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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

2012

Open to Public Inspection

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 ending , 20

Name of foundation J ARNET AND MILDRED M LEWIS 552-2019894356		A Employer identification number 26-0454822						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 843- 937-4614						
1525 W W.T. HARRIS BLVD. D1114-044 City or town, state, and ZIP code CHARLOTTE, NC 28288		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="1" style="display: inline-table; vertical-align: top;"> <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) \$ 12,856,106.	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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	890,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	34.	34.		STMT 1
	4 Dividends and interest from securities	282,256.	279,963.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	564,477.			
	b Gross sales price for all assets on line 6a 4,199,826.				
	7 Capital gain net income (from Part IV, line 2)		564,477		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		6,229		STMT 5
	12 Total. Add lines 1 through 11	1,736,767.	850,703		
	13 Compensation of officers, directors, trustees, etc.	95,258.	85,733		9,526
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT. 6	4,042.	NONE	NONE	4,042
	b Accounting fees (attach schedule) STMT. 7	1,500.	NONE	NONE	1,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 8	11,494.	5,043		
	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. 9	1,949.	3,494.		
	24 Total operating and administrative expenses. Add lines 13 through 23	114,243.	94,270.	NONE	15,068
25 Contributions, gifts, grants paid	600,000.			600,000	
26 Total expenses and disbursements. Add lines 24 and 25	714,243.	94,270.	NONE	615,068	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	1,022,524.				
b Net investment income (if negative, enter -0-)		756,433.			
c Adjusted net income (if negative, enter -0-).					

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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	271,900.	204,793.	204,793.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)	755,663.	739,531.	755,447.
	b	Investments - corporate stock (attach schedule)	6,490,867.	7,035,190.	8,839,983.
	c	Investments - corporate bonds (attach schedule)	2,061,826.	988,204.	991,616.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	166,386.	1,386,940.	1,574,267.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ RE0128828 67.8 ACS OFF NELSON)		1,050,000	490,000	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,746,642.	11,404,658.	12,856,106.	
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)		NONE	
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	9,746,642.	11,404,658.	
	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)	9,746,642.	11,404,658.	
31	Total liabilities and net assets/fund balances (see instructions)	9,746,642.	11,404,658.		

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	9,746,642.
2	Enter amount from Part I, line 27a	2	1,022,524.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 16	3	650,512.
4	Add lines 1, 2, and 3	4	11,419,678.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 17	5	15,020.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,404,658.

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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 4,199,826.		3,635,349.	564,477.		
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) 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			564,477.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	564,477.	
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		

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))
2011	555,476.	11,759,672.	0.047236
2010	532,589.	10,840,311.	0.049130
2009	255,503.	5,281,266.	0.048379
2008	4,490.	61,046.	0.073551
2007	NONE	27,623.	NONE
2 Total of line 1, column (d)			2 0.218296
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 0.043659
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 12,794,078
5 Multiply line 4 by line 3			5 558,577.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,564
7 Add lines 5 and 6			7 566,141
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.			8 615,068.

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 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	1	7,564.
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	7,564.
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	7,564.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,580.
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	5,580.
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	1,984.
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 2013 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 Instructions for the 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
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) <input type="checkbox"/> 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 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?	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 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 <u></u>	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 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"/> Yes <input checked="" type="checkbox"/> No	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 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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"/> Yes <input checked="" type="checkbox"/> No	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 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 NA 1525 WEST WT HARRIS BLVD D1114-044, CHARLOTTE, NC 282	TRUSTEE 40	95,258	- 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	12,661,266
b	Average of monthly cash balances	1b	327,646
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,988,912
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	12,988,912
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	194,834
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,794,078
6	Minimum investment return. Enter 5% of line 5	6	639,704

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	639,704
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,564
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,564
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	632,140
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	632,140
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	632,140

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	615,068
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	615,068
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	7,564
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	607,504

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				632,140.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			26,115.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>615,068.</u>				
a Applied to 2011, but not more than line 2a . . .			26,115.	
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 2012 distributable amount				588,953
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 . (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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				43,187
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 2007 not applied on line 5 or line 7 (see instructions) . .	NONE			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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))

N/A

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.

N/A

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 or e-mail 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**

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
a Paid during the year				
SHRINERS HOSPITAL PO BOX 31356 Tampa FL 33631	NONE	PUBLIC CHA	GENERAL	196,500.
SOUTHERN BAPTIST PO BOX 6767 RICHMOND VA 23230	NONE	PUBLIC CHA	GENERAL	196,500.
FIRST BAPTIST CHUCH OF N MYRTLE 200 HIGHWAY 17 N NORTH MYTLE BEACH SC 29582-	NONE	PUBLIC CHA	GENERAL PURPOSE	10,500.
ST JUDES CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS TN 38105	NONE	PUBLIC CHA	GENERAL	196,500.
Total			3a	600,000.
b Approved for future payment				
Total			3b	

Form 990-PF (2012)

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	34	
4 Dividends and interest from securities . . .				14	282,256	
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	564,477	
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)					846,767.	
13 Total. Add line 12, columns (b), (d), and (e)					846,767	846,767

(See worksheet in line 13 instructions to verify calculations)

Line No	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

NOT APPLICABLE

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

J ARNET AND MILDRED M LEWIS 552-2019894356

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 foundation

Check 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 552-2019894356	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 WILLIAM ROAD NORTH MYRTLE BEACH, SC 29582	\$ 890,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)

Employer identification number

26-0454822

Part II

[illegible]

J ARNET AND MILDRED M LEWIS 552-2019894356

26-0454822

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	34.	34.
	-----	-----
TOTAL	34.	34.
	=====	=====

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	1,035.	1,035.
AT&T CORP	1,459.	1,459.
BANK OF AMERICA	1,950.	1,950.
BERKSHIRE HATHAWAY	1,000.	1,000.
BOEING CO	469.	469.
CISCO SYSTEMS INC	1,260.	1,260.
COMCAST CORP	438.	438.
CONOCOPHILLIPS	380.	380.
COSTCO WHOLESALE COR	928.	928.
DEVON ENERGY CORPORA	1,406.	1,406.
DODGE & COX INT'L STOCK FD # 1048	45,588.	45,588.
DODGE & COX STK FD	24,070.	24,070.
EII INTERNATIONAL PROPERTY-I #30	5,280.	5,280.
EATON VANCE FLOATING RATE FD-I #924	9,506.	9,506.
FED FARM CREDIT BK	675.	675.
FED HOME LN BK	1,250.	1,250.
FED HOME LN BK	569.	569.
FED HOME LN BK	938.	938.
FED NATL MTG ASSN	1,188.	1,188.
FED NATL MTG ASSN	250.	250.
FED HOME LN MTG CORP	1,438.	1,438.
FED HOME LN MTG CORP	1,250.	1,250.
FED HOME LN MTG CORP	347.	347.
FED NATL MTG ASSN	313.	313.
FED NATL MTG ASSN	1,188.	1,188.
GENERAL ELEC CAP COR	2,065.	2,065.
GOLDMAN SACHS GROUP	1,803.	1,803.
HSBC FINANCE CORP	282.	282.
IBM CORP	525.	525.
ISHARES DOW JONES SELECT DIVIDEND FD	7,353.	7,353.
ISHARES S&P 500 INDEX FUND	2,524.	2,524.
ISHARES TR-S&P MIDCAP 400 GROWTH IND	10,217.	10,217.
DMO403 5892 05/03/2013 14:04:35	552-2019894356	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPMORGAN CHASE & CO 5.125% 9/15/14	1,794.	1,794.
JPMORGAN HIGH YIELD FUND SS #3580	28,973.	28,973.
KINDER MORGAN ENER 5.950% 2/15/18	145.	145.
ELI LILLY & CO 3.550% 3/06/12	444.	444.
MERCK & CO INC 2.250% 1/15/16	675.	675.
METLIFE INC 5.000% 6/15/15	934.	934.
MICROSOFT CORP 2.950% 6/01/14	1,033.	1,033.
MORGAN STANLEY 6.000% 4/28/15	1,533.	1,533.
OCCIDENTAL PETROLEUM 4.125% 6/01/16	1,238.	1,238.
ORACLE CORP 4.950% 4/15/13	732.	732.
OPPENHEIMER DEVELOPING MKT-Y #788	5,374.	5,374.
PIMCO FOREIGN BOND FUND-INST	11,327.	11,327.
PIMCO EMERG MKTS BD-INST #137	19,180.	19,180.
PACIFIC GAS & ELECTR 4.800% 3/01/14	960.	960.
PEPSICO INC 4.500% 1/15/20	744.	744.
PIMCO COMMODITY REAL RET STRAT-I#45	4,780.	4,780.
PRINCIPAL PREFERRED SEC-INS #4929	2,640.	2,640.
PROCTER & GAMBLE CO 3.500% 2/15/15	1,400.	1,400.
ROWE T PRICE BLUE CHIP GROWTH FD INC	3,939.	3,939.
ROWE T PRICE REAL ESTATE FD COM	13,814.	11,521.
ROYCE SPECIAL EQUITY FUND	18,324.	18,324.
SPDR TR UNIT SER 1	191.	191.
MCGONICAL, WILLIAM/BARBARA 8% 1/1/16	14,241.	14,241.
TARGET CORP NT DTD 3/11/2002 5.875% 03/0	1,028.	1,028.
TARGET CORP 1.125% 7/18/14	133.	133.
THERMO FISHER SCIENT 3.600% 8/15/21	383.	383.
TIME WARNER CABLE IN 6.200% 7/01/13	1,550.	1,550.
UNITED PARCEL SERVIC 3.875% 4/01/14	1,049.	1,049.
US TREASURY NOTE 2.000% 11/30/13	486.	486.
US TREASURY NOTE 1.875% 2/28/14	757.	757.
US TREASURY NOTE 2.375% 3/31/16	1,188.	1,188.
US TREASURY NOTE 2.750% 11/30/16	293.	293.
US TREASURY NOTE 3.000% 2/28/17	132.	132.
DMO403 5892 05/03/2013 14:04:35		
552-2019894356		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY NOTE 2.125% 5/31/15	1,063.	1,063.
US TREASURY NOTE 2.625% 8/15/20	288.	288.
US TREASURY NOTE 2.125% 12/31/15	1,594.	1,594.
US TREASURY NOTE 1.250% 3/15/14	625.	625.
VANGUARD INFLAT-PROT SECS-ADM #5119	5,927.	5,927.
VERIZON COMMUNICATIO 5.250% 4/15/13	1,838.	1,838.
WAL-MART STORES INC 2.250% 7/08/15	563.	563.
TOTAL	282,256.	279,963.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
K1 FROM PSHARES INTEREST INOMCE		118.
K1 FROM PSHARES NET ST CAPITAL GAIN		348.
K1 FROM PSHARES SEC 1256 CONTRACTS		6,835.
K1 FROM PSHARES NET LT CAPITAL LOSS		-1,072.
	-----	-----
TOTALS	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LEGAL FEES - PRINCIPAL (ALLOCA	4,042.			4,042.
	-----	-----	-----	-----
TOTALS	4,042.	NONE	NONE	4,042.
	=====	=====	=====	=====

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	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	871.	
FEDERAL ESTIMATES - PRINCIPAL	5,580.	
FOREIGN TAXES ON QUALIFIED FOR	4,818.	4,818.
FOREIGN TAXES ON NONQUALIFIED	225.	225.
	-----	-----
TOTALS	11,494.	5,043.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
K1 FROM PSHARES PORTFOLIO 2%		
RENTAL INSURANCE	142.	1,545.
APPRAISAL	1,800.	142.
RECORDING FEE	7.	1,800.
		7.
TOTALS	----- 1,949. =====	----- 3,494. =====

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

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
31331JTT1 FED FARM CREDIT BK			
31331JNM1 FED FARM CREDIT BK			
31331JSW9 FED FARM CREDIT BK			
3133XXAM9 FED HOME LN BK			
3133XVEM9 FED HOME LN BK			
3134G1N75 FED HOME LN MTG CORP			
3128X94D9 FHLMC 3.00 4/20/2015			
3134G1BP8 FHLMC 2.125 10/29/13			
31398AF23 FNMA 1.800 2/8/2013			
31398AM25 FNMA 2.000 4/15/2013			
31398AS45 FNMA 2.000 6/24/2013			
31398AU34 FED NATL MTG ASSN			
31398AP71 FNMA 1.25 6/22/2012	51,900.	51,900.	52,568.
31331KHG8 FFCB 2.7 04/18/2016	49,944.		
313372WT7 FED HOME LN BK	50,520.		
3133XXYX9 FED HOME LN BK	50,538.	50,538.	53,275.
3137EACT4 FED HOME LN MTG CORP	50,853.	50,853.	50,410.
3137EACH0 FED HOME LN MTG CORP	50,367.	50,367.	53,348.
3135G0BA0 FED NATL MTG ASSN	51,499.	51,499.	52,681.
3135G0CD3 FNMA 1% 09/02/14	49,899.	49,899.	53,141.
912828KF6 US TREASURY NOTE	50,137.		
912828PZ7 US TREASURY NOTE	62,016.	62,016.	61,156.
912828KT6 US TREASURY NOTE	49,896.	49,896.	50,621.
912828NF3 US TREASURY NOTE	51,018.	51,018.	53,157.
912828PM6 US TREASURY NOTE	51,871.	51,871.	52,168.
3137EACW7 FED HOME LN MTG CORP	49,639.	49,639.	52,614.
912828JT8 US TREASURY NOTE	52,310.	52,310.	52,622.
912828MA5 US TREASURY NOTE	35,964.	35,964.	35,577.
912828MS6 US TREASURY NOTE	27,269.	27,269.	27,156.
	27,626.	27,626.	27,500.

J ARNET AND MILDRED M LEWIS 552-2019894356

26-0454822

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
912828NT3 US TREASURY NOTE		26,866.	27,453.
TOTALS	755,663. =====	739,531. =====	755,447. =====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
4812C0803 JPMORGAN HI YL #3580	1,270,399.	1,167,543.	1,454,275.
256219106 DODGE & COX STOCK FU	612,855.		
626124242 MUNDER MIDCAP #32	1,002,184.	804,832.	1,331,518.
77954Q106 T ROWE PRICE BLUE CH	565,281.		
961323409 WESTPORT FUNDS #13	1,343,508.	1,575,100.	1,929,949.
256206103 DODGE & COX INT'L ST	586,081		
52106N889 LAZARD EMERGING #638	224,553.	217,611.	270,591.
26852M105 EII INTERNATIONAL PR	250,484.	193,573.	180,278.
722005667 PIMCO COMMODITY REAL	350,677.	321,604.	613,296.
779919109 T ROWE PRICE REAL ES	95,504.	209,584.	226,842.
464287168 ISHARES DOW JONES SE	22,347.	95,049.	106,353.
464287200 ISHARES CORE S & P 5	166,994.	187,692.	188,015.
73935S105 POWERSHARES DB COMMO			
001055AE			
464287606 ISHARES S&P MIDCAP 4		907,938.	1,041,703.
683974505 OPPENHEIMER DEVELOPI		544,761.	646,082.
780905782 ROYCE SPECIAL EQUITY		784,651.	824,450.
78462F103 SPDR S & P 500 ETF T		25,252.	26,631.
	-----	-----	-----
	6,490,867.	7,035,190.	8,839,983.
	=====	=====	=====
TOTALS			

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
00206RAP7 AT&T CORP 11/15/13	39,704.		
060505AR5 BANK OF AMERICA	41,782.		
084664BK6 BERKSHIRE HATHAWAY	52,691.		
097023BB0 BOEING CO 11/20/2012	25,546.		
22541LAB9 CREDIT SUISSE 6.125			
25179MAG8 DEVON ENERGY CORPORA	27,111.	27,111.	26,303.
532457BD9 ELI LILLY &CO 3/6/12	25,913.		
36962G4C5 GENERAL ELEC CAP COR	37,899.	37,899.	37,510.
38143UAB7 GOLDMAN SACHS GROUP	36,900.	36,900.	36,502.
459200GR6 IBM CORP	25,693.	25,693.	25,156.
46625HBV1 JPMORGAN CHASE & CO	36,767.	36,767.	37,224.
694308GD3 PACIFIC GAS & ELECTR	21,344.	21,344.	20,956.
88732JAK4 TIME WARNER CABLE IN	27,358.	27,358.	25,686.
92343VAN4 VERIZON COMMUNICATIO	38,019.	38,019.	35,479.
931142CT8 WAL-MART STORES INC	25,355.	25,355.	26,027.
277911491 EATON VANCE FLOATING	191,098.		
4812C0803 JPMORGAN HIGH YIELD	430,373.		
693390882 PIMCO FOREIGN BD FD	184,395.		
693391559 PIMCO EMERG MKTS BD-	281,208.		
922031737 VANGUARD INFLAT-PROT	228,352.		
001055AE2 AFLAC INC	30,924.	30,924.	32,013.
17275RAK8 CISCO SYSTEMS INC	39,857.	39,857.	43,447.
22160KAB1 COSTCO 5.3 3/15/12	36,766.		
58933YAB1 MERCK & CO INC	29,532.	29,532.	31,346.
594918AB0 MICROSOFT CORP	36,277.	36,277.	36,289.
674599BX2 OCCIDENTAL PETROLEUM	32,136.	32,136.	33,279.
7472718DM8 P&G 3.5 2/15/15	41,908.		
87612EAH9 TARGET 5.875 3/1/12	36,918.		
025816BA6 AMERICAN EXPRESS CO		38,319.	38,087.

FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
06051GEC9 BANK OF AMERICA CORP		45,609.	47,425.
14912L4F5 CATERPILLAR FINANCIA		37,362.	37,315.
20030NAE1 COMCAST CORP		27,038.	26,230.
20825CAT1 CONOCOPHILLIPS		27,690.	27,018.
40429CFN7 HSBC FINANCE CORP		16,293.	16,762.
494550AY2 KINDER MORGAN ENER		29,271.	29,933.
59156RAN8 METLIFE INC		27,779.	27,523.
61747YCE3 MORGAN STANLEY		52,315.	54,461.
68389XAD7 ORACLE CORP		26,252.	25,321.
713448BN7 PEPSICO INC		57,337.	57,822.
742718DM8 PROCTER & GAMBLE CO		41,908.	42,470.
87612EAW6 TARGET CORP		35,509.	35,341.
883556AZ5 THERMO FISHER SCIENT		26,915.	26,588.
911312AL0 UNITED PARCEL SERVIC		53,435.	52,103.
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TOTALS	2,061,826.	988,204.	991,616.
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J ARNET AND MILDRED M LEWIS 552-2019894356

26-0454822

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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7MG0002N6 MC GONIGAL 8% 1/1/16	C	166,386.		
277911491 EATON VANCE FLOATING	C		203,811.	213,172.
4812C0803 JPMORGAN HIGH YIELD	C		359,274.	405,968.
693390882 PIMCO FOREIGN BD FD	C		214,230.	233,191.
693391559 PIMCO EMERG MKTS BD-	C		302,416.	377,685.
74253Q416 PRINCIPAL PREFERRED	C		125,386.	125,626.
922031737 VANGUARD INFLAT-PROT	C		181,823.	218,625.
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TOTALS		166,386.	1,386,940.	1,574,267.
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FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
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DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	90,144.
ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE	368.
DIFFERENT B/W MARKET AND BOOK ON CONTRIBUTION	560,000.

TOTAL	650,512.
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FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
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DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	7,513.
ROC BASIS ADJUSTMENT	6,342.
ACCRUED INTEREST PAID EFFECTIVE DATE AFTER TYE	1,165.

TOTAL	15,020.
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Cert Mail Num - Fed	Account	Name	Tax ID	Tax Due - 990PF	Over Payment	Prep Code
7006 2760 0002 3330 1945	1513850155	T U W GEORGE WILSON TTEE	22-6233175	1626 00	0 00	496
7006 2760 0002 3330 1945	1513850182	T/U/W FLOWERS CHRTBL FNDTN TTEE	22-6318172	495 00	0 00	501
7006 2760 0002 3330 1945	1519155314	ROSS R & SARA G RHOADS FOUNDATION	23-6271698	1023 00	0 00	552
7006 2760 0002 3330 1945	2013897230	VIRGINIA B GOURDIN CHAR TR 2013897230	38-6895669	264 00	0 00	552
7006 2760 0002 3330 1945	2019894356	J ARNET AND MILDRED M LEWIS	26-0454822	1984 00	0 00	552