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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		0	
	2	Savings and temporary cash investments	8,259	13,974	13,974
	3	Accounts receivable ►	0	0	0
		Less allowance for doubtful accounts ►	0	0	0
	4	Pledges receivable ►	0	0	0
		Less allowance for doubtful accounts ►	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0
	7	Other notes and loans receivable (attach schedule) ►	0	0	0
		Less allowance for doubtful accounts ►	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10	a Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis ►	0	0	0
		Less accumulated depreciation (attach schedule) ►	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	276,294	269,707	287,627
	14	Land, buildings, and equipment basis ►	0	0	0
		Less accumulated depreciation (attach schedule) ►	0	0	0
	15	Other assets (describe ►)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	284,553	283,681	301,601
	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ►)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	25	and complete lines 24 through 26 and lines 30 and 31.			
	26	Unrestricted			
	27	Temporarily restricted			
	28	Permanently restricted			
	29	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	30	and complete lines 27 through 31.			
	31	Capital stock, trust principal, or current funds	284,553	283,681	
	32	Paid-in or capital surplus, or land, bldg , and equipment fund			
	33	Retained earnings, accumulated income, endowment, or other funds			
	34	Total net assets or fund balances (see page 17 of the instructions)	284,553	283,681	
	35	Total liabilities and net assets/fund balances (see page 17 of the instructions)	284,553	283,681	

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	284,553
2	Enter amount from Part I, line 27a	2	6,689
3	Other increases not included in line 2 (itemize) ► Mutual Fund & CTF Income Additions	3	1,818
4	Add lines 1, 2, and 3	4	293,060
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	9,379
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	283,681

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 See Attached Statement					
b					
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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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		10,367		
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }	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 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))
2009	14,482	244,688	0 059186
2008	14,031	293,011	0 047886
2007	10,255	335,535	0 030563
2006	8,501	313,372	0 027128
2005	15,452	292,666	0 052797

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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 on page 18.

2	0 217560
3	0 043512
4	276,874
5	12,047
6	189
7	12,236
8	12,303

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)	1	189
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3 Add lines 1 and 2	3	189
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	189
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	76
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	76
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	113
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 2011 estimated tax ► 0 Refunded ► 11 0	11	0

Part VII-A Statements Regarding Activities

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?	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>	1a	X
c Did the foundation file Form 1120-POL for this year?	1b	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 ► \$ _____	1c	X
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? <i>If "Yes," attach a detailed description of the activities</i>	2	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>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
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>	4b	N/A
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?	5	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>	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► GA 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>	7	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	8b	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	9	X
	10	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 page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA	Telephone no ► 888-730-4933	ZIP+4 ► 19106-2112
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	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 page 22 of the instructions)	2b	N/A
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 2010 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 2010)	3b	N/A
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 2010?	4b	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))?	<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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
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? <i>If "Yes" to 6b, file Form 8870</i>			6b	X
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	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 page 22 of the 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
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee	4 00	413	0
		00	0	0
		00	0	0
		00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the Instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
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 page 24 of the 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 page 24 of the instructions

3 NONE	

Total. Add lines 1 through 3

►

0

0

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	270,444
b	Average of monthly cash balances	1b	10,646
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	281,090
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	
3	Subtract line 2 from line 1d	3	281,090
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	4,216
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	276,874
6	Minimum investment return. Enter 5% of line 5	6	13,844

Part XI Distributable Amount (see page 25 of the 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	13,844
2a	Tax on investment income for 2010 from Part VI, line 5	2a	189
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	189
3	Distributable amount before adjustments Subtract line 2c from line 1	3	13,655
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,655
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	13,655

Part XII Qualifying Distributions (see page 25 of the 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	12,303
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	3a	
a	Suitability test (prior IRS approval required)	3b	0
b	Cash distribution test (attach the required schedule)	4	12,303
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	189
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 page 26 of the instructions)	6	12,114
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				13,655
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			12,157	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005 NONE				
b From 2006 NONE				
c From 2007 NONE				
d From 2008 NONE				
e From 2009 NONE				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 12,303			12,157	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				146
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011		0		
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				13,509
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

N/A

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 page 28 of the 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 page 28 of the 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

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	10,200
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1	Program service revenue				
a			0		0
b			0		0
c			0		0
d			0		0
e			0		0
f			0		0
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5	Net rental income or (loss) from real estate			14	9,215
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income				
8	Gain or (loss) from sales of assets other than inventory			18	10,367
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue	a			
b			0		0
c			0		0
d			0		0
e			0		0
12	Subtotal Add columns (b), (d), and (e)				19,582
13	Total Add line 12, columns (b), (d), and (e)			13	19,582
(See worksheet in line 13 instructions on page 29 to verify calculations.)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
Not Applicable	

ELLA B. CLEVELAND TUW FBO C.A CUTLER

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

Name

UNITED CEREBRAL PALSY OF GEORGIA INC

Street

3300 NORTHEAST EXPRESSWAY

City ATLANTA	State GA	Zip Code 30341	Foreign Country
-----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501 (c)(3) PUBLIC CHARITY	Amount
----------------------	--	--------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,400
--	-----------------

Name

THE LEUKEMIA & LYMPHOMA SOCIETY

Street

475 PARK AVE S

City NEW YORK	State NY	Zip Code 10016	Foreign Country
------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501 (c)(3) PUBLIC CHARITY	Amount
----------------------	--	--------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,400
--	-----------------

Name

CHILDREN'S HEALTHCARE OF ATLANTA FDN

Street

1600 TULLIE CIRCLE NORTHEAST

City ATLANTA	State GA	Zip Code 30329	Foreign Country
-----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501 (c)(3) PUBLIC CHARITY	Amount
----------------------	--	--------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,400
--	-----------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status	Amount
--------------	-------------------	--------

Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status	Amount
--------------	-------------------	--------

Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status	Amount
--------------	-------------------	--------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements		Net Gain or Loss
												Depreciation		
1	X	ARTIO TOTAL RETURN BOND	04315J209			5/11/2009		5/10/2010	1,153	1,080				73
2	X	ARTIO TOTAL RETURN BOND	04315J209			9/21/2009		5/10/2010	1,351	1,322				29
3	X	ARTIO TOTAL RETURN BD FDC	04315J209			5/11/2009		7/23/2010	650	600				50
4	X	DODGE & COX INCOME FDC	256210105			8/9/2007		7/23/2010	1,766	1,657				109
5	X	GOLDEN SMALL CAP CORE F	34984T857			8/9/2007		7/23/2010	287	392				-105
6	X	GOLDEN SMALL CAP CORE F	34984T857			8/1/2008		12/17/2010	4,438	4,828				-390
7	X	GOLDEN SMALL CAP CORE F	34984T857			2/27/2009		12/17/2010	966	551				415
8	X	GOLDEN SMALL CAP CORE F	34984T857			2/11/2008		12/17/2010	564	584				-20
9	X	GOLDEN SMALL CAP CORE F	34984T857			11/9/2007		12/17/2010	432	488				-56
10	X	GOLDEN SMALL CAP CORE F	34984T857			8/9/2007		12/17/2010	5,247	5,961				-714
11	X	GOLDMAN SACHS GROWTH C	38142Y401			10/31/2008		2/9/2010	964	770				194
12	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		7/23/2010	358	266				92
13	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		7/23/2010	180	159				21
14	X	PERKINS MID CAP VALUE F/C	47103C241			10/31/2008		7/23/2010	741	587				154
15	X	PERKINS MID CAP VALUE F/C	47103C241			2/27/2009		12/17/2010	406	236				70
16	X	PERKINS MID CAP VALUE F/C	47103C241			10/31/2008		12/17/2010	13,394	9,465				3,929
17	X	PIMCO TOTAL RETURN FD IN	6933390700			5/11/2009		5/10/2010	690	644				46
18	X	PIMCO TOTAL RET FD-INST #	6933390700			5/11/2009		7/23/2010	1,279	1,172				107
19	X	PIMCO EMERG MKTS BD-INS	6933391559			8/9/2007		7/23/2010	526	517				9
20	X	PIMCO EMERG MKTS BD-INS	6933391559			8/9/2007		12/17/2010	5,361	5,234				127
21	X	T ROWE PRICE REAL ESTATE	779919109			5/9/2008		7/23/2010	887	1,170				-283
22	X	T ROWE PRICE REAL ESTATE	779919109			10/31/2008		12/17/2010	3,188	2,299				889
23	X	T ROWE PRICE REAL ESTATE	779919109			5/5/2008		12/17/2010	2,056	2,496				-440
24	X	T ROWE PRICE REAL ESTATE	779919109			2/11/2008		12/17/2010	980	1,028				-48
25	X	T ROWE PRICE REAL ESTATE	779919109			5/9/2008		12/17/2010	413	487				-74
26	X	T ROWE PRICE REAL ESTATE	779919109			2/9/2009		12/17/2010	5,472	2,847				2,625
27	X	ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		7/23/2010	525	404				121
28	X	ROYCE VALUE PLUS FUND-IN	780905212			2/27/2009		12/17/2010	1,411	725				686
29	X	ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		12/17/2010	10,037	6,557				3,480
30	X	SSGA EMERGING MARKETS	784924425			8/9/2007		7/23/2010	372	537				-165
31	X	SSGA EMERGING MARKETS	784924425			8/9/2007		12/17/2010	5,148	6,612				-1,464
32	X	SSGA EMERGING MARKETS	784924425			2/11/2008		12/17/2010	1,845	2,204				-359
33	X	SSGA EMERGING MARKETS	784924425			8/14/2007		12/17/2010	17	21				4
34	X	SSGA EMERGING MARKETS	784924425			10/31/2008		12/17/2010	672	361				311
35	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		7/23/2010	1,097	874				-223
36	X	WF ADV ENDEAVOR SELECT	949915565			8/9/2007		7/23/2010	459	658				-159

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,000			2,000
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX		76		
2	ESTIMATED EXCISE TAX PAID		76		
3	FOREIGN TAX WITHHELD	128	128		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEES	413	310	0	103
3	ADR FEES				
4	STATE AG FEES				
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED STMNT			269,707	287,627
2	PRIOR YEAR		276,294		
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1 Mutual Fund & CTF Income Additions	1	1,818
2 Total	2	1,818

Line 5 - Decreases not included in Part III, Line 2

1 Cost Basis Adjustment	1	8,278
2 Mutual Fund & CTF Income Subtraction	2	1,101
3 Total	3	9,379

Part IV (9990-PF) - Capital Gains and Losses for Tax on Investment Income

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

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment	9/13/2010	2 76
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 76

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

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	12,157
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	12,157

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Security Category	Account #	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Other	3013004319	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	15,430	1150.6520	14,058
Invest - Other	3013004319	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	13,862	1112.5220	15,904
Invest - Other	3013004319	256206103	DODGE & COX INTL STOCK FD #1048	14,240	398.7550	13,605
Invest - Other	3013004319	256210105	DODGE & COX INCOME FD COM #147	18,528	1400.4770	17,396
Invest - Other	3013004319	34984T881	GOLDEN LARGE CAP CORE FUND-I	24,663	2373.7380	23,809
Invest - Other	3013004319	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	14,407	591.6510	9,136
Invest - Other	3013004319	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	9,240	777.0990	7,099
Invest - Other	3013004319	44980Q518	ING INTERNATIONAL REAL EST-I #2664	6,199	715.7730	8,234
Invest - Other	3013004319	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	16,540	2029.4120	16,129
Invest - Other	3013004319	693390700	PIMCO TOTAL RET FD-INST #35	15,236	1404.2710	14,247
Invest - Other	3013004319	693390882	PIMCO FOREIGN BD FD USD H-INST #103	5,217	500.2090	5,046
Invest - Other	3013004319	693391559	PIMCO EMERG MKTS BD-INST #137	5,407	487.1580	5,247
Invest - Other	3013004319	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	13,114	1411.6430	11,730
Invest - Other	3013004319	784924425	SSGA EMERGING MARKETS FD S #1510	7,936	350.5090	4,147
Invest - Other	3013004319	922031869	VANGUARD INFLAT PROTECT SEC FD #119	10,714	824.1740	9,750
Invest - Other	3013004319	9499915565	WF ADV ENDEAVOR SELECT-I #3124	19,811	1989.0410	21,061
Invest - Other	3013004319	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	5,462	475.3370	5,186
Invest - Other	3013004319	94984B181	WELLS FARGO ADV INTR VA FD-IST #517	9,227	834.2530	6,343
Invest - Other	3013004319	339128100	JP MORGAN MID CAP VALUE-I #758	13,495	575.0000	13,518
Invest - Other	3013004319	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	5,567	385.0000	5,529
Invest - Other	3013004319	487300808	KEELEY SMALL CAP VAL FD CL I #2251	11,274	449.0000	11,189
Invest - Other	3013004319	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	11,593	395.0000	11,495
Invest - Other	3013004319	922042858	VANGUARD EMERGING MARKETS ETF	7,896	164.0000	7,727
Invest - Other	3013004319	922908553	VANGUARD REIT VIPER	12,569	227.0000	12,123
				287,627	-	269,707
Savings & Temp Inv	3013004319	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	9,576	9576.1500	9,576
Savings & Temp Inv	3013004319	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	4,398	4398.0300	4,398
				13,974	-	13,974