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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

LEWIS FAMILY TRUST
C/O LARRY LEVY
80 BROADWAY
ELMWOOD PARK, NJ 07407A Employer identification number
22-6885462

B Telephone number (see the instructions)

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 ☐G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH 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, column (c), line 16)
\$ 13,540,152.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

217,786.

217,786.

N/A

4 Dividends and interest from securities

127,978.

127,978.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

438,036.

b Gross sales price for all assets on line 6a 18,553,035.

7 Capital gain net income (from Part IV, line 2)

438,036.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

1,006.

1,006.

12 Total. Add lines 1 through 11

784,806.

784,806.

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 2

3,201.

3,201.

b Accounting fees (attach sch) SEE ST 3

3,000.

3,000.

c Other prof fees (attach sch) SEE ST 4

133,056.

133,056.

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 5

9,335.

9,335.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 6

430.

430.

24 Total operating and administrative expenses. Add lines 13 through 23

149,022.

149,022.

25 Contributions, gifts, grants paid PART XV

583,000.

583,000.

26 Total expenses and disbursements. Add lines 24 and 25

732,022.

149,022.

583,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

52,784.

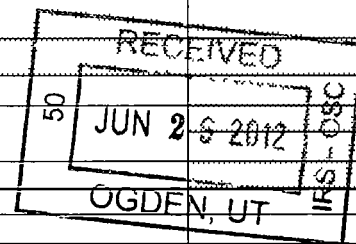
b Net investment income (if negative, enter 0)

635,784.

c Adjusted net income (if negative, enter 0)

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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			
	2 Savings and temporary cash investments	734,252.	1,864,951.	1,864,951.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)		2,795,070.	2,810,024.
	b Investments — corporate stock (attach schedule)	3,686,641.	4,365,279.	4,209,050.
	c Investments — corporate bonds (attach schedule)	9,086,961.	4,535,338.	4,656,127.
LIABILITIES	11 Investments — land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	13,507,854.	13,560,638.	13,540,152.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	13,507,854.	13,560,638.	
	30 Total net assets or fund balances (see instructions)	13,507,854.	13,560,638.	
	31 Total liabilities and net assets/fund balances (see instructions)	13,507,854.	13,560,638.	

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	13,507,854.
2 Enter amount from Part I, line 27a	2	52,784.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	13,560,638.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	13,560,638.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 7				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	438,036.
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	10,034.

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 (column (b) divided by column (c))
2010	615,149.	13,549,972.	0.045399
2009	671,330.	11,903,741.	0.056397
2008	720,254.	13,462,451.	0.053501
2007	27,540.	14,024,571.	0.001964
2006	18,000.	881,035.	0.020431

2 Total of line 1, column (d)	2	0.177692
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	0.035538
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,797,496.
5 Multiply line 4 by line 3	5	490,335.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,358.
7 Add lines 5 and 6	7	496,693.
8 Enter qualifying distributions from Part XII, line 4	8	583,000.

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 <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
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		1	6,358.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,358.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,358.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	5,680.	
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	5,680.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	21.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	699.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11		
Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NJ		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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? Website address ► N/A	13	X	
14	The books are in care of ► LARRY LEVY Located at ► 80 BROADWAY, ELMWOOD PARK, NJ Telephone no. ► 201-791-8500 ZIP + 4 ► 07407			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	N/A ► <input type="checkbox"/> N/A		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►	16		X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 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 2011.)	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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b N/A

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 X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LARRY LEVY 80 BROADWAY ELMWOOD PARK, NJ 07407	TRUSTEE 3.50	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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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	11,473,211.
b Average of monthly cash balances	1b	2,534,399.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	14,007,610.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	14,007,610.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	210,114.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,797,496.
6 Minimum investment return. Enter 5% of line 5	6	689,875.

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	689,875.
2a Tax on investment income for 2011 from Part VI, line 5	2a	6,358.	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	6,358.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	683,517.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	683,517.
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	683,517.

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	583,000.
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	583,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	6,358.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	576,642.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				683,517.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			582,077.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 583,000.				
a Applied to 2010, but not more than line 2a			582,077.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				923.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012.				682,594.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 8				
Total			3a	583,000.
b Approved for future payment				
Total			3b	

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LEWIS FAMILY TRUST
C/O LARRY LEVY

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 1,006.	\$ 1,006.	
TOTAL	\$ 1,006.	\$ 1,006.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	\$ 3,201.	\$ 3,201.		
TOTAL	\$ 3,201.	\$ 3,201.		\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 3,000.	\$ 3,000.		
TOTAL	\$ 3,000.	\$ 3,000.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEE	\$ 59,254.	\$ 59,254.		
TRUSTEE FEE	73,802.	73,802.		
TOTAL	\$ 133,056.	\$ 133,056.		\$ 0.

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STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	\$ 6,567.	\$ 6,567.		
FOREIGN TAX	2,768.	2,768.		
TOTAL	<u>\$ 9,335.</u>	<u>\$ 9,335.</u>		<u>\$ 0.</u>

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	\$ 430.	\$ 430.		
TOTAL	<u>\$ 430.</u>	<u>\$ 430.</u>		<u>\$ 0.</u>

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	30237 AQR DIVERSIFIED ARBITRAGE CLASS 1	PURCHASED	2/12/2010	2/11/2011
2	15384 CREDIT SUISSE COMMD RETRN STRTGY	PURCHASED	2/01/2010	2/11/2011
3	1159 CREDIT SUISSE COMMD RETRN STRTGY	PURCHASED	2/12/2010	2/11/2011
4	170901 FIDELITY INVESTMENT GRADE	PURCHASED	2/26/2007	2/11/2011
5	19851 FIDELITY REAL ESTATE INCOME	PURCHASED	2/16/2007	2/11/2011
6	2514 FIDELITY SELECT GOLD	PURCHASED	2/01/2010	2/11/2011
7	233 FIDELITY SELECT GOLD	PURCHASED	2/12/2011	2/11/2011
8	111702 FIDELITY TOTAL BOND	PURCHASED	2/01/2010	2/11/2011
9	78285 METROPOLITAN WEST LOW DURATION	PURCHASED	2/01/2010	2/11/2011
10	171162 PIMCO SHORT TERM ADMINISTRATIVE SHS	PURCHASED	2/07/2007	2/11/2011
11	103694 PIMCO TOTAL RETURN ADMINISTRATIVE SHS	PURCHASED	2/16/2007	2/11/2011
12	51055 STRATEGIC ADVISERS CORE FUND	PURCHASED	2/12/2010	2/11/2011
13	185404 STRATEGIC ADVISERS CORE FUND	PURCHASED	2/01/2010	2/11/2011
14	13198 STRATEGIC ADVISERS EMERGING MARKETS	PURCHASED	2/12/2010	2/11/2011
15	32707 STRATEGIC ADVISERS GROWTH FUND	PURCHASED	2/12/2010	2/11/2011
16	78646 STRATEGIC ADVISERS INCOME OPPORTUNITIES	PURCHASED	10/17/2007	2/11/2011
17	86859 STRATEGIC ADVISERS INTERNATIONAL FUND	PURCHASED	2/24/2007	2/11/2011
18	17430 STRATEGIC ADVISERS SMALL-MID CAP FD	PURCHASED	2/21/2007	2/11/2011
19	19698 STRATEGIC ADVISERS US OPPTY FUND	PURCHASED	2/01/2010	2/11/2011
20	37119 STRATEGIC ADVISERS VALUE FUND	PURCHASED	2/09/2010	2/11/2011
21	20469 T ROWE PRICE HIGH YIELD ADVISOR	PURCHASED	2/20/2007	2/11/2011
22	55569 T ROWE PRICE SHORT TERM BD FD ADV CL	PURCHASED	2/12/2010	2/11/2011
23	19466 TEMPLETON GLOBAL BOND CLASS A	PURCHASED	2/01/2010	2/11/2011
24	71 ACCENTURE PLC IRELAND CLASS SHS	PURCHASED	2/25/2011	9/30/2011
25	1050 TRANSOCEAN LTD ZUG NAMEN AKT	PURCHASED	3/25/2011	11/03/2011

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
26	75 APPLE INC	PURCHASED	2/25/2011	10/27/2011
27	900 AUTOMATIC DATA PROCESSING INC	PURCHASED	3/15/2011	8/03/2011
28	6300 BANK OF AMERICA CORP	PURCHASED	3/11/2011	11/03/2011
29	1800 BOOZ ALLEN HAMILTON HLDG CORP	PURCHASED	3/25/2011	10/27/2011
30	632 CHURCH & DWIGHT CO INC	PURCHASED	2/23/2011	10/18/2011
31	615 CONOCOPHILLIPS	PURCHASED	2/23/2011	7/14/2011
32	615 CONOCOPHILLIPS	PURCHASED	4/21/2011	7/19/2011
33	2250 WALT DISNEY CO	PURCHASED	4/28/2011	8/08/2011
34	2100 JP MORGAN CHASE & CO	PURCHASED	3/23/2011	8/08/2011
35	2600 MCGRAW HILL COMPANIES INC	PURCHASED	4/18/2011	6/17/2011
36	2400 MICROSOFT CORP	PURCHASED	3/15/2011	6/16/2011
37	1760 THERMO FISHER SCIENTIFIC INC	PURCHASED	3/11/2011	8/05/2011
38	2921 VALE SA ADR	PURCHASED	3/15/2011	8/05/2011
39	310 WATERS CORP	PURCHASED	2/25/2011	10/27/2011
40	500000 FEDERAL HOME LOAN MTG CORP	PURCHASED	2/25/2011	6/15/2011
41	500000 FEDERAL HOME LN BKS STEP UP	PURCHASED	3/08/2011	6/30/2011
42	500000 FEDERAL HOME LN BKS STEP UP	PURCHASED	3/08/2011	6/23/2011
43	500000 FEDERAL HOME LN BKS STEP UP	PURCHASED	6/24/2011	12/30/2011
44	500000 FEDERAL HOME LN BKS STEP UP	PURCHASED	6/17/2011	12/23/2011
45	500000 FEDERAL HOME LN MTG CORP MEDIUM TERM	PURCHASED	2/24/2011	6/29/2011
46	500000 FEDERAL NATL MTG ASSN MEDIUM TERM	PURCHASED	7/05/2011	9/30/2011
47	500000 FEDERAL NATL MTG ASSN MEDIUM TERM	PURCHASED	3/04/2011	8/16/2011
48	500000 FEDERAL NATL MTG ASSN MEDIUM TERM	PURCHASED	6/30/2011	12/30/2011
49	1200 GREENHAVEN CONTINUOUS	PURCHASED	2/23/2011	3/25/2011
50	2000 PROSHARES TR SHORT 20+ YR TREAS	PURCHASED	4/05/2011	12/08/2011
51	50000 SALLY HLDGS LLC	PURCHASED	8/24/2011	12/05/2011
52	6770 SPDR GOLD TR GOLD SHS CASH INCOME	PURCHASED	2/24/2011	12/09/2011
53	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	341,375.		335,318.	6,057.				\$ 6,057.
2	145,067.		115,379.	29,688.				29,688.
3	10,934.		8,696.	2,238.				2,238.
4	1247072.		1236213.	10,859.				10,859.
5	212,008.		228,245.	-16,237.				-16,237.
6	122,414.		92,039.	30,375.				30,375.
7	11,340.		8,526.	2,814.				2,814.
8	1191859.		1158026.	33,833.				33,833.
9	677,163.		722,387.	-45,224.				-45,224.
10	1689365.		1694077.	-4,712.				-4,712.
11	1116785.		1085660.	31,125.				31,125.
12	612,663.		516,827.	95,836.				95,836.
13	1931909.		1849808.	82,101.				82,101.
14	131,580.		136,616.	-5,036.				-5,036.
15	405,897.		330,802.	75,095.				75,095.
16	793,539.		739,481.	54,058.				54,058.
17	804,316.		743,511.	60,805.				60,805.
18	208,982.		182,352.	26,630.				26,630.
19	206,236.		174,444.	31,792.				31,792.
20	530,433.		464,810.	65,623.				65,623.
21	141,851.		136,777.	5,074.				5,074.
22	268,397.		271,721.	-3,324.				-3,324.

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C/O LARRY LEVY

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
23	263,768.		232,189.	31,579.				\$ 31,579.
24	3,758.		3,711.	47.				47.
25	50,630.		85,575.	-34,945.				-34,945.
26	30,484.		26,099.	4,385.				4,385.
27	44,481.		44,558.	-77.				-77.
28	34,396.		87,572.	-53,176.				-53,176.
29	29,090.		33,433.	-4,343.				-4,343.
30	27,622.		23,359.	4,263.				4,263.
31	48,920.		47,870.	1,050.				1,050.
32	46,009.		49,301.	-3,292.				-3,292.
33	75,382.		97,367.	-21,985.				-21,985.
34	73,467.		96,178.	-22,711.				-22,711.
35	103,044.		100,618.	2,426.				2,426.
36	57,455.		62,411.	-4,956.				-4,956.
37	95,337.		97,926.	-2,589.				-2,589.
38	83,055.		96,158.	-13,103.				-13,103.
39	25,084.		25,538.	-454.				-454.
40	500,000.		499,864.	136.				136.
41	500,000.		498,145.	1,855.				1,855.
42	500,000.		499,708.	292.				292.
43	500,000.		499,520.	480.				480.
44	500,000.		499,270.	730.				730.
45	500,000.		500,000.	0.				0.
46	500,000.		497,520.	2,480.				2,480.
47	500,000.		500,020.	-20.				-20.
48	500,000.		496,770.	3,230.				3,230.
49	42,197.		41,402.	795.				795.
50	64,059.		88,498.	-24,439.				-24,439.
51	52,625.		52,704.	-79.				-79.
52	354.		0.	354.				354.
53								633.
							TOTAL	\$ 438,036.

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UJA FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	\$ 100,000.

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LEWIS FAMILY TRUST
C/O LARRY LEVY

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
DAUGHTERS OF MIRIAM CENTER 155 HAZEL STREET CLIFTON, NJ 07015	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS.	\$ 100,000.
RUTGERS HILLEL 93 COLLEGE AVE NEW BRUNSWICK, NJ 08901,	NONE	PUBLIC	CONTRIBUTIONS GIVEN TO PRESELECTED ORGANIZATIONS.	10,000.
JEWISH HOME FOUNDATION OF NO JERSEY 10 LINK DRIVE ROCKLEIGH, NJ 07647	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS.	25,000.
YESHIVAT NOAM 70 WEST CENTURY ROAD PARAMUS, NJ 07652	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	20,000.
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 39 BROADWAY SUITE 1510 NEW YORK, NY 10006	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	50,000.
AMERICAN COMMITTEE FOR THE WEIZMANN INST 633 THIRD AVE NEW YORK, NY 10017	NONE	PUBLIC	CONTRIBUTION GIVER TO PRESELECTED ORGANIZATIONS	50,000.
TEMPLE BETH RISHON 585 RUSSELL AVE WYCKOFF, NJ 07481	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	8,000.
MA'AYANOT YESHIVA HIGH SCHOOL FOR GIRLS 1650 PALISADE AVE TEANECK, NJ 07666	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
JEWISH FAMILY SERVICE OF BERGEN COUNTY 1485 TEANECK ROAD TEANECK, NJ 07666	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	25,000.
JEWISH FAMILY SERVICE OF NORTH JERSEY 1 PIKE DRIVE WAYNE, NJ 07470	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	25,000.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN FRIENDS OF THE HEBREW UNIV. ONE BATTERY PARK PLAZA - 25TH FLOOR NEW YORK, NY 10004	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	\$ 50,000.
BOYS TOWN JERUSALEM FD OF AMERICA 1 PENN PLAZA - SUITE 6250 NEW YORK, NY 10119	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	25,000.
MASORTI FOUNDATION 475 RIVERSIDE DRIVE - SUITE 832 NEW YORK, NY 10115	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
PENN HILLEL 201 SOUTH 39TH STREET PHILADELPHIA, PA 19104	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	5,000.
JEWISH HISTORICAL SOCIETY OF N JERSEY 4 TOMAHAWK DRIVE WAYNE, NJ 07470	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	5,000.
GIRLS TOWN OR CHADASH 1431 CONEY ISLAND AVE BROOKLYN, NY 11230	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
FRIENDS OF THE IDF 1430 BROADWAY NEW YORK, NY 10018	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
JEWISH NATIONAL FUND 42 EAST 69TH ST NEW YORK, NY 10021	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
AMERICAN FRIENDS OF MIGDAL OHR 1560 BROADWAY SUITE 510 NEW YORK, NY 10036	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 352 SEVENTH AVE, SUITE 400 NEW YORK, NY 10001	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CHAI LIFELINE 151 WEST 30TH ST NEW YORK, NY 10001	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	\$ 5,000.
CENTRAL SYNAGOGUE 123 EAST 55TH STREET NEW YORK, NY 10022	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
TOTAL				\$ <u>583,000.</u>

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OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS

PERSHING LLC	\$	240,378.
ACCRUED INTEREST PAID		-22,592.
TOTAL	\$	<u>217,786.</u>

NET INVESTMENT INCOME / ADJ. NET INCOME
INTEREST ON SAVINGS & CASH INVESTMENTS (SEE SCREEN 18) [O]

PERSHING LLC	\$	240,378.
ACCRUED INTEREST PAID		-22,592.
TOTAL	\$	<u>217,786.</u>