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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ELLA B CLEVELAND TUW FBO C A CUTLER		A Employer identification number 58-6221583
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 101N Indepndence Mall E MACY1372-06		Room/suite PA 19106-2112
City or town, state, and ZIP code Philadelphia		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <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		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 299,712 (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> 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 5 a Gross rents b Net rental income or (loss) 6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 163,121 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications 10 a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) (attach schedule) 11 Other income (attach schedule) 12 Total. Add lines 1 through 11					
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16 a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) 24 Total operating and administrative expenses Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements Add lines 24 and 25					
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

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SCANNED MAY 15 2013

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		15,509	14,305
	3	Accounts receivable ►			14,305
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments—U S and state government obligations (attach schedule)			
		b Investments—corporate stock (attach schedule)			
		c Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	266,629	268,101	285,407
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
Net Assets or Fund Balances	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	282,138	282,406	299,712
	17	Accounts payable and accrued expenses			
Liabilities	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 ►)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.				
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.				
	29	Capital stock, trust principal, or current funds	282,138	282,406	
	30	Paid-in or capital surplus, or land, bldg , and equipment fund			
	31	Retained earnings, accumulated income, endowment, or other funds			
Part III Analysis of Changes in Net Assets or Fund Balances	Total net assets or fund balances (see instructions)	282,138	282,406		
	Total liabilities and net assets/fund balances (see instructions)	282,138	282,406		
		282,138	282,406		

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	282,138
2	Enter amount from Part I, line 27a	2	1,140
3	Other increases not included in line 2 (itemize) ► MUTUAL FUND & CTF INCOME ADDITIONS	3	409
4	Add lines 1, 2, and 3	4	283,687
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	1,281
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	282,406

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 See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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	
b			0	
c			0	
d			0	
e			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	
b			0	
c			0	
d			0	
e			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	9,911
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	13,511	295,816	0.045674
2010	12,114	276,874	0.043753
2009	14,482	244,688	0.059186
2008	14,031	293,011	0.047886
2007	10,255	335,535	0.030563

2 Total of line 1, column (d) 2 0.227062

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 0.045412

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 290,750

5 Multiply line 4 by line 3 5 13,204

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 172

7 Add lines 5 and 6 7 13,376

8 Enter qualifying distributions from Part XII, line 4 8 16,139

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)1 a 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)

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 109

b Exempt foreign organizations—tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments Add lines 6a through 6d

7 109

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 63

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 0

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

Refunded ►

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

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b X

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

c Did the foundation file Form 1120-POL for this year?

1c 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?

2 X

If "Yes," attach a detailed description of the activities

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

3 X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

6 X

• 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?

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

7 X

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

GA

8b X

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

9 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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 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 ► N/A

14 The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933
Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-211215 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A ► 16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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.**

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? □ Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? □ Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? □ Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? □ Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? □ Yes No

(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) □ Yes No

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 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 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 ► 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 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? □ 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 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 2012? 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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)? 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d) 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? If "Yes" to 6b, file Form 8870		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 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. 101 N Independence Mall E MACY1372-062 Phila	Trustee	4 00	387	

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	

Total. Add lines 1 through 3 ►

0

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

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	282,275
b	Average of monthly cash balances	1b	12,903
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	295,178
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	295,178
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,428
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	290,750
6	Minimum investment return Enter 5% of line 5	6	14,538

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	14,538
2a	Tax on investment income for 2012 from Part VI, line 5	2a	172
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	172
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,366
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,366
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	14,366

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	16,139
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	
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	16,139
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	172
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,967

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				14,366
2 Undistributed income, if any, as of the end of 2012			14,571	
a Enter amount for 2011 only				
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 16,139			14,571	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				1,568
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				12,798
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 14,600
<i>b Approved for future payment</i> 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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
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				14	7,764
5 Net rental income or (loss) from real estate					
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	9,911
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		17,675	0
13 Total Add line 12, columns (b), (d), and (e)			13		17,675

Part VI 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 instructions)
Not Applicable	

ELLA B CLEVELAND TUW FBO C A CUTLER

58-6221583 Page 1 of 1

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

Recipient(s) paid during the year

Name

THE LEUKEMIA & LYMPHOMA SOCIETY

Street

1311 MAMARONECK AVE, SUITE 310

City WHITE PLAINS	State NY	Zip Code 10605	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 4,800
--	-----------------

Name

CHILDREN'S HEALTHCARE OF ATLANTA FDN

Street

1687 TULLIE CIRCLE NE

City ATLANTA	State GA	Zip Code 30329	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 4,900
--	-----------------

Name

UNITED CEREBRAL PALSY OF GEORGIA INC

Street

2992 CRESTLINE DR

City MACON	State GA	Zip Code 31204	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 4,900
--	-----------------

Name**Street**

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

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

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

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

Part I, Line 16b (990-PF) - Accounting Fees

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,442			1,442

Part I, Line 18 (990-PF) - Taxes

		106	77	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	77	77		
2	ESTIMATED EXCISE PAYMENTS	29			

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

	Asset Description	Basis of Valuation	Beg. of Year	Book Value	Book Value	266,629	268,101	285,407
1	ARTISAN INTERNATIONAL FUND 661			0	0	0	0	0
2	DODGE & COX INCOME FD COM 147			0	11,617	13,965	13,965	14,297
3	HARBOR CAPITAL APRCTN-INST 2012			0	12,799	12,799	12,799	12,799
4	MERGER FD SH BEN INT 260			0	16,140	16,140	16,140	18,133
5	PIMCO TOTAL RET FD-INST 35			0	4,268	4,303	4,268	4,303
6	PIMCO FOREIGN BD FD USD H-INST 103			0	42,683	43,696	42,683	43,696
7	T ROWE PRICE SHORT TERM BD FD 55			0	5,941	6,304	5,941	6,304
8	ARTISAN MID CAP FUND-INSTL 1333			0	2,299	2,299	2,299	2,299
9	SHARES RUSSELL 2000 GROWTH			0	7,995	7,978	7,995	7,978
10	SHARES S & P 500 INDEX FUND			0	7,307	7,529	7,307	7,529
11	LAUDUS MONDRIAN INTL FI-INST 2940			0	8,984	10,306	8,984	10,306
12	DODGE & COX INTL STOCK FD 1048			0	6,310	6,283	6,310	6,283
13	MFS VALUE FUND-CLASS I 893			0	11,779	13,932	11,779	13,932
14	DREYFUS EMG MKT DEBT LOC C-I 6083			0	12,323	13,441	12,323	13,441
15	DRIEHAUS ACTIVE INCOME FUND			0	13,953	14,706	13,953	14,706
16	JP MORGAN MID CAP VALUE-I 758			0	4,314	4,422	4,314	4,422
17	HUSSMAN STRATEGIC GROWTH FUND 60			0	5,689	6,774	5,689	6,774
18	VANGUARD REIT VIPER			0	6,111	5,527	6,111	5,527
19	VANGUARD EMERGING MARKETS ETF			0	8,656	10,660	8,656	10,660
20	OPPENHEIMER DEVELOPING MKT-Y 788			0	9,632	9,351	9,632	9,351
21	SPDR DJ WILSHIRE INTERNATIONAL REA			0	9,220	9,363	9,220	9,363
22	DIAMOND HILL LONG-SHORT FD CL I 11			0	9,866	10,710	9,866	10,710
23	RIDGEWORTH SIX HY BD-I 5855			0	7,225	7,453	7,225	7,453
24	GATEWAY FUND - Y 1986			0	13,580	14,725	13,580	14,725
25	CREDIT SUISSE COMM RT ST-CO 2156			0	7,188	7,109	7,188	7,109
26	KEELEY SMALL CAP VAL FD CL I 2251			0	15,219	14,045	15,219	14,045
27				0	7,003	8,096	7,003	8,096

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	409
2	Total	2	409

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

1	COST BASIS ADJUSTMENT	1	323
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	958
3	Total	3	1,281

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions												Short Term CG Distributions																				
1.23						0						162,098						0														
Description of Property Sold			CUSIP #			How Acquired			Date Acquired			Date Sold			Gross Sales Price			Depreciation Allowed			Adjustments			Cost or Other Basis Plus			F M V as of 12/31/09			Excess of FMV Over Adj Basis		
1	WELL'S FARGO ADY INT'L BOND IS#4470	96,985,562				3/27/2011			3/27/2012			4,519									501											
2	WELL'S FARGO ADY INT'L BOND IS#4470	96,985,562				5/17/2010			5/17/2012			500									4,297											
3	VANGUARD REIT VIPER	92,939,563				12/17/2010			5/6/2012			514									4,748											
4	VANGUARD REIT VIPER	92,939,563				12/17/2010			12/17/2010			551								7,65												
5	TCW SMALL CAP GROWTH FUND IS#4470	87,234N849				8/10/2012			12/19/2012			340								491												
6	TCW SMALL CAP GROWTH FUND IS#4470	87,234N849				12/17/2010			12/17/2010			3,488								344												
7	TCW SMALL CAP GROWTH FUND IS#4470	87,234N849				12/17/2010			11/19/2012			3,297								3,783												
8	TCW SMALL CAP GROWTH FUND IS#4470	87,234N849				12/17/2010			11/19/2012			3,297								3,295												
9	TCW SMALL CAP GROWTH FUND IS#4470	87,234N849				12/17/2010			12/17/2010			3,297								457												
10	SPDR DOWLSHIRE INTERNATIONAL RI	74433X863				5/23/2011			8/28/2011			349								844												
11	SPDR DOWLSHIRE INTERNATIONAL RI	74433X863				5/23/2011			7/10/2012			545								844												
12	TRWE PRICE SHORT TERM BD IS#45771987105					8/28/2011			11/19/2012			1,387								955												
13	TRWE PRICE SHORT TERM BD IS#45771987105					8/28/2012			11/19/2012			2,643								1,387												
14	TRWE PRICE SHORT TERM BD IS#45771987105					3/6/2012			8/6/2012			8,034								8,034												
15	TRWE PRICE SHORT TERM BD IS#45771987105					3/6/2012			8/6/2012			2,006								2,010												
16	TRWE PRICE SHORT TERM BD IS#45771987105					3/27/2011			7/10/2012			742								742												
17	TRWE PRICE SHORT TERM BD IS#45771987105					5/23/2011			8/28/2011			7,304								7,319												
18	RIDGEWORTH SEIX NY BD #45855	766281765				11/19/2012			11/19/2012			170								170												
19	RIDGEWORTH SEIX NY BD #45855	766281765				3/6/2012			3/6/2012			1,140								1,140												
20	RIDGEWORTH SEIX NY BD #45855	766281765				3/6/2012			8/6/2012			157								157												
21	RIDGEWORTH SEIX NY BD #45855	766281765				3/6/2012			7/10/2012			758								758												
22	PIMCO COMMODITY REAL REIT STRATI	722005667				5/23/2011			3/28/2012			4,712								3,909												
23	PIMCO COMMODITY REAL REIT STRATI	722005667				5/23/2011			8/28/2011			657								691												
24	PIMCO FOREIGN BD US H-INST #1	69339,862				8/28/2011			8/28/2011			725								697												
25	PIMCO FOREIGN BD US H-INST #1	69339,862				3/6/2012			8/6/2012			868								862												
26	PIMCO FOREIGN BD US H-INST #1	69339,862				8/28/2011			8/28/2011			211								200												
27	PIMCO FOREIGN BD US H-INST #1	69339,862				2/4/2011			8/6/2012			850								800												
28	PIMCO FOREIGN BD US H-INST #1	69339,862				5/10/2010			5/10/2012			353								366												
29	PIMCO FOREIGN BD US H-INST #1	69339,862				5/10/2010			5/10/2012			295								286												
30	PIMCO TOTAL RET FD-INST #25	69339,700				5/23/2012			7/10/2012			1,219								1,204												
31	PIMCO TOTAL RET FD-INST #25	69339,700				8/28/2011			8/28/2011			793								776												
32	PIMCO TOTAL RET FD-INST #25	69339,700				5/23/2011			3/28/2012			662								660												
33	SPDR S&P SH BEN INT #1260					8/6/2012			8/6/2012			1,319								1,331												
34	MERGER FD SH BEN INT #1260					8/6/2012			8/6/2012			348								345												
35	MAINSTAY EP US EQUITY INS #1204					5/23/2012			8/6/2012			4,144								4,051												
36	MF'S VALUE FUND CLASS #833	5522835634				5/23/2011			5/23/2011			876								876												
37	LAUDIUS MONDRIAN INT'L FINST #185506555					3/6/2012			3/6/2012			2,544								2,516												
38	LAUDIUS MONDRIAN INT'L FINST #185506555					3/6/2012			3/6/2012			2,742								2,687												
39	REELLY SMALL CAP VAL FD CL #12251					4/7/2012			4/7/2012			535								533												
40	REELLY SMALL CAP VAL FD CL #12251					12/17/2010			12/17/2010			392								392												
41	GOLDMAN SACHS GRTH OPP FD CL #12251					10/31/2008			12/20/2012			900								900												
42	GOLDMAN SACHS GRTH OPP FD CL #12251					10/31/2008			12/20/2012			7,488								7,488												
43	GOLDMAN SACHS GRTH OPP FD CL #12251					3/6/2012			3/6/2012			5,443								5,443												
44	HARBOR CAPITAL APPRCN INST #20	448151504				5/10/2012			8/6/2012			415								415												
45	HARBOR CAPITAL APPRCN INST #20	448151504				5/25/2011			5/25/2012			4,066								4,066												
46	GOLDMAN SACHS LC VALUE #1716	381427773				10/31/2010			12/17/2010			2,405								2,405												
47	GOLDMAN SACHS GRTH OPP FD CL #1216	381427773				10/31/2010			12/17/2010			913								913												
48	GOLDMAN SACHS GRTH OPP FD CL #1216	381427773				10/31/2010			12/17/2010			945								945												
49	GOLDMAN SACHS GRTH OPP FD CL #1216	381427773				10/31/2010			12/17/2010			966								966												
50	GOLDMAN SACHS GRTH OPP FD CL #1216	381427773				10/31/2008			11/02/2008			717								717												
51	GOLDEN LARGE CAP CORE FUND I	594476881				5/27/2008			5/27/2008			4,871								4,871												
52	GOLDEN LARGE CAP CORE FUND I	594476881				12/17/2010			12/17/2010			3,289								3,289												
53	JP MORGAN MID CAP VALUE #1758	339,218,100				5/10/2010			7/10/2012			243								243												
54	JP MORGAN MID CAP VALUE #1758	339,218,100				5/10/2010			7/10/2012			913								913												
55	JP MORGAN MID CAP VALUE #1758	339,218,100				5/10/2010			7/10/2012			945								945												
56	JP MORGAN MID CAP VALUE #1758	339,218,100				5/10/2010			7/10/2012			966								966												
57	FOREFRONT INC TAX DEBT LOC #147	20198,944				8/28/2007			12/17/2012			6,935								6,935												
58	DODGE & CO INCOME FD COM #147	256,101,015				5/10/2012			5/10/2012			4,045								4,045												
59	DODGE & CO INCOME FD COM #147	256,101,015				5/10/2012			5/10/2012			4,047								4,047												
60	DODGE & CO INCOME FD COM #147	256,101,015				5/10/2012			5/10/2012			4,047								4,047												
61	DODGE & CO INCOME FD COM #147	256,101,015				5/10/2012			5/10/2012			4,047								4,047												
62	DODGE & CO INCOME FD COM #147	256,101,015				5/10/2012			5/10/2012			4,047								4,047												
63	DODGE & CO INCOME FD COM #147	256,101,015				5/10/2012			5/10/2012			4,047								4,047												
64	DODGE & CO INCOME FD COM #147	256,101,015				5/10/2012			5/10/2012			4,047								4,047												
65	DODGE & CO INCOME FD COM #147	256,101,015				5/10/2012			5																							

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

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

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

	Date	Amount
1		80
2	5/9/2012	29
3		
4		
5		
6		0
7		109

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	14,571
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	14,571