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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and endingLEWIS FAMILY TRUST
C/O LARRY LEVY
80 BROADWAY
ELMWOOD PARK, NJ 07407**G** Check all that apply☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change**H** Check type of organization☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 13,896,067.

J Accounting method☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

22-6885462

B Telephone number (see the instructions)**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

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

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc., received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

362,406.

362,406.

N/A

4 Dividends and interest from securities

130,166.

130,166.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

-104,194.

b Gross sales price for all assets on line 6a 4,723,347.**7** Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)

SEE STATEMENT 1

1,282.

1,282.

12 Total. Add lines 1 through 11

389,660.

493,854.

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) SEE ST 2

3,200.

3,200.

b Accounting fees (attach sch) SEE ST 3

3,000.

3,000.

c Other prof fees (attach sch) SEE ST 4

139,447.

139,447.

17 Interest**18** Taxes (attach schedule)(see instrs) SEE STM 5

9,164.

9,164.

19 Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 6

129.

129.

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

154,940.

154,940.

25 Contributions, gifts, grants paid PART XV

686,000.

686,000.

26 Total expenses and disbursements. Add lines 24 and 25

840,940.

154,940.

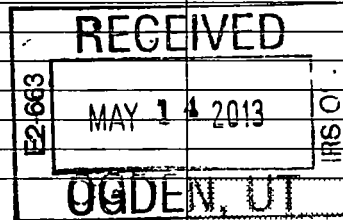
686,000.

27 Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements

-451,280.

b Net investment income (if negative, enter 0)

338,914.

c Adjusted net income (if negative, enter 0)RECEIVED
MAY 14 2013ADMINISTRATIVE
AND
OPERATING
EXPENSES

A14

70

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
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,864,951.	407,528.	407,528.
	3 Accounts receivable ▶ Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less. allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.) ▶ Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)	2,795,070.	1,000,923.	1,002,460.
	b Investments — corporate stock (attach schedule)	4,365,279.	4,098,790.	4,574,956.
	c Investments — corporate bonds (attach schedule)	4,535,338.	7,602,117.	7,911,123.
	11 Investments — land, buildings, and equipment, basis ▶ Less. accumulated depreciation (attach schedule) ▶			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment, basis ▶ Less. accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	13,560,638.	13,109,358.	13,896,067.
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	13,560,638.	13,109,358.	
	30 Total net assets or fund balances (see instructions)	13,560,638.	13,109,358.	
	31 Total liabilities and net assets/fund balances (see instructions)	13,560,638.	13,109,358.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,560,638.
2 Enter amount from Part I, line 27a	2	-451,280.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	13,109,358.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	13,109,358.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 7				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-104,194.
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	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	42,452.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	576,642.	13,797,496.	0.041793
2010	615,149.	13,549,972.	0.045399
2009	671,330.	11,903,741.	0.056397
2008	720,254.	13,462,451.	0.053501
2007	27,540.	14,024,571.	0.001964

2 Total of line 1, column (d)	2	0.199054
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	0.039811
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,873,437.
5 Multiply line 4 by line 3	5	552,315.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,389.
7 Add lines 5 and 6	7	555,704.
8 Enter qualifying distributions from Part XII, line 4	8	686,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 -- see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary -- see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,389.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,389.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,389.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	7,000.	
b Exempt foreign organizations -- tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	7,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2.	
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	3,609.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 3,609. Refunded	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 the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NJ		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2012 or the taxable year beginning in 2012 (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? Website address _____ N/A	13	X	
14	The books are in care of LARRY LEVY Telephone no 201-791-8500 Located at 80 BROADWAY, ELMWOOD PARK, NJ ZIP + 4 07407			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country _____	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	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		
3 a 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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

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

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	13,347,872.
b Average of monthly cash balances	1 b	736,836.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	14,084,708.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	14,084,708.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	211,271.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,873,437.
6 Minimum investment return. Enter 5% of line 5	6	693,672.

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	693,672.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	3,389.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b		2 c	3,389.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	690,283.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	690,283.
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	690,283.

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	1 a	686,000.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	686,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,389.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	682,611.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				690,283.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			682,594.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 686,000.				
a Applied to 2011, but not more than line 2a			682,594.	
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 2012 distributable amount				3,406.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				686,877.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient Name and address (home or business)	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
<i>a Paid during the year</i> SEE STATEMENT 8				
Total			▶ 3 a	686,000.
<i>b Approved for future payment</i>				
Total			▶ 3 b	

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion 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					362,406.
4	Dividends and interest from securities					130,166.
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					1,282.
8	Gain or (loss) from sales of assets other than inventory					-104,194.
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)					389,660.
13	Total. Add line 12, columns (b), (d), and (e)					389,660.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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LEWIS FAMILY TRUST
C/O LARRY LEVY

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 1,282.	\$ 1,282.	
TOTAL	\$ 1,282.	\$ 1,282.	0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	\$ 3,200.	\$ 3,200.		
TOTAL	\$ 3,200.	\$ 3,200.		\$ 0.

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

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

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEE	\$ 77,509.	\$ 77,509.		
TRUSTEE FEE	61,938.	61,938.		
TOTAL	\$ 139,447.	\$ 139,447.		\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	\$ 7,699.	\$ 7,699.		
FOREIGN TAX	1,465.	1,465.		
TOTAL	<u>\$ 9,164.</u>	<u>\$ 9,164.</u>		<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	\$ 129.	\$ 129.		
TOTAL	<u>\$ 129.</u>	<u>\$ 129.</u>		<u>\$ 0.</u>

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

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	535 BOOZ ALLEN HAMILTON HLDG CORP	PURCHASED	4/28/2011	4/26/2012
2	865 BOOZ ALLEN HAMILTON HLDG CORP	PURCHASED	4/28/2011	4/27/2012
3	263 BOOZ ALLEN HAMILTON HLDG CORP	PURCHASED	6/07/2011	4/27/2012
4	168 CHURCH & DWIGHT CO INC	PURCHASED	2/23/2011	1/20/2012
5	800 CHURCH & DWIGHT CO INC	PURCHASED	3/03/2011	1/20/2012
6	1032 CHURCH & DWIGHT CO INC	PURCHASED	5/06/2011	1/20/2012
7	1200 JP MORGAN CHASE & CO	PURCHASED	12/30/2011	10/17/2012
8	79 JARDEN CORP	PURCHASED	7/28/2011	7/11/2012
9	500000 FEDERAL HOME LOAN MTG CORP	PURCHASED	3/28/2011	3/15/2012
10	300000 FEDERAL HOME LN BKS STEP UP	PURCHASED	8/30/2011	3/23/2012
11	500000 FEDERAL HOME LN BKS STEP UP	PURCHASED	10/06/2011	6/29/2012
12	500000 FEDERAL HOME LN BKS STEP UP	PURCHASED	10/11/2011	1/23/2012
13	500000 FEDERAL HOME LN BKS STEP UP	PURCHASED	1/04/2012	7/19/2012
14	500000 FEDERAL NATL MTG ASSN MEDIUM TERM	PURCHASED	8/17/2011	2/21/2012
15	12000 HANESBRANDS INC	PURCHASED	4/17/2012	12/27/2012
16	50000 JARDEN CORP SR SUB NT	PURCHASED	8/26/2011	1/26/2012
17	800 BOOZ ALLEN HAMILTON HLDG CORP	PURCHASED	3/25/2011	4/26/2012
18	1257 BOOZ ALLEN HAMILTON HLDG CORP	PURCHASED	6/07/2011	6/20/2012
19	1202 BOOZ ALLEN HAMILTON HLDG CORP	PURCHASED	6/07/2011	6/21/2012
20	1000 CHESAPEAKE ENERGY CO RP	PURCHASED	2/23/2011	12/06/2012
21	1000 CHESAPEAKE ENERGY CO RP	PURCHASED	3/03/2011	12/06/2012
22	942 CHESAPEAKE ENERGY CO RP	PURCHASED	5/03/2011	12/06/2012
23	1421 JARDEN CORP	PURCHASED	6/23/2011	7/11/2012
24	90 WATERS CORP	PURCHASED	2/25/2011	12/21/2012
25	400 WATERS CORP	PURCHASED	4/04/2011	12/21/2012
26	400 WATERS CORP	PURCHASED	4/25/2011	12/21/2012
27	5000 ALPS ETF TR ALERIAN MLP ETF	PURCHASED	4/21/2011	7/11/2012
28	5000 ALPS ETF TR ALERIAN MLP ETF	PURCHASED	4/21/2011	7/11/2012

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C/O LARRY LEVY

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

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
29	10000 ALPS ETF TR ALERIAN MLP ETF	PURCHASED	4/26/2011	12/06/2012
30	3000 CLAYMORE EXCHANGE-TR ADED FD TR	PURCHASED	3/03/2011	7/09/2012
31	2000 CLAYMORE EXCHANGE-TR ADED FD TR	PURCHASED	3/25/2011	7/09/2012
32	.664 DUKE ENERGY CORP	PURCHASED	9/14/2009	7/03/2012
33	500000 FEDERAL NATL MTG ASSN MEDIUM TERM	PURCHASED	3/28/2011	4/13/2012
34	3000 ISHARES TR MSCI EMER GING MKTS INDEX FD	PURCHASED	2/23/2011	6/27/2012
35	1500 ISHARES TR S&P MIDCAP 400 VALUE INDEX FD	PURCHASED	4/06/2011	6/27/2012
36	1500 ISHARES TR S&P MIDCAP 400 VALUE INDEX FD	PURCHASED	4/12/2011	6/27/2012
37	1400 POWERSHARES BD COMMO DITY INDEX TRACKING	PURCHASED	3/25/2011	4/19/2012
38	1400 POWERSHARES BD COMMO DITY INDEX TRACKING	PURCHASED	4/04/2011	4/19/2012
39	874 SPDR GOLD TR GOLD SHS CASH INCOME	PURCHASED	4/04/2011	12/11/2012
40	5 CALL COLGATE PALMOL	PURCHASED	10/03/2011	1/21/2012
41	7 CALL COLGATE PALMOL	PURCHASED	10/03/2011	1/21/2012
42	24 CALL GENERAL MILLS	PURCHASED	10/03/2011	1/21/2012
43	8 CALL KRAFT FOODS INC	PURCHASED	1/05/2012	3/16/2012
44	12 CALL KRAFT FOODS INC	PURCHASED	1/05/2012	3/16/2012
45	5 CALL ACCENT URE PLC	PURCHASED	11/01/2011	5/16/2012
46	4 CALL ACCENT URE PLC	PURCHASED	11/01/2011	5/19/2012
47	3 CALL ACCENT URE PLC	PURCHASED	11/01/2011	5/19/2012
48	6 CALL WATERS CORP	PURCHASED	1/24/2012	5/19/2012
49	15 CALL CVS CAREMARK CO	PURCHASED	1/19/2012	5/19/2012
50	15 CALL TARGET CORP	PURCHASED	4/02/2012	7/20/2012
51	20 CALL EBAY INC	PURCHASED	6/18/2012	10/09/2012
52	15 CALL AMERICAN TOWER	PURCHASED	6/18/2012	10/19/2012
53	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	9,172.		10,274.	-1,102.				\$ -1,102.
2	14,894.		16,610.	-1,716.				-1,716.
3	4,528.		4,727.	-199.				-199.
4	7,851.		6,209.	1,642.				1,642.
5	37,383.		30,236.	7,147.				7,147.
6	48,224.		40,410.	7,814.				7,814.
7	51,712.		39,846.	11,866.				11,866.
8	3,385.		2,445.	940.				940.
9	500,000.		498,770.	1,230.				1,230.
10	300,000.		298,970.	1,030.				1,030.
11	500,000.		498,520.	1,480.				1,480.
12	498,261.		498,770.	-509.				-509.
13	500,000.		499,770.	230.				230.
14	500,000.		500,020.	-20.				-20.
15	13,326.		13,326.	0.				0.
16	52,980.		51,396.	1,584.				1,584.
17	13,715.		14,641.	-926.				-926.
18	18,751.		21,780.	-3,029.				-3,029.
19	17,750.		20,827.	-3,077.				-3,077.
20	17,062.		33,449.	-16,387.				-16,387.
21	17,062.		33,463.	-16,401.				-16,401.

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

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
22	16,073.		29,695.	-13,622.				\$ -13,622.
23	60,885.		48,074.	12,811.				12,811.
24	7,962.		7,414.	548.				548.
25	35,387.		35,553.	-166.				-166.
26	35,387.		36,004.	-617.				-617.
27	80,842.		80,178.	664.				664.
28	80,843.		80,178.	665.				665.
29	159,277.		156,544.	2,733.				2,733.
30	101,364.		138,448.	-37,084.				-37,084.
31	67,576.		92,519.	-24,943.				-24,943.
32	46.		31.	15.				15.
33	500,000.		500,020.	-20.				-20.
34	112,870.		133,700.	-20,830.				-20,830.
35	117,684.		130,926.	-13,242.				-13,242.
36	117,684.		126,899.	-9,215.				-9,215.
37	39,079.		42,379.	-3,300.				-3,300.
38	39,079.		43,345.	-4,266.				-4,266.
39	559.		0.	559.				559.
40	1,467.		0.	1,467.				1,467.
41	2,053.		0.	2,053.				2,053.
42	1,995.		0.	1,995.				1,995.
43	752.		336.	416.				416.
44	1,128.		504.	624.				624.
45	1,202.		0.	1,202.				1,202.
46	961.		0.	961.				961.
47	721.		0.	721.				721.
48	1,486.		0.	1,486.				1,486.
49	1,810.		0.	1,810.				1,810.
50	2,125.		2,188.	-63.				-63.
51	4,054.		4,761.	-707.				-707.
52	2,456.		3,386.	-930.				-930.
53								2,484.
TOTAL								\$ -104,194.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
DAUGHTERS OF MIRIAM CENTER 155 HAZEL STREET CLIFTON, NJ 07015	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS.	\$ 130,000.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
RUTGERS HILLEL 93 COLLEGE AVE NEW BRUNSWICK, NJ 08901,	NONE	PUBLIC	CONTRIBUTIONS GIVEN TO PRESELECTED ORGANIZATIONS.	\$ 5,000.
JEWISH HOME FOUNDATION OF NO JERSEY 10 LINK DRIVE ROCKLEIGH, NJ 07647	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS.	25,000.
YESHIVAT NOAM 70 WEST CENTURY ROAD PARAMUS, NJ 07652	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	20,000.
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 39 BROADWAY SUITE 1510 NEW YORK, NY 10006	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	50,000.
AMERICAN COMMITTEE FOR THE WEIZMANN INST 633 THIRD AVE NEW YORK, NY 10017	NONE	PUBLIC	CONTRIBUTION GIVER TO PRESELECTED ORGANIZATIONS	50,000.
TEMPLE BETH RISHON 585 RUSSELL AVE WYCKOFF, NJ 07481	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	8,000.
MA'AYANOT YESHIVA HIGH SCHOOL FOR GIRLS 1650 PALISADE AVE TEANECK, NJ 07666	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
JEWISH FAMILY SERVICE OF BERGEN COUNTY 1485 TEANECK ROAD TEANECK, NJ 07666	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	50,000.
JEWISH FAMILY SERVICE OF NORTH JERSEY 1 PIKE DRIVE WAYNE, NJ 07470	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	25,000.
AMERICAN FRIENDS OF THE HEBREW UNIV. ONE BATTERY PARK PLAZA - 25TH FLOOR NEW YORK, NY 10004	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	50,000.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS TOWN JERUSALEM FD OF AMERICA 1 PENN PLAZA - SUITE 6250 NEW YORK, NY 10119	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	\$ 25,000.
MASORTI FOUNDATION 475 RIVERSIDE DRIVE - SUITE 832 NEW YORK, NY 10115	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
PENN HILLEL 201 SOUTH 39TH STREET PHILADELPHIA, PA 19104	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	1,000.
GIRLS TOWN OR CHADASH 1431 CONEY ISLAND AVE BROOKLYN, NY 11230	NONE	PUBLIC	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
FRIENDS OF THE IDF 1430 BROADWAY NEW YORK, NY 10018	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
JEWISH NATIONAL FUND 42 EAST 69TH ST NEW YORK, NY 10021	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
AMERICAN FRIENDS OF MIGDAL OHR 1560 BROADWAY SUITE 510 NEW YORK, NY 10036	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 352 SEVENTH AVE, SUITE 400 NEW YORK, NY 10001	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	10,000.
CENTRAL SYNAGOGUE 123 EAST 55TH STREET NEW YORK, NY 10022	NONE	EXEMPT	CONTRIBUTION GIVEN TO PRESELECTED ORGANIZATIONS	25,000.
JEWISH FEDERATION OF NORTHERN NJ 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE	EXEMPT	CONTRIBUTIONS GIVEN TO PRESELECTED ORGANIZATIONS.	100,000.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NECHAMA 4330 CEDAR LAKE S RD ST LOUIS PARK, MN 55476	NONE	EXEMPT	CONTRIBUTIONS GIVEN TO PRESELECTED ORGANIZATIONS.	\$ 10,000.
SHARSHERET 1086 TEANECK RD # 3A TEANECK, NJ 07666	NONE	EXEMPT	CONTRIBUTIONS GIVEN TO PRESELECTED ORGANIZATIONS.	2,000.
THE ORTHODOX UNION 11 BROADWAY NEW YORK, NY 10004	NONE	EXEMPT	CONTRIBUTIONS GIVEN TO PRESELECTED ORGANIZATIONS.	15,000.
UJA FEDERATION OF NEW YORK PO BOX 4227 NEW YORK, NY 10261	NONE	EXEMPT	CONTRIBUTIONS GIVEN TO PRESELECTED ORGANIZATIONS.	25,000.
TOTAL				\$ 686,000.

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OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS

PERSHING LLC	\$	400,729.
LESS ACCRUED INTEREST PAID		-38,323.
TOTAL	\$	<u>362,406.</u>

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

PERSHING LLC	\$	400,729.
ACCRUED INTEREST PAID		-38,323.
TOTAL	\$	<u>362,406.</u>