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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation**

OMB No 1545-0052

**2008**

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

For calendar year 2008, or tax year beginning 12/1/2008, and ending 11/30/2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

CECILE WOOD LEWIS TRUST 805498

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

Wells Fargo Bank, N A - P O Box 63954, MAC A0330-011

City or town, state, and ZIP code

SAN FRANCISCO

CA

94163

A Employer identification number

95-6550536

B Telephone number (see page 10 of the instructions)

(800) 352-3705

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ \$ 5,855,090J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
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	0	0		
4 Dividends and interest from securities	299,136	299,136		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	-346,853			
b Gross sales price for all assets on line 6a	149,745			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	2,029	2,029	0	
12 Total. Add lines 1 through 11	-45,688	301,165	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	1,075	0	0	1,075
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	5,453	495	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	52,017	39,091	0	12,926
24 Total operating and administrative expenses. Add lines 13 through 23	58,545	39,586	0	14,001
25 Contributions, gifts, grants paid	295,679			295,679
26 Total expenses and disbursements. Add lines 24 and 25	354,224	39,586	0	309,680
27 Subtract line 26 from line 12	-399,912			
a Excess of revenue over expenses and disbursements		261,579		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

(HTA)

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Form 990-PF (2008)

CECILE WOOD LEWIS TRUST 805498

95-6550536

Page 2

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		0	
	2 Savings and temporary cash investments	320,909	263,242	263,242
	3 Accounts receivable <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	4 Pledges receivable <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	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	0
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	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)	2,134,726	1,922,657	2,348,050
	c Investments—corporate bonds (attach schedule)	3,173,080	2,994,118	3,143,475
Liabilities	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	101,431	101,431	100,323
	14 Land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	15 Other assets (describe <input type="checkbox"/> )	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,730,146	5,281,448	5,855,090
	17 Accounts payable and accrued expenses		0	
	18 Grants payable			
	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 <input type="checkbox"/> )	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,730,146	5,281,448	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	5,730,146	5,281,448	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,730,146	5,281,448	

## 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	5,730,146
2	Enter amount from Part I, line 27a	2	-399,912
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See attached statement	3	34,463
4	Add lines 1, 2, and 3	4	5,364,697
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> CTF BOOK TO TAX DIFFERENCE	5	83,249
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,281,448

Form 990-PF (2008)

CECILE WOOD LEWIS TRUST 805498

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Page **3****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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
<b>2</b> 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 }			<b>2</b>	-346,853
<b>3</b> 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 }			<b>3</b>	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))
2007	358,227	6,373,612	0.056205
2006	346,770	7,072,972	0.049027
2005	358,800	6,749,534	0.053159
2004	305,526	6,723,721	0.045440
2003	276,154	6,467,265	0.042700

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.246531
<b>3</b> 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	<b>3</b>	0.049306
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	<b>4</b>	5,198,746
<b>5</b> Multiply line 4 by line 3	<b>5</b>	256,329
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	2,616
<b>7</b> Add lines 5 and 6	<b>7</b>	258,945
<b>8</b> 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.	<b>8</b>	309,680

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary—see instructions)		
<b>b</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	<b>1</b>	2,616
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b> Add lines 1 and 2	<b>3</b>	2,616
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	2,616
<b>6</b> Credits/Payments		
<b>a</b> 2008 estimated tax payments and 2007 overpayment credited to 2008	<b>6a</b>	2,736
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	2,736
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	120
<b>11</b> Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> 120 Refunded <input type="checkbox"/> 0	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

<b>1 a</b> 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>1a</b>			X
<b>b</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)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			X
<b>1b</b>			X
<b>c</b> Did the foundation file Form 1120-POL for this year?	<b>1c</b>		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	<b>2</b>		X
<b>3</b> 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	<b>3</b>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>4a</b>		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	<b>5</b>		X
<b>6</b> 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?	<b>6</b>	X	
<b>7</b> 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	<b>7</b>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CA			
<b>b</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	<b>8b</b>	X	
<b>9</b> 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	<b>9</b>		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<b>10</b>		X

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

<b>11</b>	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	<b>11</b>		X
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> N/A	<b>13</b>	X	
<b>14</b>	The books are in care of <b>▶</b> Wells Fargo Bank, N A Trust Tax Dep Telephone no <b>▶</b> (800) 352-3705 Located at <b>▶</b> P O Box 63954, MAC A0330-011 SAN FRANCISCO CA ZIP+4 <b>▶</b> 94163			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year <b>▶</b> 15 N/A			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <input type="checkbox"/>	<b>1b</b>	X
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	<b>1c</b>	X
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b>	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions )	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2008 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 2008 )	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	<b>4b</b>	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b**

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If you answered "Yes" to 6b, also file Form 8870

☐ Yes ☒ No**7b****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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. Trust Tax Dep P O Box 63954, MAC A0330-011 SAN FRANC	TRUSTEE	4 00	51,664	0
		00	0	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		00	0	0
		00	0	0
		00	0	0
		00	0	0
		00	0	0
		00	0	0

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

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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 23 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	0
<b>Total.</b> Add lines 1 through 3	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,060,829
<b>b</b>	Average of monthly cash balances	<b>1b</b>	217,086
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,277,915
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,277,915
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	79,169
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,198,746
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	259,937

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	259,937
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	2,616
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,616
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	257,321
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	257,321
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	257,321

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	309,680
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	309,680
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	2,616
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	307,064

**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 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7				257,321
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only			71,712	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003	NONE			
<b>b</b> From 2004	NONE			
<b>c</b> From 2005	NONE			
<b>d</b> From 2006	NONE			
<b>e</b> From 2007	NONE			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 309,680				
<b>a</b> Applied to 2007, but not more than line 2a			71,712	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2008 distributable amount				237,968
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				19,353
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2004	0			
<b>b</b> Excess from 2005	0			
<b>c</b> Excess from 2006	0			
<b>d</b> Excess from 2007	0			
<b>e</b> Excess from 2008	0			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)**N/A****1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section☐ 4942(j)(3) or ☐ 4942(j)(5)**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed**b** 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities  
Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** "Assets" alternative test—enter**(1)** Value of all assets**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test—enter**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**(3)** Largest amount of support from an exempt organization**(4)** Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2008	(b) 2007	(c) 2006	(d) 2005	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
0				0
0				0
				0
				0
				0
				0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 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 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	
<b>1</b>	Program service revenue					
<b>a</b>			0		0	0
<b>b</b>			0		0	0
<b>c</b>			0		0	0
<b>d</b>			0		0	0
<b>e</b>			0		0	0
<b>f</b>			0		0	0
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	299,136	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	-346,853	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> Royalty Income		0	15	2,029	0
<b>b</b>			0		0	0
<b>c</b>			0		0	0
<b>d</b>			0		0	0
<b>e</b>			0		0	0
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		0		-45,688	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	-45,688

(See worksheet in line 13 instructions on page 28 to verify calculations )

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

[illegible]





**Line 11 (990-PF) - Other Income**

		2,029	2,029	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OMG ROYALTY INCOME	2,029	2,029	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	



**Line 16b (990-PF) - Accounting Fees**

		1,075	0	0	1,075
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	ACCOUNTING FEES	1,075			1,075
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

		5,453	495	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	495	495		
2	PY EXCISE TAX DUE	1,111			
3	ESTIMATED EXCISE PAYMENTS	3,847			
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

52,017

39,091

0

12,926

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1		0	0	0	0
2	TRUSTEE FEES	51,664	38,748		12,916
3	ROYALTY EXPENSES	343	343		
4	STATE AG FEES	10			10
5					
6					
7					
8					
9					
10					

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

			2,134,726	1,922,657	1,939,889	2,348,050
	Description	Num shares/ face value	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
1	CORPORATE STOCK		2,134,726	1,922,657	1,939,889	2,348,050
2						
3						
4						
5						
6						
7						
8						
9						
10						

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

				3,173,080	2,994,118	2,835,645	3,143,475
	Description	Interest Rate	Maturity Date	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
1	CORPORATE BONDS			3,173,080	2,994,118	2,835,645	3,143,475
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

			101,431	101,431	100,323
	Item or Category	Basis of Valuation	(a) Book value beg. of year	(b) Book value end of year	(c) FMV end of year
1	OTHER INVESTMENTS		101,431	101,431	100,323
2					
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	COST BASIS ADJUSTMENT	1	498
2	CTF INCOME TIMING DIFFERENCE	2	1
3	UNDISTRIBUTED CTF CAPITAL GAIN	3	33,417
4	FEDERAL EXCISE TAX REFUND	4	547
5	Total	5	34,463

---

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

1	CTF BOOK TO TAX DIFFERENCE	1	83,249
2	Total	2	83,249

---

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

	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
	Long Term CG Distributions							
	Short Term CG Distributions							
1	AMERICAN EXPRESS CO	025816109		3/5/2003	7/10/2009	29,366	0	37,289
2	AMERICAN EXPRESS CO	025816109		4/10/2003	7/10/2009	4,518	0	6,050
3	APPLE INC	037833100		7/10/2009	8/4/2009	8,219	0	6,822
4	BANK OF AMERICA CORP	060505104		3/5/2003	3/6/2009	10,980	0	121,554
5	CEMEX S A B DE C C ADR	151290889		3/5/2003	1/13/2009	27,210	0	26,580
6	DELL INC	24702R101		3/5/2003	7/10/2009	17,264	0	34,008
7	DELL INC	24702R101		4/10/2003	7/10/2009	2,656	0	5,618
8	ISHARES NASDAQ BIOTECH INDEX	464287556		11/21/2005	9/8/2009	55,425	0	55,300
9	MCGRAW-HILL COMPANIES INC	580645109		3/5/2003	4/13/2009	62,763	0	70,265
10	MIDCAP SPDR	595635103		7/25/2006	9/8/2009	59,972	0	66,570
11	ORACLE CORPORATION	68189X105		3/5/2003	7/10/2009	26,207	0	14,846
12	QUALCOMM INC	747525103		7/10/2009	8/4/2009	55,417	0	51,696
13	L/T CAPITAL GAIN DIVIDENDS					2,126	0	0
14	CTF SHORT TERM					-79,387	0	0
15	CTF LONG TERM					-132,991	0	0
16						0	0	0
17						0	0	0



**Part IV (990-PF) - Capital Gains and Losses for \***

		Amount																			
		Long Term CG Distributions		Short Term CG Distributions																	
		0		0																	
	(a) Kind(s) of property sold	CUSIP #		(h) Gain or Loss		(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		(l) Gains (col (h) gain minus col (k), but not less than zero) or Losses (from col (h))									
1	AMERICAN EXPRESS CO	025816109		-7,923						0		-7,923									
2	AMERICAN EXPRESS CO	025816109		-1,532						0		-1,532									
3	APPLE INC	037833100		1,397						0		1,397									
4	BANK OF AMERICA CORP	060505104		-110,574						0		-110,574									
5	CEMEX S A B D E C C ADR	151290889		630						0		630									
6	DELL INC	24702R101		-16,744						0		-16,744									
7	DELL INC	24702R101		-2,962						0		-2,962									
8	ISHARES NASDAQ BIOTECH INDEX	464287556		125						0		125									
9	MCGRAW-HILL COMPANIES INC	580645109		-7,502						0		-7,502									
10	MIDCAP SPDR	595635103		-6,598						0		-6,598									
11	ORACLE CORPORATION	68389X105		11,361						0		11,361									
12	QUALCOMM INC	747525103		3,721						0		3,721									
13	L/T CAPITAL GAIN DIVIDENDS			2,126						0		2,126									
14	CTF SHORT TERM			-79,387						0		-79,387									
15	CTF LONG TERM			-132,991						0		-132,991									
16				0						0		0									
17				0						0		0									

[illegible]

**Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue**

		Unrelated business income		Excluded by section 512, 513, or 514		
		(a)	(b)	(c)	(d)	(e)
Program Service Revenue		Business code	Amount	Exclusion code	Amount	Related or exempt function income
a	Royalty Income			15	2,029	
b						
c						
d						
e						
f						
g						
h						
i						
j						
k						
l						
m						
n						
o						
p						
q						
r						
s						
t						
u						
v						
w						
x						
y						
z						

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

1	Credit from prior year return	1	
2	First quarter estimated tax payment	2	684
3	Second quarter estimated tax payment	3	684
4	Third quarter estimated tax payment	4	684
5	Fourth quarter estimated tax payment	5	684
6	Other payments	6	0
7	Total	7	2,736

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

<b>1</b>	Distributable amounts for 2007 that remained undistributed at the beginning of the 2008 tax year	<b>1</b>	71,712
<b>2</b>	-----	<b>2</b>	-----
<b>3</b>	-----	<b>3</b>	-----
<b>4</b>	-----	<b>4</b>	-----
<b>5</b>	-----	<b>5</b>	-----
<b>6</b>	-----	<b>6</b>	-----
<b>7</b>	-----	<b>7</b>	-----
<b>8</b>	-----	<b>8</b>	-----
<b>9</b>	-----	<b>9</b>	-----
<b>10</b>	Total	<b>10</b>	71,712

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

Recipient(s) paid during the year

Name

BRAILLE INSTITUTE OF AMERICA

☐

Person

☒

Business

Street

741 N VERMONT AVE

City

LOS ANGELES

State

CA

Zip code

90029-3514

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

62,004

Name

AMERICAN RED CROSS SAN GABRIEL POMONA VALLEY CHAPTER

☐

Person

☒

Business

Street

430 MADELINE DRIVE

City

PASADENA

State

CA

Zip code

91105

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

62,004

Name

CITY OF HOPE

☐

Person

☒

Business

Street

1500 DUARTE ROAD

City

DUARTE

State

CA

Zip code

91010-3012

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

62,004

Name

ABILITY FIRST

☐

Person

☒

Business

Street

1300 E GREEN ST

City

PASADENA

State

CA

Zip code

91106

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

62,005

Name

ARTHRITIS FOUNDATION

☐

Person

☒

Business

Street

800 WEST 6TH STREET, SUITE 1250

City

LOS ANGELES

State

CA

Zip code

90017

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

47,662

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

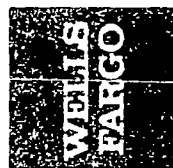
Relationship

Foundation Status

Purpose of grant/contribution

Amount

0



Account Statement For  
LEWIS, CECILE WOODS CHARITABLE T/U/W

Period Covered November 1, 2009 - November 30, 2009

Account Number 805498

## ASSET DETAIL

### ASSET DESCRIPTION

#### Cash & Equivalents

##### MONEY MARKET

WELLS FARGO ADVANTAGE CASH  
INVESTMENT MONEY MARKET SERVICE  
#250

*Asset held in Invested Income Portfolio*

WELLS FARGO ADVANTAGE CASH  
INVESTMENT MONEY MARKET SERVICE  
#250

##### Total Money Market

##### Total Cash & Equivalents

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	194,739.530		\$194,739.53	\$194,739.53	\$0.00	\$19.48	0.01%
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	68,502.480		68,502.48	68,502.48	0.00	6.85	0.01
<b>Total Money Market</b>			<b>\$263,242.01</b>	<b>\$263,242.01</b>	<b>\$0.00</b>	<b>\$26.33</b>	<b>0.01%</b>
<b>Total Cash &amp; Equivalents</b>			<b>\$263,242.01</b>	<b>\$263,242.01</b>	<b>\$0.00</b>	<b>\$26.33</b>	<b>0.01%</b>

### ASSET DESCRIPTION

#### Fixed Income

##### COMMON TRUST FUNDS

TAXABLE INTERMEDIATE TERM BOND FUND  
DIF

CUSIP 999708902

TAXABLE TOTAL RETURN BOND FUND  
DIF

CUSIP 991283912

##### Total Common Trust Funds

##### Total Fixed Income

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TAXABLE INTERMEDIATE TERM BOND FUND DIF	121,765.646	\$9.870	\$1,201,826.93	\$1,145,987.75	\$55,839.18	\$49,274.90	4.10%
TAXABLE TOTAL RETURN BOND FUND DIF	264,890.632	7.330	1,941,648.34	1,848,130.46	93,517.88	89,509.99	4.61
<b>Total Common Trust Funds</b>			<b>\$3,143,475.27</b>	<b>\$2,994,118.21</b>	<b>\$149,357.06</b>	<b>\$138,784.89</b>	<b>4.42%</b>
<b>Total Fixed Income</b>			<b>\$3,143,475.27</b>	<b>\$2,994,118.21</b>	<b>\$149,357.06</b>	<b>\$138,784.89</b>	

Account Statement For  
LEWIS, CECILE WOODS CHARITABLE T/U/W

Period Covered November 1, 2009 - November 30, 2009  
Account Number 805498

**WELLS  
FARGO**

**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities</b>							
<b>CONSUMER DISCRETIONARY</b>							
LOWES COS INC	2,400,000	\$21.810	\$52,344.00	\$51,324.00	\$1,020.00	\$864.00	1.65%
SYMBOL LOW CUSIP 548661107							
TARGET CORP	1,800,000	46.560	83,808.00	48,132.00	35,676.00	1,224.00	1.46
SYMBOL TGT CUSIP 87612E106							
<b>Total Consumer Discretionary</b>			<b>\$136,152.00</b>	<b>\$99,456.00</b>	<b>\$36,696.00</b>	<b>\$2,088.00</b>	<b>1.53%</b>
<b>CONSUMER STAPLES</b>							
GENERAL MILLS INC	1,800,000	\$68.000	\$122,400.00	\$75,690.00	\$46,710.00	\$3,384.00	2.76%
SYMBOL GIS CUSIP 370334104							
PEPSICO INC	1,300,000	62.220	80,886.00	48,665.50	32,220.50	2,340.00	2.89
SYMBOL PEP CUSIP 713448108							
WALGREEN CO	700,000	38.890	27,223.00	19,712.00	7,511.00	385.00	1.41
SYMBOL WAG CUSIP 931422109							
<b>Total Consumer Staples</b>			<b>\$230,509.00</b>	<b>\$144,067.50</b>	<b>\$86,441.50</b>	<b>\$6,109.00</b>	<b>2.65%</b>
<b>ENERGY</b>							
CONOCOPHILLIPS	432,000	\$51.770	\$22,364.64	\$13,875.02	\$8,489.62	\$864.00	3.86%
SYMBOL COP CUSIP 20825C104							
EXXON MOBIL CORPORATION	1,150,000	75.070	86,330.50	39,422.00	46,908.50	1,932.00	2.24
SYMBOL XOM CUSIP 30231G102							
SCHLUMBERGER LTD	1,400,000	63.890	89,446.00	28,336.00	61,110.00	1,176.00	1.31
SYMBOL SLB CUSIP 806857108							
<b>Total Energy</b>			<b>\$198,141.14</b>	<b>\$81,633.02</b>	<b>\$116,508.12</b>	<b>\$3,972.00</b>	<b>2.00%</b>
<b>FINANCIALS</b>							
AMEX FINANCIAL SELECT SPDR	2,000,000	\$14.660	\$29,320.00	\$22,400.00	\$6,920.00	\$1,598.00	5.45%
SYMBOL XLF CUSIP 81369Y605							
<b>Total Financials</b>			<b>\$29,320.00</b>	<b>\$22,400.00</b>	<b>\$6,920.00</b>	<b>\$1,598.00</b>	<b>5.45%</b>



Account Statement For  
LEWIS, CECILE WOODS CHARITABLE T/U/W

Period Covered November 1, 2009 - November 30, 2009

Account Number 805498



**ASSET DETAIL** (continued)

ASSET DESCRIPTION

**Equities** (continued)

**HEALTH CARE**

JOHNSON & JOHNSON  
SYMBOL JNJ CUSIP 478160104  
MEDTRONIC INC  
SYMBOL MDT CUSIP 585055106  
PFIZER INC  
SYMBOL PFE CUSIP 717081103  
ST JUDE MED INC  
SYMBOL STJ CUSIP 790849103  
STRYKER CORP  
SYMBOL SYK CUSIP 863667101

**Total Health Care**

**INDUSTRIALS**

DANAHER CORP  
SYMBOL DHR CUSIP 235851102  
DEERE & CO  
SYMBOL DE CUSIP 244199105  
EMERSON ELECTRIC CO  
SYMBOL EMR CUSIP 291011104  
GENERAL ELECTRIC CO  
SYMBOL GE CUSIP 369604103  
L-3 COMMUNICATIONS CORP COM  
SYMBOL LLL CUSIP 502424104  
UNITED PARCEL SERVICE-CL B  
SYMBOL UPS CUSIP 911312106  
3M CO  
COM  
SYMBOL MMM CUSIP 88579Y101

**Total Industrials**

QUANTITY	PRICE	MARKET VALUE AS OF 11/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
1,000,000	\$62.840	\$62,840.00	\$51,570.00	\$11,270.00	\$1,960.00	3.12%
800,000	42.440	33,952.00	35,400.00	-1,448.00	656.00	1.93
950,000	18.170	17,261.50	27,379.00	-10,117.50	608.00	3.52
300,000	36.710	11,013.00	8,032.50	2,980.50	0.00	0.00
900,000	50.400	45,360.00	29,335.50	16,024.50	360.00	0.79
		<b>\$170,426.50</b>	<b>\$151,717.00</b>	<b>\$18,709.50</b>	<b>\$3,584.00</b>	<b>2.10%</b>
600,000	\$70.920	\$42,552.00	\$21,681.00	\$20,871.00	\$72.00	0.17%
1,250,000	53.510	66,887.50	75,056.25	-8,168.75	1,400.00	2.09
600,000	41.410	24,846.00	13,863.00	10,983.00	804.00	3.24
2,500,000	16.020	40,050.00	62,360.00	-22,310.00	1,000.00	2.50
300,000	78.370	23,511.00	14,853.00	8,658.00	420.00	1.79
300,000	57.470	17,241.00	16,339.82	901.18	540.00	3.13
200,000	77.440	15,488.00	14,761.37	726.63	408.00	2.63
		<b>\$230,575.50</b>	<b>\$218,914.44</b>	<b>\$11,661.06</b>	<b>\$4,644.00</b>	<b>2.01%</b>

Account Statement For:  
LEWIS, CECILE WOODS CHARITABLE T/U/W

Period Covered November 1, 2009 - November 30, 2009

Account Number 805498

**WELLS  
FARGO**

# **ASSET DETAIL** *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities</b> <i>(continued)</i>							
<b>INFORMATION TECHNOLOGY</b>							
APPLE INC	950 000	\$199.910	\$189,914.50	\$129,627.50	\$60,287.00	\$0.00	0.00%
SYMBOL: AAPL CUSIP: 037833100							
CISCO SYSTEMS INC	1,950 000	23.400	45,630.00	32,573.00	13,057.00	0.00	0.00
SYMBOL: CSCO CUSIP: 17275R102							
HEWLETT PACKARD CO	1,500 000	49.060	73,590.00	68,520.00	5,070.00	480.00	0.65
SYMBOL: HPQ CUSIP: 428236103							
INTEL CORP	950 000	19.200	18,240.00	15,874.50	2,365.50	532.00	2.92
COMM							
SYMBOL: INTC CUSIP: 458140100							
MICROSOFT CORP	2,500 000	29.410	73,525.00	61,430.00	12,095.00	1,300.00	1.77
SYMBOL: MSFT CUSIP: 594918104							
<b>Total Information Technology</b>			<b>\$400,899.50</b>	<b>\$308,025.00</b>	<b>\$92,874.50</b>	<b>\$2,312.00</b>	<b>0.58%</b>
<b>MATERIALS</b>							
MONSANTO CO NEW	800 000	\$80.750	\$64,600.00	\$110,239.92	-\$45,639.92	\$848.00	1.31%
SYMBOL: MON CUSIP: 61166W101							
<b>Total Materials</b>			<b>\$64,600.00</b>	<b>\$110,239.92</b>	<b>-\$45,639.92</b>	<b>\$848.00</b>	<b>1.31%</b>
<b>TELECOMMUNICATION SERVICES</b>							
AT & T INC	700 000	\$26.940	\$18,858.00	\$14,287.00	\$4,571.00	\$1,148.00	6.09%
SYMBOL: T CUSIP: 00206R102							
VERIZON COMMUNICATIONS	700 000	31.460	22,022.00	23,203.09	-1,181.09	1,330.00	6.04
SYMBOL: VZ CUSIP: 92343V104							
<b>Total Telecommunication Services</b>			<b>\$40,880.00</b>	<b>\$37,490.09</b>	<b>\$3,389.91</b>	<b>\$2,478.00</b>	<b>6.06%</b>

Account Statement For  
LEWIS, CECILE WOODS CHARITABLE T/U/W



Period Covered November 1, 2009 - November 30, 2009

Account Number 805498

**ASSET DETAIL** *(continued)*

ASSET DESCRIPTION

**Equities** *(continued)*

**MUTUAL FUNDS**

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ISHARES MSCI EAFE SYMBOL EFA CUSIP 464287465	5,500,000	\$55.390	\$304,645.00	\$338,434.65	-\$33,789.65	\$8,173.00	2.68%
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL EEM CUSIP 464287234	4,500,000	40.520	182,340.00	121,560.00	60,780.00	2,227.50	1.22
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL IJR CUSIP 464287804	700,000	50.710	35,497.00	34,305.60	1,191.40	356.30	1.00
MIDCAP SPDR SYMBOL MDY CUSIP 595635103	2,600,000	124.640	324,064.00	254,413.94	69,650.06	4,043.00	1.25
<b>Total Mutual Funds</b>			<b>\$846,546.00</b>	<b>\$748,714.19</b>	<b>\$97,831.81</b>	<b>\$14,799.80</b>	<b>1.75%</b>
<b>Total Equities</b>			<b>\$2,348,049.64</b>	<b>\$1,922,657.16</b>	<b>\$425,392.48</b>	<b>\$42,432.80</b>	<b>1.81%</b>

ASSET DESCRIPTION

**Alternative Investments**

**OTHER**

MERRILL LYNCH & CO 11/28/07 11/30/2010 1.43X LONG RIC SHORT USD PRINCIPAL PROTECTED CUSIP 59018YL33	100,000,000	\$95.560	\$95,560.00	\$100,000.00	-\$4,440.00	\$0.00	0.00%
<b>Total Other</b>			<b>\$95,560.00</b>	<b>\$100,000.00</b>	<b>-\$4,440.00</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Total Alternative Investments</b>			<b>\$95,560.00</b>	<b>\$100,000.00</b>	<b>-\$4,440.00</b>	<b>\$0.00</b>	<b>0.00%</b>


**ASSET DETAIL** *(continued)***ASSET DESCRIPTION****Real Estate & Specialty Assets****OIL, GAS & MINERALS**

ASSET DESCRIPTION	QUANTITY	PRICE	VALUE CARRIED AS OF 11/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CA, LOS, BL61, LOO, 1.00 FEE	1 000	\$4,759 000	\$4,759.00	\$1,426.60	\$3,332.40	\$171.00	3.59%
CA, LOS, BL61, LOO, 1.00 FEE							
ASSET MANAGER TIM DAVIES							
PHONE# 303-863-5705							
Valued as of 07/31/05							
CA, ORA, BL49, L	1 000	1 000	1 00	1 00	0 00	60 00	0 00
CA, ORA, BL49, L							
ASSET MANAGER TIM DAVIES							
PHONE# 303-863-5705							
CA, SBR, 25, 7W, S9, 1 00 MI	1 000	1 000	1 00	1 00	0 00	0 00	0 00
CA, SBR, 25, 7W, S9, 1 00 MI							
ASSET MANAGER TIM DAVIES							
PHONE# 303-863-5705							
CA, TUL, 24S, 25E, S3, 50 MI	1 000	1 000	1 00	1 00	0 00	0 00	0 00
CA, TUL, 24S, 25E, S3, 50 MI							
ASSET MANAGER TIM DAVIES							
PHONE# 303-863-5705							
OK, CIM, 3N, 6E, S30, 50 MI	1 000	1 000	1 00	1 00	0 00	0 00	0 00
OK, CIM, 3N, 6E, S30, 50 MI							
ASSET MANAGER TIM DAVIES							
PHONE# 303-863-5705							
<b>Total Oil, Gas &amp; Minerals</b>			<b>\$4,763.00</b>	<b>\$1,430.60</b>	<b>\$3,332.40</b>	<b>\$231.00</b>	<b>4.85%</b>
<b>Total Real Estate &amp; Specialty Assets</b>			<b>\$4,763.00</b>	<b>\$1,430.60</b>	<b>\$3,332.40</b>	<b>\$231.00</b>	<b>4.85%</b>

**TOTAL ASSETS**

ACCOUNT VALUE AS OF 11/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
\$5,855,089.92	\$5,281,447.98	\$573,641.94	\$181,475.02