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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE GLADYS AND FRANKLIN CLARK FOUNDATION		A Employer identification number 54-1640751	
Number and street (or P O box number if mail is not delivered to street address) 809 RICHMOND ROAD		B Telephone number (see instructions) (757) 229-3063	
City or town, state or province, country, and ZIP or foreign postal code WILLIAMSBURG, VA 23185		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,598,543	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	116,145	116,145		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	363,197			
	b Gross sales price for all assets on line 6a 1,248,500				
	7 Capital gain net income (from Part IV, line 2) . . .		363,197		
	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)	17,938	17,938		
	12 Total. Add lines 1 through 11	497,280	497,280		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	54,000	40,500		13,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,900	6,675		2,225
	c Other professional fees (attach schedule)	63,452	63,452		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,779	3,866		13
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,123	7,004		1,035
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	141,254	121,497		16,773
	25 Contributions, gifts, grants paid	360,000			360,000
	26 Total expenses and disbursements. Add lines 24 and 25	501,254	121,497		376,773
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,974			
	b Net investment income (if negative, enter -0-)		375,783		
	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	97,614	71,599	71,599
	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	499		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,258,634	4,273,737	5,184,872
	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)	1,247,634	1,260,736	1,342,072
	14	Land, buildings, and equipment basis ▶ _____ 8,257 Less accumulated depreciation (attach schedule) ▶ _____ 8,257			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,604,381	5,606,072	6,598,543
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	5,604,381	5,606,072	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,604,381	5,606,072	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,604,381	5,606,072	

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	5,604,381
2	Enter amount from Part I, line 27a	2	-3,974
3	Other increases not included in line 2 (itemize) ▶ _____	3	6,632
4	Add lines 1, 2, and 3	4	5,607,039
5	Decreases not included in line 2 (itemize) ▶ _____	5	967
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,606,072

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	P		
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 1,160,195		885,303	274,892
b 88,305			88,305
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			274,892
b			88,305
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	363,197
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2012	394,393	6,387,659	0 061743
2011	446,468	6,627,266	0 067368
2010	425,656	6,628,077	0 064220
2009	514,807	6,089,841	0 084535
2008	358,400	7,352,253	0 048747

2 Total of line 1, column (d).	2	0 326613
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 065323
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,553,987
5 Multiply line 4 by line 3.	5	428,126
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,758
7 Add lines 5 and 6.	7	431,884
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	376,773

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
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	7,516
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	7,516
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,516
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,200
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	9,700
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	11
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,173
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 2,173 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

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?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
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>	2		No
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>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
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>	5		No
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?	6	Yes	
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>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA			
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>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of GILBERT BARTLETT PRESIDENT Telephone no (757) 229-1910 Located at 809 RICHMOND ROAD WILLIAMSBURG VA ZIP+4 23185			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2013?.	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GILBERT A BARTLETT	PRESIDENT/DIRECTOR	0	0	0
809 RICHMOND ROAD	3 75			
WILLIAMSBURG,VA 23185				
JOSEPH W MONTGOMERY	TREASURER/DIRECTOR	0	0	0
809 RICHMOND ROAD	3 75			
WILLIAMSBURG,VA 23185				
L ALVIN GARRISON	SECERTARY/DIRECTOR	0	0	0
809 RICHMOND ROAD	3 75			
WILLIAMSBURG,VA 23185				
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.		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 THE GLADYS AND FRANKLIN CLARK FOUNDATION MAKES GRANTS TO QUALIFYING CHARITABLE ORGANIZATIONS AND DOES NOT CARRY ON CHARITABLE ACTIVITIES DIRECTLY	0
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,528,601
b	Average of monthly cash balances.	1b	125,193
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,653,794
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	6,653,794
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	99,807
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,553,987
6	Minimum investment return. Enter 5% of line 5.	6	327,699

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	327,699
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,516
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,516
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	320,183
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	320,183
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	320,183

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	376,773
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	376,773
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	376,773
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				320,183
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	627			
b From 2009.	211,389			
c From 2010.	99,324			
d From 2011.	118,981			
e From 2012.	79,332			
f Total of lines 3a through e.	509,653			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 376,773				
a Applied to 2012, but not more than line 2a			0	
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 2013 distributable amount.				320,183
e Remaining amount distributed out of corpus	56,590			
5 Excess distributions carryover applied to 2013 (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	566,243			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	627			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	565,616			
10 Analysis of line 9				
a Excess from 2009. . . .	211,389			
b Excess from 2010. . . .	99,324			
c Excess from 2011. . . .	118,981			
d Excess from 2012. . . .	79,332			
e Excess from 2013. . . .	56,590			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)

[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

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 or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2014-10-28	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name RICHARD G SMITH	Preparer's Signature	Date 2014-10-28	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00182660
	Firm's name ▶ PBMARES LLP			Firm's EIN ▶ 54-0737372	
	Firm's address ▶ 434 MCLAWS CIRCLE SUITE 201 WILLIAMSBURG, VA 23185			Phone no (757) 229-7180	

TY 2013 Accounting Fees Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

EIN: 54-1640751

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	8,900	6,675		2,225

TY 2013 Investments Corporate
Stock Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION
EIN: 54-1640751

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EATON VANCE EMERGING MKT LOCAL INCOME FUND	155,977	129,290
RS INVT TR EMERGING MKT FUND	246,671	256,480
PIMCO PAC INVT MGMT SER EMERGING MKTS BOND FUND	141,294	131,566
TEMPLETON DEVELOPING MKTS TR	303,823	295,169
A O SMITH	2,042	3,075
AARONS INC	2,676	4,381
ACADIA HEALTHCARE INC	1,339	1,373
ACADIA PHARMACEUTICALS INC	1,689	2,349
ACTUANT CORP	1,829	2,895
ACUITY BRANDS, INC	2,455	3,389
AEGERION PHARMACEUTICALS INC	1,779	1,774
ALASKA AIR GROUP INC	1,888	2,421
ALIGN TECH INC	1,735	3,371
ALNYLAM PHARMACEUTICALS INC	634	643
AMCOL INTL CORP	4,237	4,180
AMERICAN AXLE & MFG HOLDINGS INC	1,460	2,454
AMERICAN EQUITY INVESTMENT LIFE HOLDING	3,233	6,226
ANN INC	2,250	2,559
APPLIED MICRO CIRCUITS CORP	834	1,832
APPROACH RESOURCES INC	1,836	1,505
ARRIS GROUP INC	2,468	3,554
ARUBA NETWORKS INC	1,790	1,880
ASPEN TECHNOLOGY INC	2,693	4,096
ASTORIA FINACIAL CORP	1,641	3,347
ATHENAHEALTH INC	1,855	3,228
AUXILIUM PHARMACEUTICALS INC	1,377	1,596
B&G FOODS INC	2,603	2,950
BEACON ROOFING SUPPLY	2,350	2,820
BELDEN INC	1,920	2,114
BERRY PLASTICS GROUP INC	1,505	1,879

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BLUEBIRD BIO INC	630	608
BRISTOW GROUP INC	7,120	11,634
BROADSOFT INC	1,500	1,612
BRUNSWICK CORP	1,641	3,270
BUFFALO WILD WINGS INC	914	1,472
CABOT MICROELECTRONICS	5,652	6,124
CAI INTERNATIONAN INC	3,036	3,088
CANTEL MEDICAL CORP	2,306	6,239
CASH AMERICA INTERNATIONAL INC.	3,721	3,830
CELLEX THERAPEUTICS INC	1,972	1,913
CENTENE CORP	2,864	3,891
CEPHEID INC	2,026	2,754
CHARLES RIVER LABORATORIES	2,472	2,970
CHART INDUSTRIES INC	1,539	2,008
CHECKPOINT SYSTEMS	3,336	3,075
CHEMTURA CORP	2,169	2,848
CHILDRENS PLACE RETAIL STORES	1,667	1,880
COGENT COMMUNICATIONS	2,202	3,799
COGNEX CORP	1,114	1,871
COHERENT INC	3,937	5,207
COMMVault SYSTEMS INC	1,882	2,695
CONTROL4 CORP	813	690
CORE LABORATORIES INC	2,633	12,603
CORNERSTONE ONDEMAND INC	1,413	3,465
COSTAR GROUP INC	1,144	3,322
COVANCE INC.	2,827	5,988
CUBIST PHARMACEUTICALS	2,302	3,512
CUMULUS MEDIA	2,932	3,417
CYPRESS SEMICONDUCTOR CORP	2,113	2,006
CYTEC IND INC	1,877	2,608

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DEALERTRACK TECHNOLOGIES	2,293	3,750
DEMANDWARE INC	1,887	2,821
DIGITAL RIVER INC.	3,438	2,734
DOMINOS PIZZA INC	1,608	3,413
DSW INC	2,173	2,692
DUPONT FABROS TECHNOLOGY INC	2,278	2,273
EAGLE MATERIALS INC	2,531	2,942
EATON VANCE CORP	2,938	4,835
ENDOLOGIX INC	2,767	3,313
ENERSYS INC	3,045	9,672
ENTEGRIS INC	4,170	5,598
ESTERLINE TECHNOLOGIES	1,115	1,631
EXONE CO	1,835	2,963
E2OPEN INC	1,493	1,817
FEI COMPANY	1,920	2,323
FIESTA RESTAURANT GROUP	1,856	1,985
FIFTH & PACIFIC CO INC	1,621	3,880
FINANCIAL ENGINES INC	2,728	3,821
FINISAR CORP	1,526	2,129
FIRST POTOMAC REALTY	4,899	4,233
FIVE BELOW INC	1,915	2,289
FLEETMATICS GROUP PLC	2,390	2,725
FLIR SYSTEMS INC.	3,040	5,629
FRANKLIN ELECTRIC INC	3,952	8,080
GATX CORP	6,675	6,886
GLOBAL PAYMENTS, INC.	2,769	6,369
GRAND CANYON EDUCATION INC	2,945	3,488
HAIN CELESTIAL GROUP INC	1,524	3,359
HEALTHSOUTH CORP	2,196	2,965
HEALTHWAYS, INC.	3,972	2,978

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HEXCEL CORP	7,326	14,480
HMS HLDGS CORP	1,668	1,453
HORACE MANN EDUCATORS	2,962	3,312
HORNBECK OFFSHORE SERVICES INC	1,571	1,477
HUB GROUP INC	2,628	3,151
ICON PLC	1,583	1,576
INSULET CORP	1,581	3,450
INTERNATIONAL SPEEDWAY CORP	4,033	5,247
INTERSIL CORP	1,477	1,801
INTERXION HOLDING NV	1,526	1,724
ISIS PHARMACEUTICALS	627	637
ITRON INC.	4,076	3,853
JONES LANG LASALLE INC	2,759	3,174
KODIAK OIL & GAS CORP	1,894	1,659
LEAPFROG ENTERPRISES INC	926	842
LIFE TIME FITNESS INC	5,099	8,272
LIONS GATE ENTERTAINMENT CORP	1,149	2,406
LITTELFUSE INC	3,595	6,133
LOUISIANA PACIFIC CORP	2,394	2,517
LUMBER LIQUIDATORS HOLDINGS INC	1,735	2,058
MAXIMUS INC	2,318	2,815
MEDICAL PROPERTIES TRUST	3,317	4,839
MEDNAX INC	3,749	7,153
MERITAGE HOMES CORP	3,475	6,095
MGIC INVESTMENT CORP	2,842	3,005
MICROSEMI CORP	2,551	3,194
MIDDLEBY CORP	1,372	2,158
MILLENNIAL MEDIA INC	803	596
MOLINA HEALTHCARE INC	2,266	2,467
MONLITHIC POWER SYSTEMS INC	4,229	4,714

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MOOG INC	2,777	6,115
NEWPARK RESOURCES INC	2,554	4,928
NEXSTAR BROADCASTING GROUP	2,101	3,344
NORTHERN OIL AND GAS INC	2,985	3,059
ON ASSIGNMENT INC	2,456	4,086
ONEOK INC	881	3,855
OPENTABLE INC	1,972	2,302
OREXIGEN THERAPEUTICS INC	1,253	1,070
OSI SYS INC	2,403	2,018
PIER 1 IMPORTS INC	2,000	2,516
POLYONE CORP	1,376	3,005
PORTFOLIO RECOVERY ASSOCIATE	1,851	1,849
PORTOLA PHARMACEUTICALS INC	1,270	1,545
PRIMORIS SERVICES CORP	2,092	3,113
PROOFPOINT INC	763	862
PROTECTIVE LIFE CORP	1,115	8,258
PUMA BIOTECHNOLOGY INC	900	932
QUESTCOR PHARMACEUTICALS	996	1,742
RAYMOND JAMES FINANCIAL	3,860	7,254
RBC BEARINGS CORP	1,526	2,406
REINSURANCE GROUP OF AMERICA	2,121	5,728
ROSETTA RESOURCES INC	1,931	2,066
RUCKUS WIRELSS INC	1,927	1,789
SANMINA CORP	2,582	2,505
SAPIENT CORP	4,356	5,139
SBA COMMUNICATIONS CORP	1,617	6,199
SCOTTS MIRACLE GRO	3,172	4,480
SEMTECH CORP	2,744	2,225
SIX FLAGS ENTERTAINMENT CORP	2,030	3,351
SNAP-ON INC.	3,376	8,762

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SOTHEBY'S	1,384	1,915
SOUTH JERSEY IND INC	3,851	5,036
SOVRAN SELF STORAGE INC	2,520	2,151
SPS COMMERCE INC	1,835	1,763
STATE AUTO FINANCIAL CORP	2,765	1,997
STIFEL FINANCIAL CORP	4,323	5,271
SWIFT ENERGY CO	6,084	3,362
SWIFT TRANSPORTATION CO	3,378	3,753
SYNAGEVA BIOPHARMA CORP	1,532	1,942
SYNCHRONOSS TECHNOLOGIES INC	2,460	2,641
SYNOVUS FINANCIAL CORP	3,577	3,834
TAL INTERNATIONAL GROUP	2,861	3,900
TAYLOR MORRISON HOME CORP	2,450	2,290
TEAM HEALTH HOLDINGS INC	2,554	3,735
TEARLAB CORP	931	672
TELEDYNE TECHNOLOGIES	2,651	5,787
TENNECO INC	1,959	2,093
TEXTURA CORP	2,054	1,557
THORATEC CORPORATION	1,840	1,903
TIMKEN COMPANY	3,223	5,782
TRULIA INC	1,961	2,257
TRUSTMARK CORP	3,808	4,885
ULTIMATE SOFTWARE GROUP INC	1,081	2,298
UNITED BANKSHARES INC.	3,512	4,120
UNITED FIRE GROUP INC	3,221	4,127
UNITED NATURAL FOODS INC	1,893	3,166
URS CORP	3,834	3,656
VALSPAR CORP	3,158	8,412
VISTAPRINT NV	2,317	2,729
WATTS WATER TECHNOLOGIES	3,275	3,774

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WEX INC	1,758	3,565
WGL HOLDINGS INC.	4,036	4,967
WISDOMTREE INVESTMENTS INC	2,177	3,436
WOLVERINE WORLD WIDE INC	1,136	1,766
WRIGHT MEDICAL GROUP INC	2,260	3,501
BLAIR WILLIAM FUNDS	193,506	271,679
COHEN & STEERS REALTY SHARES INC.	76,607	134,968
DODGE & COX INTL STK FUND	233,135	311,717
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND	144,406	136,780
JANUS INVT FD MID CAP VALUE FD	166,106	186,105
JP MORGAN CORE BOND FUND	477,672	487,352
PRINCIPAL INVST FUNDS HIGH YIELD FD	133,438	137,429
PIMCO PAC INVT MGMT TOTAL RETURN	615,273	626,470
T ROWE PRICE MID CAP GROWTH FUND	145,861	206,500
ABBOTT LABORATORIES	6,671	9,468
ABBVIE INC	5,967	9,717
ACE LIMITED	5,889	6,315
AIR PRODUCTS & CHEMICALS INC	5,481	6,483
ALTRIA GROUP INC.	5,955	12,745
AMERICAN EXPRESS COMPANY	3,793	6,623
APPLE INC.	5,328	21,319
ASML HOLDING NV	2,934	3,092
AUTOMATIC DATA PROCESSING	3,216	6,222
BLACKROCK INC	6,791	9,811
CANADIAN PACIFIC RAILWAY LTD	4,929	6,053
CATERPILLAR INC.	5,788	6,720
CHEVRON CORPORATION	13,106	23,608
COCA-COLA COMPANY	19,766	28,421
COMCAST CORP	5,344	6,600
CONOCOPHILLIPS	7,559	15,048

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIAGEO PLC	5,661	6,489
DISNEY WALT CO	3,214	6,723
EOG RESOURCES INC.	2,800	3,189
EXXON MOBIL CORP	19,581	33,092
FRANKLIN RESOURCES INC.	6,769	9,756
FREEPORT MCMORAN COPPER	5,583	6,793
GENERAL ELECTRIC COMPANY	11,103	9,782
HSBC HOLDINGS PLC	12,020	9,262
INTEL CORP	6,206	6,826
INTERNATIONAL BUSINESS MACHINE CORP	16,024	19,695
INTUITIVE SURGICAL INC.	4,903	6,529
JOHNSON & JOHNSON	9,886	16,578
JP MORGAN CHASE & CO	10,217	15,965
KRAFT FOODS INC	1,414	2,210
LAUDER ESTEE COS INC.	2,187	9,340
MCDONALDS CORP	11,329	17,077
MERCK & CO, INC.	4,040	6,206
MONDELEZ INTERNATIONAL INC	2,438	4,165
NESTLE S A REG	8,133	17,367
NEWS CORP INC.	1,083	1,586
NOVARTIS AG	5,686	6,270
NOVO NORDISK	3,540	9,608
OCCIDENTAL PETE CORP	13,312	15,501
ORACLE CORP	5,057	6,734
PEPSICO INCORPORATED	6,579	10,616
PHILIP MORRIS INTERNATIONAL INC.	16,033	31,367
PILLIPS 66	971	3,394
PRAXAIR INC.	5,365	9,622
PROCTOR & GAMBLE CO.	11,240	16,445
QUALCOMM INC.	5,058	7,796

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROCHE HOLDINGS LTD	6,027	9,477
ROYAL DUTCH SHELL PLC	12,840	16,535
SABMILLER PLC ADR	2,517	3,128
STATE STREET CORP	3,041	3,156
TARGET CORP	9,339	12,464
TEXAS INSTRUMENTS	6,853	9,485
TIME WARNER CABLE	1,510	3,117
TOTAL SA SPONS	11,362	12,744
TWENTY-FIRST CENTURY FOX	2,802	6,506
UNITED TECHNOLOGIES CORP	8,727	12,746
WAL-MART STORES INC.	7,266	10,466
WALGREEN COMPANY	3,752	6,031
WELLS FARGO COMPANY	6,175	6,401
XILINX INC	1,841	2,572
ACE LIMITED	6,662	7,247
ACTIVISION BLIZZARD INC	5,673	5,955
AGILENT TECH	1,172	4,404
AIR PRODUCTS & CHEMICALS INC	13,944	17,661
ALLEGHANY CORP	9,624	10,399
AMERICAN EXPRESS COMPANY	19,807	40,738
AMERIPRISE FINANCIAL	2,293	7,133
BANK NEW YORK MELLON CORP	28,851	40,041
BED BATH & BEYOND INC.	15,512	25,776
BERKSHIRE HATHAWAY INC.	17,668	30,351
BROOKFIELD ASSET MANAGEMENT	9,341	9,708
CANADIAN NATURAL RESOURCES LTD	18,756	19,966
CARMAX INC	6,493	6,395
COCA-COLA COMPANY	5,596	8,138
COSTCO WHSL COPR	13,606	34,040
CVS CAREMARK CORP	17,888	41,153

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIAGEO PLC	6,438	14,434
DISNEY WALT CO	6,270	9,779
ECOLAB INC	8,572	9,384
EOG RESOURCES INC.	8,293	24,840
EXPRESS SCRIPTS INC.	10,853	14,750
GOOGLE INC.	23,606	40,346
HARLEY DAVIDSON INC.	3,385	6,232
HEWLETT-PACKARD COMPANY	3,268	2,574
IRON MTN INC PA	5,914	7,679
JPMORGAN CHASE & CO	5,490	6,784
LABORATORY CORP OF AMERICA HOLDINGS	17,149	16,172
LOEWS CORPORATION	8,050	15,630
MICROSOFT CORP	5,594	7,145
MONSANTO CO	5,941	7,343
OCCIDENTAL PETE CORP	4,978	10,461
ORACLE CORP	4,897	6,160
PACCAR INC	7,670	9,053
PHILIP MORRIS	2,613	8,103
PROGRESSIVE CORP	12,760	16,771
TEXAS INSTRUMENTS INC	8,862	16,598
UNITEDHEALTH GROUP INC	18,102	19,653
VISA INC	6,951	9,130
WELLS FARGO COMPANY	13,877	39,498

TY 2013 Investments - Other Schedule**Name:** THE GLADYS AND FRANKLIN CLARK FOUNDATION**EIN:** 54-1640751

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GRAHAM ALTERNATIVE INVESTMENT FUND	AT COST	201,505	200,624
ABBAY CAPITAL MULTI-MANAGER FUND LTD	AT COST	173,866	174,437
ASGI CORBIN MULTI STRATEGY INITIAL FUND	AT COST	8,581	8,581
ASGI AGILITY INCOME FUND	AT COST	300,000	334,556
ASGI CORBIN MULTI STRATEGY FUND	AT COST	423,500	457,730
ASGI AURORA OPPORTUNIES FUND	AT COST	153,284	166,144

TY 2013 Other Decreases Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

EIN: 54-1640751

Description	Amount
UNREALIZED GAIN ON ASGI MULTI-STRATEGY	403
UNREALIZED LOSS ON GRAHAM ALTERNATIVE INVESTMENT FUND	486
UNREALIZED LOSS ON ABBEY CAPITAL MULTI MANAGER FUND	78

TY 2013 Other Expenses Schedule**Name:** THE GLADYS AND FRANKLIN CLARK FOUNDATION**EIN:** 54-1640751

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIPS	725	363		362
INSURANCE	1,250	625		625
REGISTERED AGENT SERVICES	95	47		48
MULTI-STRATEGY K-1	1,830	1,746		0
ABBEEY CAPITAL K-1	4,221	4,221		0
GRAHAM ALTERNATIVE INVESTMENT FUND II	2	2		0

TY 2013 Other Income Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

EIN: 54-1640751

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ASGI MULTI-STRATEGY	829	829	829
ABBAY CAPITAL MULTI-MANAGER FUND LTD	3	3	3
GRAHAM ALTERNATIVE INVESTMENT FUND II	17,106	17,106	17,106

TY 2013 Other Increases Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

EIN: 54-1640751

Description	Amount
BROKER ADJUSTMENT TO COST	6,632

TY 2013 Other Professional Fees Schedule

Name: THE GLADYS AND FRANKLIN CLARK FOUNDATION

EIN: 54-1640751

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MENTOR INVESTMENT ADVISORY FEES	63,452	63,452		0

TY 2013 Taxes Schedule**Name:** THE GLADYS AND FRANKLIN CLARK FOUNDATION**EIN:** 54-1640751

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES AND LICENSES	25	12		13
FOREIGN TAXES PAID	3,854	3,854		0
2013 EXCISE TAX	2,900	0		0