK INC NOTE SER 2 DTD 12/10/09 5.00% DUE 12/10/19			28,142.50	0.00	24,935.00	25,000.000
126650100	CVS/CAREMARK CORP			58,050.00	0.00	18,893.75	1,000.000

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
151020104	CELGENE CORP COM	69,990.00	0.00	28,594.58	500.000
156700106	CENTURYLINK INC COM	24,840.00	0.00	21,222.50	750.000
166764100	CHEVRON CORP COM	60,215.00	0.00	18,135.69	500.000
191216AR1	COCA-COLA CO SENIOR NT DTD 11/15/10 3.15% DUE 11/15/20	50,873.00	0.00	48,375.00	50,000.000
191216100	COCA COLA CO COM	53,452.00	0.00	16,572.50	1,400.000
19416QEA4	COLGATE-PALMOLIVE CO MED TERM NT SER H DTD 08/01/12 1.95% DUE 02/01/23	44,507.50	0.00	48,250.00	50,000.000
194162103	COLGATE PALMOLIVE CO COM	63,547.00	0.00	7,954.37	1,100.000
1941989B5	KT SMALL CAP FUND	154,917.37	0.00	129,949.66 ✓	1,250.000
194198917	KT FIXED INCOME FUND	314,090.56	0.00	307,816.29 ✓	48,449.831
197199813	COLUMBIA ACORN INTERNATIONAL FD OPEN-END FUND CL Z	195,570.00	0.00	184,035.00	4,500.000
20825C104	CONOCOPHILLIPS COM	53,040.00	0.00	16,942.03	800.000
22160K105	COSTCO WHOLESALE CORP COM	44,748.00	0.00	21,804.00	400.000
24702RAL5	DELL INC SENIOR NT DTD 09/10/10 2.30% DUE 09/10/15	49,500.50	0.00	50,228.50	50,000.000
25179M103	DEVON ENERGY CORP COM	45,672.00	0.00	25,116.00	800.000
2635534109	DU PONT E I DE NEMOURS & CO COM	28,310.00	0.00	21,383.00	500.000
268648102	EMC CORP COM	38,670.00	0.00	35,321.05	1,500.000
291011104	EMERSON ELEC CO	60,370.00	0.00	13,556.25	1,000.000

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
30161N101	EXELON CORP COM	30,490.00	0.00	26,674.50	1,000.000
30231G102	EXXON MOBIL CORP COM	52,296.00	0.00	10,818.21	600.000
3133EAXE3	FEDERAL FARM CR BANKS DEB DTD 07/10/12 2.98% DUE 07/10/26	45,503.00	0.00	50,000.00	50,000.000
313381X59	FEDERAL HOME LN BANKS DEB DTD 02/07/13 2.96% DUE 02/07/28	45,142.50	0.00	50,000.00	50,000.000
315616102	F5 NETWORKS INC COM	25,014.00	0.00	26,401.50	300.000
35671D857	FREEMPORT-MCMORAN COPPER & GOLD COM	15,110.00	0.00	10,207.50	500.000
369550108	GENERAL DYNAMICS CORP COM	62,437.50	0.00	22,166.25	750.000
36966RCW1	GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 06/04/10 5.15% DUE 06/15/22	106,612.00	0.00	100,000.00	100,000.000
36966TAE2	GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 09/30/10 4.50% DUE 09/15/25	50,653.50	0.00	50,000.00	50,000.000
36966TCN0	GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 07/08/11 4.55% DUE 07/15/24	51,559.50	0.00	50,000.00	50,000.000
375558103	GILEAD SCIENCES INC COM	96,432.00	0.00	24,980.00	1,600.000
41013NBW7	JOHN HANCOCK LIFE INS CO MED TERM NT SER SIGN DTD 09/10/04 5.10% DUE 09/15/16	26,572.00	0.00	25,000.00	25,000.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	287,990.71	0.00	303,525.49	4,431.308
452308109	ILLINOIS TOOL WKS INC COM	35,735.00	0.00	26,082.60	500.000
458140100	INTEL CORP COM	43,960.00	0.00	7,843.75	2,000.000

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	38,020.00	0.00	44,438.98	1,000.000
464287242	ISHARES IBOX \$INVESTMENT BD FD CLOSED-END FUND	508,725.00	0.00	488,521.00	4,500.000
464287481	ISHARES RUSSELL MIDCAP GRWTH IDX CLOSED-END FUND	149,200.00	0.00	120,939.80	2,000.000
464287648	ISHARES RUSSELL 2000 GWTH INDEX CLOSED-END FUND	176,310.00	0.00	143,276.95	1,500.000
478160104	JOHNSON & JOHNSON COM	69,128.00	0.00	19,570.00	800.000
478366107	JOHNSON CONTROLS INC COM	72,954.00	0.00	18,405.00	1,800.000
548661107	LOWES COS INC COM	68,730.00	0.00	17,428.13	1,500.000
571748102	MARSH & MCLENNAN COS INC COM	37,107.00	0.00	14,377.50	900.000
585055AR7	MEDTRONIC INC SENIOR NT DTD 03/16/10 3.00% DUE 03/15/15	51,726.50	0.00	50,000.00	50,000.000
585055106	MEDTRONIC INC COM	51,750.00	0.00	11,778.13	1,000.000
594918104	MICROSOFT CORP COM	60,120.00	0.00	10,896.87	1,800.000
637071101	NATIONAL-OILWELL VARCO INC COM	44,580.00	0.00	24,283.44	600.000
674599105	OCCIDENTAL PETE CORP DEL COM	26,463.00	0.00	24,965.16	300.000
6933390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	283,429.20	0.00	297,915.27	26,613.070
713448108	PEPSICO INC COM	59,797.50	0.00	31,628.50	750.000
718546104	PHILLIPS 66 COM	28,550.00	0.00	6,402.19	500.000
74005F104	PRAXAIR INC COM	46,960.00	0.00	11,319.00	400.000

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
742718DM8	PROCTER & GAMBLE CO NOTE DTD 02/06/09 3.50% DUE 02/15/15	52,072.50	0.00	49,801.00	50,000.000
747525103	QUALCOMM INC COH	33,140.00	0.00	19,857.75	500.000
7495200A1	KT SHORT TERM DEPOSIT FUND	280,527.86	21,774.98	302,302.84	302,302.840
755111507	RAYTHEON CO COH	30,164.00	0.00	22,288.64	400.000
780905600	ROYCE FD PREMIER SER MUTUAL FUND	86,218.40	0.00	77,851.17	4,000.854
780905782	ROYCE SPECIAL EQUITY FUND OPEN-END FUND	132,373.17	0.00	99,382.48	5,557.228
806857108	SCHLUMBERGER LTD FGN COH	72,846.00	0.00	12,881.80	900.000
81369Y605	FINANCIAL SELECT SECTOR SPDR CLOSED-END FUND	19,440.00	0.00	15,690.00	1,000.000
81369Y803	TECHNOLOGY SELECT SECTOR SPDR FD CLOSED-END FUND	31,400.00	0.00	30,970.00	1,000.000
826197501	SIEMENS AG SPONS ADR	37,156.00	0.00	46,316.19	350.000
826552101	SIGMA ALDRICH CORP COH	53,605.50	0.00	16,074.25	650.000
832696405	SMUCKER J M CO COH	53,070.00	0.00	29,475.55	500.000
842587107	SOUTHERN CO COH	41,620.00	0.00	26,950.00	1,000.000
863667101	STRYKER CORP COH	50,167.50	0.00	33,705.00	750.000
872407101	TFS MARKET NEUTRAL FUND OPEN-END FUND	70,718.22	0.00	65,238.30	4,550.722
87612E106	TARGET CORP COH	50,648.00	0.00	25,265.01	800.000
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	309,039.16	0.00	322,840.93	24,468.659

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	45,864.00	0.00	39,370.58	1,200.000
883203101	TEXTRON INC COM	53,880.00	0.00	46,147.50	2,000.000
88579V101	3M CO COM	73,827.00	0.00	41,546.25	650.000
89233P6P6	TOYOTA MOTOR CREDIT CORP MED TERM NT STEP UP DTD 09/19/12 ADJ% DUE 09/19/27	45,227.00	0.00	49,750.00	50,000.000
89417E109	TRAVELERS COS INC COM	55,930.00	0.00	27,166.10	700.000
902973304	US BANCORP COM	27,097.50	0.00	21,277.50	750.000
913017109	UNITED TECHNOLOGIES CORP COM	60,060.00	0.00	19,906.00	600.000
91324P102	UNITEDHEALTH GROUP INC COM	71,740.00	0.00	26,885.00	1,000.000
922042858	VANGUARD FTSE EMERGING MKTS ETF CLOSED-END FUND	113,160.00	0.00	137,718.90	3,000.000
92343V104	VERIZON COMMUNICATIONS INC COM	47,380.00	0.00	43,925.33	1,000.000
92826C839	VISA INC COM CL A	61,047.00	0.00	24,562.33	350.000
928563402	VHWARE INC COM CL A	25,245.00	0.00	26,438.30	300.000
931142CP6	WAL-MART STORES INC NOTE DTD 01/23/09 4.125% DUE 02/01/19	54,539.50	0.00	48,112.00	50,000.000
931142CU5	WAL-MART STORES INC SENIOR NT DTD 07/08/10 3.625% DUE 07/08/20	52,363.00	0.00	50,000.00	50,000.000
949746101	WELLS FARGO CO COM	57,512.00	0.00	29,050.62	1,400.000

*** TOTAL *** 7,377,174.25 21,774.98 5,590,362.48 1,447,474.511

7,398,949.23