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Form **990-PF**

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

OMB No 1545-0052

2011Department 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 12/1/2011, and ending 11/30/2012

Name of foundation CECILE WOODS LEWIS TRUST		A Employer identification number 95-6550536
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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"/>
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) \$ 6,428,837	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		0	0		
4 Dividends and interest from securities		186,269	186,269		
5 a Gross rents			0		
b Net rental income or (loss)	0				
6 a Net gain or (loss) from sale of assets not on line 10		-5,120			
b Gross sales price for all assets on line 6a	254,559				
7 Capital gain net income (from Part IV, line 2)			0		
8 Net short-term capital gain				0	
9 Income modifications					
10 a Gross sales less returns and allowances	0				
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)		0			
11 Other income (attach schedule)		2,373	2,373	0	
12 Total. Add lines 1 through 11		183,522	188,642	0	
13 Compensation of officers, directors, trustees, etc		61,963	46,472		15,491
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)		0	0	0	0
b Accounting fees (attach schedule)		1,127	0	0	1,127
c Other professional fees (attach schedule)		0	0	0	0
17 Interest					
18 Taxes (attach schedule) (see instructions)		6,482	290	0	0
19 Depreciation (attach schedule) and depletion		0	0	0	
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		350	340	0	10
24 Total operating and administrative expenses. Add lines 13 through 23		69,922	47,102	0	16,628
25 Contributions, gifts, grants paid		216,780			216,780
26 Total expenses and disbursements. Add lines 24 and 25		286,702	47,102	0	233,408
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-103,180			
b Net investment income (if negative, enter -0-)			141,540		
c Adjusted net income (if negative, enter -0-)				0	

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(HTA)Form **990-PF** (2011)

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Form 990-PF (2011) CECILE WOODS LEWIS TRUST

95-6550536

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	0	0	
	2 Savings and temporary cash investments	210,844	102,556	102,556
	3 Accounts receivable ▶	0	0	0
	Less allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0	0	0
	Less allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0	0	0
	Less allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	1,154,757	1,055,304	1,745,445
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ▶	0	0	0
	Less accumulated depreciation (attach schedule) ▶	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,035,570	4,164,378	4,580,836
	14 Land, buildings, and equipment basis ▶	0	0	0
	Less accumulated depreciation (attach schedule) ▶	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,401,171	5,322,238	6,428,837
Net Assets or Fund Balances	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,401,171	5,322,238	
	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)	5,401,171	5,322,238	
Total liabilities and net assets/fund balances (see instructions)	31	5,401,171	5,322,238	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,401,171
2 Enter amount from Part I, line 27a	2	-103,180
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	39,241
4 Add lines 1, 2, and 3	4	5,337,232
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	14,994
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,322,238

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-5,120
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	160,143	6,075,447	0.026359
2009	223,534	5,759,742	0.038810
2008	307,064	5,198,746	0.059065
2007	358,227	6,373,612	0.056205
2006	346,770	7,072,972	0.049027
2 Total of line 1, column (d)			2 0.229466
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 0.045893
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 6,226,751
5 Multiply line 4 by line 3			5 285,764
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,415
7 Add lines 5 and 6			7 287,179
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 233,408

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 instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,831	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	2,831	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,831	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6a	5,616	
b Exempt foreign organizations—tax withheld at source		6b		
c Tax paid with application for extension of time to file (Form 8868)		6c	0	
d Backup withholding erroneously withheld		6d		
7 Total credits and payments. Add lines 6a through 6d		7	5,616	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	2,785	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 2,785 Refunded <input type="checkbox"/>		11	0	

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 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
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? 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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

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 ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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	Yes	No
				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 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)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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

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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

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

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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7b** N/A**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee	4 00	61,963	0
-----		00	0	0
-----		00	0	0
-----		00	0	0
-----		00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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		0
		0
		0
		0
		0
		0

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,181,488
b	Average of monthly cash balances	1b	140,087
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,321,575
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,321,575
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	94,824
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,226,751
6	Minimum investment return. Enter 5% of line 5	6	311,338

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	311,338
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,831
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	2,831
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	308,507
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	308,507
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	308,507

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	233,408
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	233,408
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	233,408

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				308,507
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			216,780	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>233,408</u>				
a Applied to 2010, but not more than line 2a			216,780	
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				16,628
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				
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				291,879
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 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	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
b Check box to indicate whether the foundation is a private operating foundation described in section	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	
b 85% of line 2a	
c Qualifying distributions from Part XII, line 4 for each year listed	
d Amounts included in line 2c not used directly for active conduct of exempt activities	
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	
3 Complete 3a, b, or c for the alternative test relied upon	
a "Assets" alternative test—enter <div style="margin-left: 20px;"> (1) Value of all assets </div> <div style="margin-left: 20px;"> (2) Value of assets qualifying under section 4942(j)(3)(B)(i) </div>	
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	
c "Support" alternative test—enter <div style="margin-left: 20px;"> (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) </div> <div style="margin-left: 20px;"> (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) </div> <div style="margin-left: 20px;"> (3) Largest amount of support from an exempt organization </div> <div style="margin-left: 20px;"> (4) Gross investment income </div>	

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

<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 Attached Statement				
Total			▶ 3a	216,780
b Approved for future payment NONE				
Total			▶ 3b	0

CECILE WOODS LEWIS TRUST

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

Recipient(s) paid during the year

Name

CITY OF HOPE

Street

1500 DUARTE RD

City

DUARTE

State

CA

Zip Code

91010

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

43,356

Name

ABILITY FIRST

Street

1300 GREEN ST

City

PASADENA

State

CA

Zip Code

91106

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

43,356

Name

BRAILLE INSTITUTE OF AMERICA

Street

741 N VERMONT AVE

City

LOS ANGELES

State

CA

Zip Code

90029

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

43,356

Name

AMERICAN RED CROSS SAN GABRIEL PONOMA VALLEY CHAPTER

Street

430 MADELINE DRIVE

City

PASADENA

State

CA

Zip Code

91105

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

43,356

Name

ARTHRITIS FOUNDATION

Street

800 W 6TH ST SUITE 1250

City

LOS ANGELES

State

CA

Zip Code

90017

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

43,356

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals						
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	
Long Term CG Distributions										Amount					
Short Term CG Distributions															
1	X	PHILLIPS 66	718546104			3/5/2003		11/9/2012	10,359	3,179					
2	X	ISHARES MSCI EAFE	464287465			7/25/2006		10/23/2012	133,197	160,225				-27,028	
3	X	HEWLETT PACKARD CO	428236103			6/25/2008		9/5/2012	25,349	68,520				-43,171	
4	X	CREE, INC	225447101			2/5/2010		3/23/2012	15,300	27,755				-12,455	
5	X	SHORT TERM CTF GAINS							29,796					29,796	
6	X	LONG TERM CTF GAINS							40,558					40,558	
7														0	
8														0	
9														0	
10														0	
Totals										Gross Sales	Cost, Other Basis and Expenses				
Securities										254,559	259,679				-5,120
Other sales										0	0				0

Line 11 (990-PF) - Other Income

		2,373	2,373	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OIL AND GAS INCOME	2,373	2,373	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16b (990-PF) - Accounting Fees

		1,127	0	0	1,127
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,127			1,127
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		6,482	290	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	576			
2	ESTIMATED EXCISE TAX PAID	5,616			
3	FOREIGN TAX WITHHELD	290	290		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		350	340	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	OIL AND GAS EXPENSES	340	340		
2	ADR FEES				
3	STATE AG FEES	10			10
4					
5					
6					
7					
8					
9					

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		4,035,570	4,164,378	4,580,836
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	COST BASIS ADJUSTMENT	1	81
2	UNDISTRIBUTED CTF CAPITAL GAIN	2	39,160
3	Total	3	39,241

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

1	CTF INCOME TIMING DIFFERENCE	1	80
2	CTF BOOK TO TAX DIFFERENCE	2	14,914
3	Total	3	14,994

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

	Long Term CG Distributions Short Term CG Distributions	Amount		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		0	0									
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold							
1	PHILLIPS 66	718546104		3/5/2003	11/9/2012	10,359	3,179	7,180			0	-5,120
2	ISHARES MSCI EAFE	464287465		7/25/2006	10/23/2012	133,197	160,225	-27,028			0	7,180
3	HEWLETT PACKARD CO	428236103		6/25/2008	9/5/2012	25,349	68,520	-43,171			0	-27,028
4	CREE INC	225447101		2/5/2010	3/23/2012	15,300	27,755	-12,455			0	-43,171
5	SHORT TERM CTF GAINS					29,796	0	29,796			0	-12,455
6	LONG TERM CTF GAINS					40,558	0	40,558			0	29,796
7						0	0	0			0	40,558
8						0	0	0			0	0
9						0	0	0			0	0
10						0	0	0			0	0

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A Trust T		101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4.00	61,963
2										
3										
4										
5										
6										
7										
8										
9										
10										

61,963

Part

	0	0	
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	4/11/2012	1,404
3 Second quarter estimated tax payment	5/9/2012	1,404
4 Third quarter estimated tax payment	8/9/2012	1,404
5 Fourth quarter estimated tax payment	11/9/2012	1,404
6 Other payments		0
7 Total		5,616

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

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	<u>216,780</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>216,780</u>

Security Category	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Cash	805498	95-6550536			169 43	169 43
Savings & Temp Inv	805498	95-6550536	VP0528308	FEDERATED TREAS OBL FD 68	31552 33	31552 33
Savings & Temp Inv	805498	95-6550536	VP0528308	FEDERATED TREAS OBL FD 68	70834 39	70834 39
TOTAL CASH AND SAVINGS					102,556.15	102,556.15
Invest - Corp Stock	805498	95-6550536	037833100	APPLE INC	263376	61402 5
Invest - Corp Stock	805498	95-6550536	151020104	CELGENE CORP COM	39295	29460
Invest - Corp Stock	805498	95-6550536	17275R102	CISCO SYSTEMS INC	36874 5	32573
Invest - Corp Stock	805498	95-6550536	235851102	DANAHER CORP	64764	21681
Invest - Corp Stock	805498	95-6550536	244199105	DEERE & CO	105062 5	75056 25
Invest - Corp Stock	805498	95-6550536	291011104	EMERSON ELECTRIC CO	30138	13863
Invest - Corp Stock	805498	95-6550536	369604103	GENERAL ELECTRIC CO	52825	62360
Invest - Corp Stock	805498	95-6550536	370334104	GENERAL MILLS INC	147564	75690
Invest - Corp Stock	805498	95-6550536	458140100	INTEL CORP	18586 75	15874 5
Invest - Corp Stock	805498	95-6550536	478160104	JOHNSON & JOHNSON	104595	83585
Invest - Corp Stock	805498	95-6550536	594918104	MICROSOFT CORP	66537 5	61430
Invest - Corp Stock	805498	95-6550536	713448108	PEPSICO INC	91273	48665 5
Invest - Corp Stock	805498	95-6550536	790849103	ST JUDE MED INC	10284	8032 5
Invest - Corp Stock	805498	95-6550536	806857108	SCHLUMBERGER LTD	100268	28336
Invest - Corp Stock	805498	95-6550536	863667101	STRYKER CORP	48744	29335 5
Invest - Corp Stock	805498	95-6550536	907818108	UNION PACIFIC CORP	55251	27626 04
Invest - Corp Stock	805498	95-6550536	38141G104	GOLDMAN SACHS GROUP INC	23558	31960
Invest - Corp Stock	805498	95-6550536	911312106	UNITED PARCEL SERVICE-CL B	21933	16339 82
Invest - Corp Stock	805498	95-6550536	30231G102	EXXON MOBIL CORPORATION	101361	39422
Invest - Corp Stock	805498	95-6550536	87612E106	TARGET CORP	113634	48132
Invest - Corp Stock	805498	95-6550536	92343V104	VERIZON COMMUNICATIONS	30884	21776 01
Invest - Corp Stock	805498	95-6550536	61166W101	MONSANTO CO NEW	73272	110239 92
Invest - Corp Stock	805498	95-6550536	46625H100	JPMORGAN CHASE & CO	8216	7508
Invest - Corp Stock	805498	95-6550536	88579Y101	3M CO	18190	14761 37
Invest - Corp Stock	805498	95-6550536	084670702	BERKSHIRE HATHAWAY INC	44040	41555
Invest - Corp Stock	805498	95-6550536	20825C104	CONOCOPHILLIPS	24598 08	10896 25
Invest - Corp Stock	805498	95-6550536	45865V100	INTERCONTINENTALEXCHANGE INC	26430	23656
Invest - Corp Stock	805498	95-6550536	00206R102	AT & T INC	23891	14287
TOTAL CORP STOCK					1,745,445.33	1,055,304.16
Invest - Other	805498	95-6550536	81369Y605	AMEX FINANCIAL SELECT SPDR	31520	22400
Invest - Other	805498	95-6550536	999708902	TAXABLE INTERMEDIATE TERM BD FD	1263927 41	1248651 78
Invest - Other	805498	95-6550536	991283912	TAXABLE TOTAL RETURN BOND FUND	2100582 71	2023238 44
Invest - Other	805498	95-6550536	464287648	ISHARES RUSSELL 2000 GROWTH	88834 5	80091 46
Invest - Other	805498	95-6550536	464287804	ISHARES CORE S&P SMALL-CAP E	53410	34305 6
Invest - Other	805498	95-6550536	464287465	ISHARES MSCI EAFE	165210	178209 9
Invest - Other	805498	95-6550536	78467Y107	SPDR S&P MIDCAP 400 ETF TRUST	474110	254413 94
Invest - Other	805498	95-6550536	464287234	ISHARES TR MSCI EMERGING MARKETS	188032 5	121560
Invest - Other	805498	95-6550536	464287176	ISHARES BARCLAYS TIPS BOND FUND	122910	121809 9
Invest - Other	805498	95-6550536	73935X575	POWERSHARES DYN WATER RESOURCES	60780	57709 1
Invest - Other	805498	95-6550536	870297603	MLN ELEMENTS ROGERS AGRI TOT RET	19656	20557 74
Other Assets	805498	95-6550536	MIX090473	CA, TUL, 24S, 25E, S3, 50 MI	1	1
Other Assets	805498	95-6550536	MIX090440	CA, LOS, BL61, LOO, 1 00 FEE	11858 4	1426 6
Other Assets	805498	95-6550536	MIX090457	CA, SBR, 2S, 7W, S9, 1 00 MI	1	1
Other Assets	805498	95-6550536	MIX090465	OK, CIM, 3N, 6E, S30, 50 MI	1	1
Other Assets	805498	95-6550536	MIX090481	CA, ORA, BL49, L	1	1
TOTAL OTHER INVESTMENTS					4,580,835.52	4,164,378.46
TOTAL					6,428,837.00	5,322,238.77