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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

2011

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 , 20

Name of foundation EARNET AND MILDRED M LEWIS		A Employer identification number 26-0454822						
Number and street (or P.O. box number if mail is not delivered to street address) 1525 W.W.T. HARRIS BLVD. D1114-044		B Telephone number (see instructions) (843) 937-4614						
City or town, state, and ZIP code CHARLOTTE, NC 28288		C If exemption application is pending, check here <input type="checkbox"/>						
Check all that apply: <table border="1"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,883,823.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		100,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		35.	35.		STMT 1
4 Dividends and interest from securities		351,856.	345,514.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		292,562.			
b Gross sales price for all assets on line 6a	2,610,906.				
7 Capital gain net income (from Part IV, line 2)			292,562.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)			-803.		STMT 4
12 Total. Add lines 1 through 11		744,453.	637,308.		
13 Compensation of officers, directors, trustees, etc.		80,575.	72,517.		8,057.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 5		2,999.	NONE	NONE	2,999.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 6		10,268.	6,701.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 7			184.		
24 Total operating and administrative expenses. Add lines 13 through 23		93,842.	79,402.	NONE	11,056.
25 Contributions, gifts, grants paid		549,999.			549,999.
26 Total expenses and disbursements. Add lines 24 and 25		643,841.	79,402.	NONE	561,055.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		100,612.			
b Net investment income (if negative, enter -0-)			557,906.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	265,791.	271,900.	271,900.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	598,289.	755,663.	774,591.
	b Investments - corporate stock (attach schedule)	7,256,956.	6,490,867.	7,499,969.
	c Investments - corporate bonds (attach schedule)	1,409,502.	2,061,826.	2,170,977.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	192,548.	166,386.	166,386.
	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)	9,723,086.	9,746,642.	10,883,823.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	9,723,086.	9,746,642.	
	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 instructions)	9,723,086.	9,746,642.	
31 Total liabilities and net assets/fund balances (see instructions)	9,723,086.	9,746,642.		

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	9,723,086.
2 Enter amount from Part I, line 27a	2	100,612.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	20,328.
4 Add lines 1, 2, and 3	4	9,844,026.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	97,384.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,746,642.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 2,526,218.		2,318,344.	207,874.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			207,874.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	292,562.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	532,589.	10,840,311.	0.04913041701
2009	255,503.	5,281,266.	0.04837911970
2008	4,490.	61,046.	0.07355109262
2007	NONE	27,623.	NONE
2006			
2 Total of line 1, column (d)			0.17106062933
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			0.04276515733
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			11,759,672.
5 Multiply line 4 by line 3			502,904.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,579.
7 Add lines 5 and 6			508,483.
8 Enter qualifying distributions from Part XII, line 4			561,055.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	5,579.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	5,579.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,579.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,708.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,708.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	871.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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 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.		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 ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► SC		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>WELLS FARGO BANK NA</u> Telephone no. <u>(843) 937-4614</u> Located at <u>16 BROAD ST 2ND FLOOR, CHARLESTON, SC</u> ZIP + 4 <u>29401-3092</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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**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? ☐ 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 "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? **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
SEE STATEMENT 15		80,575.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	11,670,012.
b	Average of monthly cash balances	1b	268,741.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,938,753.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11,938,753.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	179,081.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,759,672.
6	Minimum investment return. Enter 5% of line 5	6	587,984.

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	587,984.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,579.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,579.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	582,405.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	582,405.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	582,405.

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	561,055.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	561,055.
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	5,579.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	555,476.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				582,405.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,765.	
b Total for prior years: 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>561,055.</u>				
a Applied to 2010, but not more than line 2a			4,765.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				556,290.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				26,115.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or	4942(i)(5)
---------------	------------

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	

(4) Gross investment income .

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
a Paid during the year SEE STATEMENT 17				
Total			▶ 3a	549,999.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	35.	
4 Dividends and interest from securities				14	351,856.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	292,562.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					644,453.	
13 Total. Add line 12, columns (b), (d), and (e)					13	644,453.

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

J ARNET AND MILDRED M LEWIS

26-0454822

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

J ARNET AND MILDRED M LEWIS

Employer identification number

26-0454822

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MILDRED LEWIS ESTATE 1301 PRINCE WILLIAMS RD NORTH MYRTLE BEACH, SC 29582	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

2011

Name of estate or trust

J ARNET AND MILDRED M LEWIS

Employer identification number

26-0454822

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					10,545.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	78,291.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	88,836.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					74,143.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	129,583.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	203,726.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		88,836.
14	Net long-term gain or (loss):			
a	Total for year	14a		203,726.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		292,562.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

J ARNET AND MILDRED M LEWIS

Employer identification number

26-0454822

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1089.621 DODGE & COX INT'L 1048	02/04/2011	11/04/2011	34,192.00	40,000.00	-5,808.00
1321.12 DODGE & COX STK FD	03/25/2010	02/01/2011	150,000.00	134,516.00	15,484.00
89.649 EII INTERNATIONAL P #30	02/04/2011	10/18/2011	1,431.00	1,643.00	-212.00
588.139 EII INTERNATIONAL #30	02/04/2011	11/04/2011	9,616.00	10,781.00	-1,165.00
50000. FED FARM CREDIT BK 9/30/14	03/30/2010	03/30/2011	50,000.00	50,023.00	-23.00
50000. FED FARM CREDIT BK 5/13/14	05/21/2010	05/13/2011	50,000.00	50,220.00	-220.00
50000. FED HOME LN BK 3/04/13	05/12/2010	03/04/2011	50,000.00	50,025.00	-25.00
50000. FED HOME LN MTG COR 10/29/13	05/27/2010	04/29/2011	50,000.00	50,213.00	-213.00
78. ISHARES DOW JONES SELE FD	10/18/2011	11/04/2011	4,079.00	3,984.00	95.00
8. ISHARES S&P 500 INDEX F	08/08/2011	11/04/2011	1,008.00	931.00	77.00
7184.23 JPMORGAN HIGH YIEL #3580	03/31/2011	10/18/2011	54,744.00	60,000.00	-5,256.00
5742.895 LAZARD EMERGING M #638	08/23/2010	02/01/2011	120,486.00	109,345.00	11,141.00
1450.652 LAZARD EMERGING M #638	03/31/2011	11/04/2011	27,780.00	31,349.00	-3,569.00
1946.033 MUNDER MIDCAP COR FD-Y #32	02/25/2010	02/01/2011	56,844.00	44,876.00	11,968.00
13656.703 PIMCO FOREIGN BO	02/04/2011	10/18/2011	145,444.00	142,030.00	3,414.00
766.374 PIMCO FOREIGN BOND	02/04/2011	11/04/2011	8,223.00	7,970.00	253.00
13091.222 PIMCO EMERG MKTS #137	03/31/2011	10/18/2011	145,967.00	145,000.00	967.00
14721.346 PIMCO COMMODITY STRAT-I#45	02/25/2010	02/01/2011	140,000.00	117,182.00	22,818.00
644.383 PIMCO COMMODITY RE STRAT-I#45	08/23/2010	03/30/2011	6,122.00	5,007.00	1,115.00
1118.143 ROWE T PRICE REAL COM	02/04/2011	11/04/2011	20,574.00	20,115.00	459.00
4708.464 WESTPORT FDS SMALL I	02/25/2010	02/01/2011	124,774.00	103,115.00	21,659.00
1617.251 WESTPORT FDS SMALL I	10/18/2011	11/04/2011	42,000.00	40,237.00	1,763.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **78,291.00**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

JSA

* INDICATES WASH SALE

1F1221 2 000

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

J ARNET AND MILDRED M LEWIS

26-0454822

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 45000. CREDIT SUISSE FIRST NT DTD 11/6/2001 6.125% 11/ 700.613 DODGE & COX INT'L 1048	10/14/2009	11/15/2011	45,000.00	49,016.00	-4,016.00
231.2 DODGE & COX INT'L ST 1048	01/26/2010	11/04/2011	21,985.00	21,985.00	
544.016 DODGE & COX STK FD	08/13/2008	11/04/2011	7,255.00	10,266.00	-3,011.00
142.564 EII INTERNATIONAL #30	03/25/2010	11/04/2011	55,408.00	55,392.00	16.00
50000. FED HOME LN MTG COR 4/20/15	05/21/2008	10/18/2011	2,275.00	2,975.00	-700.00
35000. FED FARM CREDIT BK 12/22/14	03/30/2010	04/20/2011	50,000.00	50,000.00	
25000. FED HOME LN MTG COR 12/21/15	12/14/2010	12/22/2011	35,000.00	35,000.00	
50000. FED NATL MTG ASSN 2/08/13	12/09/2010	12/21/2011	25,000.00	25,000.00	
50000. FED NATL MTG ASSN 4/15/13	04/30/2010	08/08/2011	50,000.00	50,094.00	-94.00
50000. FED NATL MTG ASSN 6/24/13	03/30/2010	04/15/2011	50,000.00	49,998.00	2.00
4332.199 JPMORGAN HIGH YIE #3580	05/25/2010	06/24/2011	50,000.00	50,306.00	-306.00
2457.384 JPMORGAN HIGH YIE #3580	02/25/2010	10/18/2011	33,011.00	33,722.00	-711.00
215.16 LAZARD EMERGING MKT	02/25/2010	11/04/2011	19,241.00	19,094.00	147.00
1477.452 MUNDER MIDCAP COR FD-Y #32	08/13/2008	02/01/2011	4,514.00	5,113.00	-599.00
2451.782 MUNDER MIDCAP COR FD-Y #32	12/15/2009	02/01/2011	43,156.00	33,184.00	9,972.00
1282.84 MUNDER MIDCAP CORE #32	12/15/2009	03/30/2011	75,000.00	55,067.00	19,933.00
1097.559 PIMCO FOREIGN BON	02/11/2010	11/04/2011	37,485.00	28,582.00	8,903.00
742.575 PIMCO EMERG MKTS B	03/25/2010	11/04/2011	11,777.00	11,283.00	494.00
1178.801 PIMCO EMERG MKTS	03/25/2010	10/18/2011	8,280.00	7,849.00	431.00
1987.196 PIMCO COMMODITY R STRAT-I#45	03/25/2010	11/04/2011	13,415.00	12,460.00	955.00
6185.484 PIMCO COMMODITY R STRAT-I#45	02/25/2010	03/30/2011	18,878.00	15,818.00	3,060.00
8844.96 PIMCO COMMODITY RE STRAT-I#45	08/23/2010	10/18/2011	48,061.00	48,061.00	
1415.017 PIMCO COMMODITY R STRAT-I#45	08/23/2010	11/04/2011	71,290.00	68,725.00	2,565.00
1239.465 ROWE T PRICE BLUE FD INC	08/23/2010	11/04/2011	11,405.00	10,995.00	410.00
	02/11/2010	03/30/2011	50,000.00	38,622.00	11,378.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	35.	35.
TOTAL	35.	35.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	472.	472.
AT&T CORP	2,345.	2,345.
BANK OF AMERICA	1,950.	1,950.
BERKSHIRE HATHAWAY	2,000.	2,000.
BOEING CO	461.	461.
CISCO SYSTEMS INC	536.	536.
COSTCO WHOLESALE COR	1,067.	1,067.
CREDIT SUISSE FIRST BOSTON USA NT DTD 11	2,756.	2,756.
DEVON ENERGY CORPORA	1,406.	1,406.
DODGE & COX INT'L STOCK FD # 1048	40,709.	40,709.
DODGE & COX STK FD	23,404.	23,404.
EII INTERNATIONAL PROPERTY-I #30	13,969.	13,969.
EATON VANCE FLOATING RATE FD-I #924	1,632.	1,621.
FED HOME LN MTG CORP 3.000% 4/20/15	750.	750.
FED FARM CREDIT BK 2.000% 12/22/14	700.	700.
FED FARM CREDIT BK 2.750% 9/30/14	688.	688.
FED FARM CREDIT BK 2.450% 5/13/14	613.	613.
FED FARM CREDIT BK 2.700% 4/18/16	570.	570.
FED HOME LN BK 2.500% 3/30/16	691.	691.
FED HOME LN BK 1.625% 11/21/12	529.	529.
FED HOME LN BK 1.850% 3/04/13	463.	463.
FED HOME LN BK 1.875% 6/21/13	807.	807.
FED HOME LN MTG CORP 2.125% 10/29/13	531.	531.
FED HOME LN MTG CORP 2.250% 12/21/15	563.	563.
FED NATL MTG ASSN 2.375% 4/11/16	627.	627.
FED HOME LN MTG CORP 2.875% 2/09/15	699.	699.
FED HOME LN MTG CORP 2.500% 5/27/16	733.	733.
FED NATL MTG ASSN 1.800% 2/08/13	900.	900.
FED NATL MTG ASSN 2.000% 4/15/13	500.	500.
FED NATL MTG ASSN 1.250% 6/22/12	625.	625.
FED NATL MTG ASSN 2.000% 6/24/13	500.	500.
FED NATL MTG ASSN 2.375% 7/28/15	808.	808.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GENERAL ELEC CAP COR 5.900% 5/13/14	2,065.	2,065.
GOLDMAN SACHS GROUP 5.150% 1/15/14	1,803.	1,803.
IBM CORP 2.100% 5/06/13	496.	496.
ISHARES DOW JONES SELECT DIVIDEND FD	828.	828.
ISHARES S&P 500 INDEX FUND	274.	274.
JPMORGAN CHASE & CO 5.125% 9/15/14	1,794.	1,794.
JPMORGAN HIGH YIELD FUND SS #3580	40,536.	40,536.
LAZARD EMERGING MKTS PTFL #638	22,228.	22,228.
ELI LILLY & CO 3.550% 3/06/12	658.	658.
MERCK & CO INC 2.250% 1/15/16	251.	251.
MICROSOFT CORP 2.950% 6/01/14	817.	817.
OCCIDENTAL PETROLEUM 4.125% 6/01/16	928.	928.
PIMCO FOREIGN BOND FUND-INST	11,390.	11,390.
PIMCO EMERG MKTS BD-INST #137	21,763.	21,763.
PACIFIC GAS & ELECTR 4.800% 3/01/14	960.	960.
PIMCO COMMODITY REAL RET STRAT-I#45	87,532.	87,532.
PROCTER & GAMBLE CO 3.500% 2/15/15	482.	482.
ROWE T PRICE BLUE CHIP GROWTH FD INC	1,778.	1,778.
ROWE T PRICE REAL ESTATE FD COM	12,470.	6,139.
MCGONICAL, WILLIAM/BARBARA 8% 1/1/16	15,489.	15,489.
TARGET CORP NT DTD 3/11/2002 5.875% 03/0	1,068.	1,068.
TIME WARNER CABLE IN 6.200% 7/01/13	1,550.	1,550.
US TREASURY NOTE 2.375% 3/31/16	490.	490.
US TREASURY NOTE 2.125% 5/31/15	447.	447.
US TREASURY NOTE 2.125% 12/31/15	414.	414.
US TREASURY NOTE 1.250% 3/15/14	273.	273.
VANGUARD INFLAT-PROT SECS-ADM #5119	15,889.	15,889.
VERIZON COMMUNICATIO 5.250% 4/15/13	1,838.	1,838.
WAL-MART STORES INC 2.250% 7/08/15	328.	328.
WF ADV TREAS PLUS MM FD-INST #793	13.	13.
	-----	-----
	351,856.	345,514.
	=====	=====

TOTAL

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
POWERSHARE K1-SHORT TERM CAP GAIN LOSS		-14.
POWERSHARE K1-LONG TERM CAP GAIN LOSS		-3.
POWERSHARE K1-SEC 1256 CONTRACTS & STADD		-786.
	-----	-----
TOTALS	=====	=====
		-803.
		=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	2,999.			2,999.
TOTALS	2,999.	NONE	NONE	2,999.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - PRINCIPAL	3,567.	
FOREIGN TAXES ON QUALIFIED FOR	6,143.	6,143.
FOREIGN TAXES ON NONQUALIFIED	558.	558.
	-----	-----
TOTALS	10,268.	6,701.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
POWERSHARE K1-PORTFOLIO 2% FLO		184.
TOTALS	-----	-----
	=====	=====
		184.
		=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
31331JTT1 FED FARM CREDIT BK	50,023.		
31331JNM1 FED FARM CREDIT BK	50,220.		
31331JSW9 FED FARM CREDIT BK	35,000.		
3133XXAM9 FED HOME LN BK	50,025.	35,566.	35,422.
3133XVEM9 FED HOME LN BK	35,566.		
3134G1N75 FED HOME LN MTG CORP	25,000.		
3128X94D9 FHLMC 3.00 4/20/2015	50,000.		
3134G1BP8 FHLMC 2.125 10/29/13	50,213.		
31398AF23 FNMA 1.800 2/8/2013	50,094.		
31398AM25 FNMA 2.000 4/15/2013	49,998.		
31398AS45 FNMA 2.000 6/24/2013	50,306.		
31398AU34 FNMA 2.375 7/28/2015	51,900.		
31398AP71 FNMA 1.25 6/22/2012	49,944.		
31331KHG8 FFCB 2.7 04/18/2016		51,900.	52,754.
313372WT7 FFCB 2.5 03/30/2016		49,944.	50,264.
3133XXYX9 FHLB 1.875 06/21/13		50,520.	50,290.
3137EACT4 FHLB 2.5 05/27/2016		50,538.	53,150.
3137EACH0 FHLM 2.875 02/09/15		50,853.	51,118.
3135G0BA0 FNMA 2.375 4/11/2016		50,367.	52,954.
3135G0CD3 FNMA 1% 09/02/14		51,499.	53,323.
912828KF6 US NT 1.875 2/28/14		49,899.	52,828.
912828PZ7 US NT 1.25 3/15/14		50,137.	50,025.
912828KT6 US NT 2.375 3/31/16		62,016.	62,044.
912828NF3 US NT 2.125 5/31/15		49,896.	51,059.
912828PM6 US NT 2.125 12/31/15		51,018.	53,543.
		51,871.	52,785.
		49,639.	53,032.
		-----	-----
TOTALS	598,289.	755,663.	774,591.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
4812C0803 JPMORGAN HI YL #3580	483,189.		
256219106 DODGE&COX STK FD#145	1,460,307.	1,270,399.	1,315,246.
626124242 MUNDER MIDCAP #32	745,937.	612,855.	870,815.
77954Q106 TROWE BLU CHP #93	1,087,133.	1,002,184.	1,374,290.
961323409 WESTPORT FUNDS #13	701,873.	565,281.	698,794.
256206103 DODGE&COX INTL FD	1,365,532.	1,343,508.	1,398,768.
52106N889 LAZARD EMERGING #638	562,202.	586,081.	583,709.
26852M105 EII INTERNATL FD #30	99,951.	224,553.	190,542.
722005667 PIMCO COMMOD FD #45	516,272.	250,484.	222,849.
779919109 TROWE RE FD #122	234,560.	350,677.	559,101.
464287168 ISHARES DOW JONES SE		95,504.	100,550.
464287200 ISHARES S & P 500 IN		22,347.	24,184.
73935S105 POWERSHARES DB COMMO		166,994.	161,121.
001055AE			
TOTALS	7,256,956.	6,490,867.	7,499,969.
	=====	=====	=====

J ARNET AND MILDRED M LEWIS

26-0454822

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
00206RAP7 AT&T CORP 11/15/13	39,704.	39,704.	38,584.
060505AR5 BANK OF AMERICA	41,782.	41,782.	40,257.
084664BK6 BERKSHIRE HATHAWAY	52,691.	52,691.	50,502.
097023BB0 BOEING CO 11/20/2012	25,546.	25,546.	25,261.
22541LAB9 CREDIT SUISSE 6.125	49,016.		
25179MAG8 DEVON ENERGY 1/15/14	27,111.	27,111.	27,260.
532457BD9 ELI LILLY & CO 3/6/12	25,913.	25,913.	25,131.
36962G4C5 GENERAL ELEC CAP 5.9	37,899.	37,899.	38,330.
38143UAB7 GOLDMAN SACHS 5.150	36,900.	36,900.	35,666.
459200GR6 IBM CORP 5/6/2013	25,693.	25,693.	25,516.
46625HBV1 JPMORGAN CHASE 5.125	36,767.	36,767.	36,901.
694308GD3 PACIFIC GAS & ELECTR	21,344.	21,344.	21,479.
88732JAK4 TIME WARNER CABLE	27,358.	27,358.	26,827.
92343VAN4 VERIZON COMMUNIC	38,019.	38,019.	36,933.
931142CT8 WALMART STORES 2.250	25,355.	25,355.	26,077.
277911491 EATON VANCE FLOATING		191,098.	193,292.
4812C0803 JPMORGAN HIGH YIELD		430,373.	449,465.
693390882 PIMCO FOREIGN BD FD	195,678.	184,395.	199,280.
693391559 PIMCO EMERG MKTS BD-	303,342.	281,208.	318,901.
922031737 VANGUARD INFLAT-PROT	399,384.	228,352.	265,441.
001055AE2 AFLAC 3.45 8/15/15		30,924.	30,959.
17275RAK8 CISCO 3.15 3/14/17		39,857.	43,415.
22160KAB1 COSTCO 5.3 3/15/12		36,766.	35,324.
58933YAB1 MERCK 2.25 1/15/16		29,532.	31,130.
594918AB0 MICROSOFT 2.95		36,277.	37,179.
674599BX2 OCC PET 4.125 6/1/16		32,136.	33,499.
7472718DM8 P&G 3.5 2/15/15		41,908.	43,074.
87612EAH9 TARGET 5.875 3/1/12		36,918.	35,294.

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
TOTALS	1,409,502. =====	2,061,826. =====	2,170,977. =====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	1/1/16	C	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
				-----	-----	-----
7MG0002N6 MC GONIGAL 8%				192,548.	166,386.	166,386.
TOTALS				192,548.	166,386.	166,386.
				=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE

19,404.

ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE

919.

ROUNDING

5.

TOTAL

20,328.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

MUTUAL FUND POSTING DATE AFTER TYE	90,144.
ROC BASIS ADJUSTMENT	6,872.
ACCRUED INTEREST PAID EFFECTIVE DATE AFTER TYE	368.

TOTAL	97,384.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

WELLS FARGO BANK NA

ADDRESS:

1525 WEST WT HARRIS BLVD D1114-044

CHARLOTTE, NC 28288-1161

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 80,575.

TOTAL COMPENSATION:

80,575.

=====

=====

RECIPIENT NAME:

SHRINERS HOSPITAL

ADDRESS:

PO BOX 31356

Tampa, FL 33631

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 179,833.

RECIPIENT NAME:

SOUTHERN BAPTIST

ADDRESS:

PO BOX 6767

RICHMOND, VA 23230

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 179,833.

RECIPIENT NAME:

FIRST BAPTIST CHUCH OF N MYRTLE

ADDRESS:

200 HIGHWAY 17 N

NORTH MYTLE BEACH, SC 29582-2938

RELATIONSHIP:

NONOE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,500.

J ARNET AND MILDRED M LEWIS

26-0454822

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

ST JUDES CHILDREN'S RESEARCH
HOSPITAL

ADDRESS:

262 DANNY THOMAS PLACE
MEMPHIS, TN 38105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 179,833.

TOTAL GRANTS PAID:

549,999.

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