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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation J ARNET AND MILDRED M LEWIS		A Employer identification number 26-0454822
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 800-352-3705
1525 W W.T. HARRIS BLVD. D1114-044		
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		
G Check all that apply.	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 14,477,039.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	122,318.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	20.	20.		STMT 1
	4 Dividends and interest from securities	261,219.	259,426.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	824,960.			
	b Gross sales price for all assets on line 6a	4,333,497.			
	7 Capital gain net income (from Part IV, line 2)		824,960.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		-13,457.		STMT 5	
12 Total. Add lines 1 through 11	1,208,517.	1,070,949.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	100,152.	90,137.		10,015.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)	801.	NONE	NONE	801.
	b Accounting fees (attach schedule)	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	14,718.	5,170.		
	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)	172.	2,667.		
	24 Total operating and administrative expenses. Add lines 13 through 23	116,843.	97,974.	NONE	11,816.
	25 Contributions, gifts, grants paid	650,001.			650,001.
26 Total expenses and disbursements Add lines 24 and 25	766,844.	97,974.	NONE	661,817.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	441,673.				
b Net investment income (if negative, enter -0-)		972,975.			
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		204,793.	276,534.	276,534.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 10	739,531.	674,560.	677,118.
	b	Investments - corporate stock (attach schedule)	STMT 12	7,035,190.	7,141,091.	10,411,694.
	c	Investments - corporate bonds (attach schedule)	STMT 13	988,204.	2,705,344.	2,746,693.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	STMT 15	1,386,940.		
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ RE0128828 67.8 ACS OFF NELSON)		1,050,000.	1,050,000.	365,000.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		11,404,658.	11,847,529.	14,477,039.	
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		11,404,658.	11,847,529.	
	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)		11,404,658.	11,847,529.		
31	Total liabilities and net assets/fund balances (see instructions)		11,404,658.	11,847,529.		

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	11,404,658.
2	Enter amount from Part I, line 27a	2	441,673.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 16	3	8,678.
4	Add lines 1, 2, and 3	4	11,855,009.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 17	5	7,480.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,847,529.

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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 4,333,497.		3,508,537.	824,960.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			824,960.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	824,960.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

(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))
2012	607,504.	12,794,078.	0.047483
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
2 Total of line 1, column (d)			2 0.265779
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 0.053156
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 13,701,629.
5 Multiply line 4 by line 3			5 728,324.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,730.
7 Add lines 5 and 6			7 738,054.
8 Enter qualifying distributions from Part XII, line 4			8 661,817.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	19,460.
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	19,460.
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	19,460.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,564.	
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 . TAX PAID W/O.R. \$	7	11,896.	19,460.
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		
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 2014 estimated tax <input type="checkbox"/> NONE 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 ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> WELLS FARGO BANK NA Telephone no. <input type="checkbox"/> (800) 352-3705			
Located at <input type="checkbox"/> 16 BROAD ST 2ND FLOOR, CHARLESTON, SC ZIP+4 <input type="checkbox"/> 29401-3092				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		<input type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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)?	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	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. <input type="checkbox"/>		
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 2013 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 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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
WELLS FARGO BANK NA 1525 WEST WT HARRIS BLVD D1114-044, CHARLOTTE, NC 282	TRUSTEE 40	100,152.	-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	13,704,680.
b	Average of monthly cash balances	1b	205,603.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	13,910,283.
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	13,910,283.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	208,654.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,701,629.
6	Minimum investment return. Enter 5% of line 5	6	685,081.

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	685,081.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19,460.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,460.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	665,621.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	665,621.
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	665,621.

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	661,817.
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	661,817.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	661,817.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				665,621.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			43,187.	
b Total for prior years 20 <u>11</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>661,817.</u>				
a Applied to 2012, but not more than line 2a . . .			43,187.	
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 2013 distributable amount				618,630.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2013 . (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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				46,991.
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 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	NONE			

NOT APPLICABLE

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

4942(1)(5)

(e) Total

(4) Gross investment income .

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	PC	GENERAL	213,167.
SOUTHERN BAPTIST PO BOX 6767 RICHMOND VA 23230	NONE	PC	GENERAL	213,167.
FIRST BAPTIST CHUCH OF N MYRTLE 200 HIGHWAY 17 N NORTH MYTLE BEACH SC 29582-	NONE	PC	GENERAL PURPOSE	10,500.
ST JUDES CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS TN 38105	NONE	PC	GENERAL	213,167.
Total			3a	650,001.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	20.	
4	Dividends and interest from securities			14	261,219.	
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	824,960.	
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)				1,086,199.	
13	Total. Add line 12, columns (b), (d), and (e)					1,086,199.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|----------|--|--------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Wells Fargo Bank, N A

05/28/2014

► Trustee

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No


**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name 

Firm's EIN ▶

Firm's address ►

Phone no.

Schedule of Contributors

OMB No. 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

J ARNET AND MILDRED M LEWIS

26-0454822

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization J ARNET AND MILDRED M LEWIS	Employer identification number 26-0454822
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MILDRED LEWIS ESTATE 1301 PRINCE WILLIAM ROAD NORTH MYRTLE BEACH, SC 29582	\$ 122,318.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

26-0454822

[illegible]

J ARNET AND MILDRED M LEWIS

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	20.	20.
	-----	-----
TOTAL	20.	20.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	3.450%	8/15/15
AMERICAN EXPRESS CO	7.250%	5/20/14
AMGEN INC	5.700%	2/01/19
BANK OF AMERICA CORP	5.625%	7/01/20
CATERPILLAR FINANCIA	6.125%	2/17/14
CHEVRON CORP	4.950%	3/03/19
CISCO SYSTEMS INC	3.150%	3/14/17
COMCAST CORP	5.300%	1/15/14
CONOCOPHILLIPS	4.600%	1/15/15
DEVON ENERGY CORPORA	5.625%	1/15/14
DODGE & COX INT'L STOCK FD # 1048		
DODGE & COX STK FD		
DOW CHEMICAL CO/THE	4.125%	11/15/21
EII INTERNATIONAL PROPERTY-I #30		
EATON VANCE FLOATING RATE FD-I #924		
FED HOME LN BK	2.500%	3/30/16
FED HOME LN BK	1.875%	6/21/13
FED NATL MTG ASSN	2.375%	4/11/16
FED HOME LN MTG CORP	2.875%	2/09/15
FED HOME LN MTG CORP	2.500%	5/27/16
FED HOME LN MTG CORP	2.000%	8/25/16
FED NATL MTG ASSN	2.375%	7/28/15
GENERAL ELEC CAP COR	5.900%	5/13/14
GOLDMAN SACHS GROUP	5.150%	1/15/14
HSBC FINANCE CORP	5.500%	1/19/16
IBM CORP	2.100%	5/06/13
IBM CORP	1.950%	7/22/16
ISHARES SELECT DIVIDEND ETF		
ISHARES S&P 500 INDEX FUND		
ISHARES TR-S&P MIDCAP 400 GROWTH IND		
ISHARES SMALLCAP 600/ BARRA FD		
ISHARES S & P SMALLCAP 600/GRO		
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES MBS ETF	696.	696.
ISHARES CMBS ETF	523.	523.
JPMORGAN CHASE & CO 5.125% 9/15/14	1,794.	1,794.
JPMORGAN HIGH YIELD FUND SS #3580	18,488.	18,488.
KINDER MORGAN ENER 5.950% 2/15/18	1,488.	1,488.
KRAFT FOODS INC 6.125% 2/01/18	776.	776.
MERCK & CO INC 2.250% 1/15/16	675.	675.
METLIFE INC 5.000% 6/15/15	1,250.	1,250.
MICROSOFT CORP 2.950% 6/01/14	1,033.	1,033.
MORGAN STANLEY 6.000% 4/28/15	3,000.	3,000.
OCCIDENTAL PETROLEUM 4.125% 6/01/16	1,238.	1,238.
ORACLE CORP 4.950% 4/15/13	619.	619.
OPPENHEIMER DEVELOPING MKT-Y #788	4,188.	4,188.
PIMCO FDS PAC INVMT MGMT SER TOTAL RETURN	3,125.	3,125.
PIMCO FOREIGN BOND FUND-INST	7,349.	7,349.
PIMCO EMERG MKTS BD-INST #137	21,557.	21,557.
PACIFIC GAS & ELECTR 4.800% 3/01/14	755.	755.
PEPSICO INC 4.500% 1/15/20	2,250.	2,250.
PIMCO COMMODITY REAL RET STRAT-I#45	902.	902.
PRINCIPAL PREFERRED SEC-INS #4929	6,618.	6,618.
PROCTER & GAMBLE CO 3.500% 2/15/15	1,400.	1,400.
ROWE T PRICE REAL ESTATE FD COM	7,781.	7,781.
SPDR TR UNIT SER 1	130.	130.
MFC SELECT SECTOR SPDR TR SHS BEN INT-MA	2,283.	2,283.
SECTO SPDR TRUST (ENERGY) SHARES OF BENE	1,702.	1,702.
TECHNOLOGY SELECT SECTOR SPDR FD	2,722.	2,722.
SEMPRA ENERGY 6.500% 6/01/16	677.	677.
TARGET CORP 1.125% 7/18/14	394.	394.
THERMO FISHER SCIENT 3.600% 8/15/21	818.	818.
TIME WARNER INC 4.875% 3/15/20	136.	136.
TIME WARNER CABLE IN 6.200% 7/01/13	1,550.	1,550.
UNITED PARCEL SERVIC 3.875% 4/01/14	1,938.	1,938.
US TREASURY NOTE 2.000% 11/30/13	700.	700.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----		-----	-----
US TREASURY NOTE	1.875% 2/28/14	1,125.	1,125.
US TREASURY NOTE	2.375% 3/31/16	1,188.	1,188.
US TREASURY NOTE	2.750% 11/30/16	688.	688.
US TREASURY NOTE	3.000% 2/28/17	750.	750.
US TREASURY NOTE	2.125% 5/31/15	1,063.	1,063.
US TREASURY NOTE	2.625% 8/15/20	656.	656.
US TREASURY NOTE	2.125% 12/31/15	1,063.	1,063.
US TREASURY NOTE	1.250% 3/15/14	625.	625.
VANGUARD INFLAT-PROT SECS-ADM #5119		153.	153.
VANGUARD REIT VIPER		5,986.	4,193.
VERIZON COMMUNICATIO	5.250% 4/15/13	919.	919.
WAL-MART STORES INC	2.250% 7/08/15	563.	563.
WELLPOINT INC	4.350% 8/15/20	106.	106.
		-----	-----
TOTAL		261,219.	259,426.
		=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
K1 PSHARE-INTEREST		128.
K1 PSHARE-NET ST LOSS		-119.
K1 PSHARE-NET LT LOSS		-2,399.
K1 PSHARE-SEC 1256		-11,067.
	-----	-----
TOTALS	=====	=====
		-13,457.
		=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
NON-ALLOCABLE LEGAL FEES	801.			801.
TOTALS	801.	NONE	NONE	801.
	=====	=====	=====	=====

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	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	1,984.	
FEDERAL ESTIMATES - PRINCIPAL	7,564.	
FOREIGN TAXES ON QUALIFIED FOR	4,558.	4,558.
FOREIGN TAXES ON NONQUALIFIED	612.	612.
	-----	-----
TOTALS	14,718.	5,170.
	=====	=====

J ARNET AND MILDRED M LEWIS

26-0454822

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
K1 PSHARE-PORT 2& FLOOR		2,495.
NON RENTAL INSURANCE	108.	108.
RE TAXES ON NON RENTAL PROPERT	64.	64.
TOTALS	----- 172. =====	----- 2,667. =====

J ARNET AND MILDRED M LEWIS

26-0454822

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	51,900.	51,900.	51,581.
31398AP71 FNMA 1.25 6/22/2012			
31331KHG8 FFCB 2.7 04/18/2016			
313372WT7 FED HOME LN BK	50,538.	50,538.	52,174.
3133XXYX9 FED HOME LN BK	50,853.		
3137EACT4 FED HOME LN MTG CORP	50,367.	50,367.	52,330.
3137EACH0 FED HOME LN MTG CORP	51,499.	51,499.	51,462.
3135G0BA0 FED NATL MTG ASSN	49,899.	49,899.	52,083.
3135G0CD3 FNMA 1% 09/02/14			
912828KF6 US TREASURY NOTE	62,016.	62,016.	60,169.
912828PZ7 US TREASURY NOTE	49,896.	49,896.	50,117.
912828KT6 US TREASURY NOTE	51,018.	51,018.	52,157.
912828NF3 US TREASURY NOTE	51,871.	51,871.	51,330.
912828PM6 US TREASURY NOTE	49,639.	49,639.	51,719.
3137EACW7 FED HOME LN MTG CORP	52,310.	52,310.	51,706.
912828JT8 US TREASURY NOTE	35,964.		
912828MA5 US TREASURY NOTE	27,269.	27,269.	26,428.
912828MS6 US TREASURY NOTE	27,626.	27,626.	26,641.

J ARNET AND MILDRED M LEWIS

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.	26,866.	25,508.
912828HR4 US TREASURY NOTE		21,846.	21,713.
TOTALS	739,531.	674,560.	677,118.
	=====	=====	=====

J ARNET AND MILDRED M LEWIS

26-0454822

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
4812C0803 JPMORGAN HI YL #3580			
256219106 DODGE & COX STOCK FU	1,167,543.	868,119.	1,518,031.
626124242 MUNDER MIDCAP #32			
77954Q106 T ROWE PRICE BLUE CH	804,832.	672,461.	1,608,162.
961323409 WESTPORT FUNDS #13			
256206103 DODGE & COX INT'L ST	1,575,100.	1,496,813.	2,288,297.
52106N889 LAZARD EMERGING #638			
26852M105 EII INTERNATIONAL PR	217,611.	407,611.	472,026.
722005667 PIMCO COMMODITY REAL	193,573.		
779919109 T ROWE PRICE REAL ES	321,604.		
464287168 ISHARES DOW JONES SE	209,584.		
464287200 ISHARES CORE S & P 5	95,049.	595,991.	702,500.
73935S105 POWERSHARES DB COMMO	187,692.	266,323.	260,834.
001055AE			
464287606 ISHARES S&P MID-CAP	907,938.	796,561.	1,202,271.
683974505 OPPENHEIMER DEVELOPI	544,761.	615,968.	771,524.
780905782 ROYCE SPECIAL EQUITY	784,651.		
78462F103 SPDR S & P 500 ETF T	25,252.		
464287879 ISHARES S&P SMALL-CA		387,556.	457,835.
464287887 ISHARES S&P SMALL-CA		460,050.	545,962.
81369Y803 AMEX TECHNOLOGY SELE		177,961.	200,895.
922908553 VANGUARD REIT VIPER		395,677.	383,357.
TOTALS	7,035,190.	7,141,091.	10,411,694.

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
00206RAP7 AT&T CORP 11/15/13			
060505AR5 BANK OF AMERICA			
084664BK6 BERKSHIRE HATHAWAY			
097023BB0 BOEING CO 11/20/2012			
22541LAB9 CREDIT SUISSE 6.125			
25179MAG8 DEVON ENERGY CORPORA	27,111.	27,111.	25,043.
532457BD9 ELI LILLY & CO 3/6/12			
36962G4C5 GENERAL ELEC CAP COR	37,899.	37,899.	35,708.
38143UAB7 GOLDMAN SACHS GROUP	36,900.	36,900.	35,053.
459200GR6 IBM CORP	25,693.		
46625HBV1 JPMORGAN CHASE & CO	36,767.	36,767.	36,059.
694308GD3 PACIFIC GAS & ELECTR	21,344.		
88732JAK4 TIME WARNER CABLE IN	27,358.		
92343VAN4 VERIZON COMMUNICATIO	38,019.		
931142CT8 WAL-MART STORES INC	25,355.	25,355.	25,661.
277911491 EATON VANCE FLOATING		344,176.	355,370.
4812C0803 JPMORGAN HIGH YIELD		232,338.	267,342.
693390882 PIMCO FOREIGN BD FD		220,691.	233,762.
693391559 PIMCO EMERG MKTS BD-		350,416.	367,777.
922031737 VANGUARD INFLAT-PROT			
001055AE2 AFLAC INC	30,924.	30,924.	31,327.
17275RAK8 CISCO SYSTEMS INC	39,857.	39,857.	42,328.
22160KAB1 COSTCO 5.3 3/15/12			
58933YAB1 MERCK & CO INC			
594918AB0 MICROSOFT CORP	29,532.	29,532.	30,990.
674599BX2 OCCIDENTAL PETROLEUM	36,277.	36,277.	35,367.
7472718DM8 P&G 3.5 2/15/15	32,136.	32,136.	32,269.
87612EAH9 TARGET 5.875 3/1/12			
025816BA6 AMERICAN EXPRESS CO	38,319.	38,319.	35,920.

J ARNET AND MILDRED M LEWIS

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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.	45,609.	45,708.
14912L4F5 CATERPILLAR FINANCIA	37,362.	37,362.	35,245.
20030NAE1 COMCAST CORP	27,038.	27,038.	25,037.
20825CAT1 CONOCOPHILLIPS	27,690.	27,690.	26,060.
40429CFN7 HSBC FINANCE CORP	16,293.	16,293.	16,262.
494550AY2 KINDER MORGAN ENER	29,271.	29,271.	28,410.
59156RAN8 METLIFE INC	27,779.	27,779.	26,536.
61747YCE3 MORGAN STANLEY	52,315.	52,315.	53,252.
68389XAD7 ORACLE CORP	26,252.		
713448BN7 PEPSICO INC	57,337.	57,337.	54,382.
742718DM8 PROCTER & GAMBLE CO	41,908.	41,908.	41,324.
87612EAW6 TARGET CORP	35,509.	35,509.	35,140.
883556AZ5 THERMO FISHER SCIENT	26,915.		
911312AL0 UNITED PARCEL SERVIC	53,435.	53,435.	50,414.
031162AZ3 AMGEN INC		42,284.	40,334.
084664BE0 BERKSHIRE HATHAWAY		40,350.	40,258.
166751AJ6 CHEVRON CORP		28,661.	28,358.
260543CF8 DOW CHEMICAL CO/THE		30,634.	30,989.
459200GX3 IBM CORP		26,003.	25,684.
464288588 ISHARES MBS ETF		98,660.	98,819.
46429B366 ISHARES CMBS ETF		48,405.	48,242.
693390700 PIMCO TOTAL RET FD-I		236,630.	230,590.
74253Q416 PRINCIPAL PREFERRED		117,130.	109,964.
816851AN9 SEMPRA ENERGY		28,705.	28,130.
887317AF2 TIME WARNER INC		16,378.	16,441.
94973VAS6 WELLPOINT INC		21,260.	21,138.
TOTALS	988,204.	2,705,344.	2,746,693.

J ARNET AND MILDRED M LEWIS

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FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----
7MG0002N6 MC GONIGAL 8% 1/1/16	C	
277911491 EATON VANCE FLOATING	C	203,811.
4812C0803 JPMORGAN HIGH YIELD	C	359,274.
693390882 PIMCO FOREIGN BD FD	C	214,230.
693391559 PIMCO EMERG MKTS BD-	C	302,416.
74253Q416 PRINCIPAL PREFERRED	C	125,386.
922031737 VANGUARD INFLAT-PROT	C	181,823.
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TOTALS		1,386,940.
		=====

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

MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE

7,513.

ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE

1,165.

TOTAL

8,678.
=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	5,499.
ROC BASIS ADJUSTMENT	1,620.
ACCRUED INTEREST PAID EFFECTIVE DATE AFTER TYE	350.
ROUNDING	11.

TOTAL	7,480.
	=====

FEDERAL FOOTNOTES

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AMENDED TO CORRECT SCHEDULE B AMOUNT

Cert Mail Num - Fed Amend	Account	Name	Tax ID	Prep Code	Tax Due -
7006 2760 0002 3331 3436	2019894356	J ARNET AND MILDRED M LEWIS	26-0454822	552	990PF