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

2008

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

For calendar year 2008, or tax year beginning

, and ending

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

LEWIS FAMILY FOUNDATION

C/O JOHN GOODMAN

Number and street (or P O box number if mail is not delivered to street address)

1156 N. MOUNTAIN AVENUE

Room/suite

City or town, state, and ZIP code

UPLAND, CA 91786

A Employer identification number

68-0593113

B Telephone number

909-985-0971

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 54,489. (Part I, column (d) must be on cash basis)

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

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).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	83.	83.		STATEMENT 2
4 Dividends and interest from securities	5,681.	5,681.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<346.>			STATEMENT 1
b Gross sales price for all assets on line 6a	229,084.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	5,418.	5,764.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	310.	227.		83.
17 Interest				
18 Taxes	10.	0.		10.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	320.	227.		93.
25 Contributions, gifts, grants paid	200,000.			200,000.
26 Total expenses and disbursements. Add lines 24 and 25	200,320.	227.		200,093.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<194,902.>			
b Net investment income (if negative, enter -0-)		5,537.		
c Adjusted net income (if negative, enter -0-)			N/A	

C14 18

Part II Balance Sheets

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

		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	247,334.	54,489.	54,489.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	520.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	247,854.	54,489.	54,489.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	200,000.		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	200,000.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	47,854.	54,489.	
30 Total net assets or fund balances	47,854.	54,489.		
31 Total liabilities and net assets/fund balances	247,854.	54,489.		

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	47,854.
2 Enter amount from Part I, line 27a	2	<194,902.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	201,537.
4 Add lines 1, 2, and 3	4	54,489.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	54,489.

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 WELLS FARGO MARKETABLE SECURITIES-SEE			
b ATTACHED	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 229,084.		229,430.	<346.>
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			<346.>
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	<346.>
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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))
2007	202,713.	329,673.	.614891
2006	202,035.	540,699.	.373655
2005	202,719.	691,106.	.293325
2004	0.	57,101.	.000000
2003			

2 Total of line 1, column (d)	2	1.281871
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	.320468
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	141,691.
5 Multiply line 4 by line 3	5	45,407.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	55.
7 Add lines 5 and 6	7	45,462.
8 Enter qualifying distributions from Part XII, line 4	8	200,093.

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 ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		1	55.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1%		1	55.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	55.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	55.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6a	103.
6 Credits/Payments:		6b	
a 2008 estimated tax payments and 2007 overpayment credited to 2008		6c	
b Exempt foreign organizations - tax withheld at source		6d	
c Tax paid with application for extension of time to file (Form 8868)		7	103.
d Backup withholding erroneously withheld		8	
7 Total credits and payments. Add lines 6a through 6d		9	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		10	48.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		11	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 48. Refunded			

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► LEWIS OPERATING CORP Telephone no. ► 909-985-0971 Located at ► 1156 NORTH MOUNTAIN AVENUE, UPLAND, CA ZIP+4 ► 91786			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2008?		1c
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No	
If "Yes," list the years ►		
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2008 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 2008.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2008?		4b

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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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If you answered "Yes" to 6b, also file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RICHARD A. LEWIS	TRUSTEE			
1156 N. MOUNTAIN AVENUE				
UPLAND, CA 91786	0.00	0.	0.	0.
ROBERT E. LEWIS	TRUSTEE			
1156 N. MOUNTAIN AVENUE				
UPLAND, CA 91786	0.00	0.	0.	0.
ROGER G. LEWIS	TRUSTEE			
1156 N. MOUNTAIN AVENUE				
UPLAND, CA 91786	0.00	0.	0.	0.
RANDALL W. LEWIS	TRUSTEE			
1156 N. MOUNTAIN AVENUE				
UPLAND, CA 91786	0.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	143,849.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	143,849.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	143,849.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,158.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	141,691.
6	Minimum investment return. Enter 5% of line 5	6	7,085.

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	7,085.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	55.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	55.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,030.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,030.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,030.

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	200,093.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	200,093.
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	5	55.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	200,038.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part VI, line 7:				7,030.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005	167,421.			
d From 2006	175,500.			
e From 2007	186,523.			
f Total of lines 3a through e	529,444.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 200,093.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				7,030.
e Remaining amount distributed out of corpus	193,063.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	722,507.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	722,507.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005	167,421.			
c Excess from 2006	175,500.			
d Excess from 2007	186,523.			
e Excess from 2008	193,063.			

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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	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
Name and address (home or business)				
a Paid during the year				
RANCHO CUCAMONGA COMMUNITY FOUNDATION, 10500 CIVIC CENTER DRIVE, RANCHO CUCA	N/A	PUBLIC CHARITY	PROMOTING ARTS AND LITERACY	200,000.
Total			▶ 3a	200,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 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? | | |
| 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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee		Date	Title	
	Preparer's signature		Date	Check if self-employed ☐	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code				EIN
					Phone no.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELLS FARGO MARKETABLE SECURITIES-SEE ATTACHED		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
229,084.	229,430.	0.	0.	<346.>
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				<346.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
WELLS FARGO BANK, N.A.	83.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	83.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO BANK, N.A.	5,681.	0.	5,681.
TOTAL TO FM 990-PF, PART I, LN 4	5,681.	0.	5,681.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX AND ACCOUNTING	165.	82.		83.
	0.	0.		0.
WELLS FARGO BANK	145.	145.		0.
TO FORM 990-PF, PG 1, LN 16C	310.	227.		83.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAX PAYMENTS	10.	0.		10.
TO FORM 990-PF, PG 1, LN 18	10.	0.		10.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
GRANTS PAID OUT OF GRANTS PAYABLE	200,000.
MARKET VALUE ADJUSTMENTS TO INVESTMENT ACCOUNT	1,537.
TOTAL TO FORM 990-PF, PART III, LINE 3	201,537.

LEWIS FAMILY FOUNDATION - IMA

Forms 1099 for 2008

1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715) Copy B, For Recipient

The proceeds from each of the sales shown below in Box 2 are reported to the Internal Revenue Service on Forms 1099-B. In addition, we report security description, cusip #, and units. We do not report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital.

A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return.

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
GOLDMAN SACHS GROUP INC	38141GCS1	5000	12/04/07	01/15/08	\$5,000 00	\$5,000 00	\$0 00
PACIFICORP AUSTRALIA LLC *PP*	69511WAA4	5000	10/30/07	01/15/08	\$5,000 00	\$5,009 00	\$-9 00
CREDIT SUISSE FIRST BOSTON USA	22541LAF0	5000	10/16/07	01/15/08	\$5,000 00	\$5,000 00	\$0 00
MCDONALDS CORP M/T/N	58013MDE1	5000	07/16/07	01/15/08	\$5,000 00	\$5,011 80	\$-11 80
LEHMAN BROTHERS HLDGS INC	524908FD7	5000	07/18/07	01/22/08	\$5,000 00	\$5,000 00	\$0 00
SAN JOSE CALIF FIN 5 19% 7/01/24	798153CW0	5000	12/03/07	01/23/08	\$5,000 00	\$5,000 00	\$0 00
ALLSTATE LIFE GLOBAL FDG SECD	02003MAG9	5000	12/13/07	01/25/08	\$5,000 00	\$5,000 00	\$0 00
FLORIDA HSG FIN CO 4 87% 1/01/45	34073NAS9	5000	12/19/07	01/30/08	\$5,000 00	\$5,000 00	\$0 00
INTERNATIONAL BUSINESS MACHS	45920QET7	5000	10/16/07	02/01/08	\$5,000 00	\$5,000 00	\$0 00
M & I MARSHALL & ILSLEY BK	5525V0AP1	5000	10/29/07	02/08/08	\$5,000 00	\$5,000 00	\$0 00
BALTIMORE MD PROJ 5 33% 7/01/32	05922KGW3	5000	09/11/07	02/11/08	\$5,000 00	\$5,000 00	\$0 00
VR7 CHICAGO ILL VAR 3 350% 1/01/19	167484LW2	5000	08/24/07	02/14/08	\$5,000 00	\$5,000 00	\$0 00
CHASE MANHATTAN CORP 6 375% 2/15/08	16161ABR8	5000	08/02/07	02/15/08	\$5,000 00	\$5,023 10	\$-23 10
NATIONSBANK CORP SUB NT	638585BD0	5000	10/17/07	02/15/08	\$5,000 00	\$5,017 44	\$-17 44

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
GENERAL ELEC CAP CORP M/T/N	36962GP57	5000	01/25/08	03/04/08	\$5,000 00	\$5,003 50	\$-3 50
HEWLETT PACKARD CO	428236AH6	5000	10/17/07	03/15/08	\$5,000 00	\$5,000 00	\$0 00
VR P/P MONUMENT GLOB 4 906% 3/20/08	61532XBK1	5000	02/14/08	03/20/08	\$5,000 00	\$5,006 55	\$-6 55
CALIFORNIA HSG FIN 5 224%	13033KJ67	5000	02/20/08	03/26/08	\$5,000 00	\$5,000 00	\$0 00
NORTH TEX HIGHER ED 5 32% 12/01/46	662826DU7	5000	12/04/07	04/17/08	\$5,000 00	\$5,000 00	\$0 00
PRUDENTIAL FINL INC MEDIUM	74432QAA3	5000	04/02/08	05/01/08	\$5,000 00	\$5,001 85	\$-1 85
P/P CREDIT SUISSE FI 6 500% 5/01/08	2254C1AA3	10000	02/12/08	05/01/08	\$10,000 00	\$10,067 80	\$-67 80
PROCTOR & GAMBLE CO 6 125% 5/08/08	U74271AH7	5000	03/17/08	05/08/08	\$5,000 00	\$5,022 30	\$-22 30
GENERAL DYNAMICS CORP	369550AJ7	5000	04/14/08	05/15/08	\$5,000 00	\$5,000 00	\$0 00
AMERICAN EXPRESS CR CORP	025818EM3	5000	04/11/08	05/16/08	\$5,000 00	\$5,000 05	\$-0 05
P/P ANZ NATIONAL INT 4 265% 5/16/08	00182EAC3	5000	04/11/08	05/16/08	\$5,000 00	\$5,006 60	\$-6 60
US CENTRAL CREDIT UNION	90335GAA9	5000	01/30/08	05/30/08	\$5,000 00	\$5,000 00	\$0 00
CALIFORNIA HSG FIN 5 35% 2/01/32	13033KNV7	5000	12/28/07	06/13/08	\$5,000 00	\$5,000 00	\$0 00
VR52 MICHIGAN ST HSG 3 000% 6/01/39	5946532B2	5000	09/04/07	06/16/08	\$5,000 00	\$5,000 00	\$0 00
VR7 SAN JOSE CA RE 2 560% 8/01/28	798171AE4	5000	09/11/07	06/16/08	\$5,000 00	\$5,000 00	\$0 00
VR7 VIRGINIA ST HSG 3 000% 1/01/46	92812R5P6	5000	11/28/07	06/16/08	\$5,000 00	\$5,000 00	\$0 00
VR7 LOS ANGELES CA 2 560% 7/01/25	544525EY0	5000	09/11/07	06/16/08	\$5,000 00	\$5,000 00	\$0 00
CHULA VISTA CALIF MUL 5 5% 5/15/36	171316BZ4	5000	09/11/07	06/16/08	\$5,000 00	\$5,000 00	\$0 00
VR7 ORANGE CNTY BOE 2 500% 6/01/32	684216AA2	5000	12/19/07	06/16/08	\$5,000 00	\$5,000 00	\$0 00
VR7 ACCESS TO LNS FO 2 960% 7/01/36	00432MAH2	5000	12/04/07	06/16/08	\$5,000 00	\$5,000 00	\$0 00
FED'L HOME LN MTGE CORP	3134A2UJ5	10000	04/21/08	06/16/08	\$10,083 94	\$10,116 85	\$-32 91
VR M-S-R PUB PWR 7 750% 7/01/20	553751HF8	5000	02/11/08	06/16/08	\$5,000 00	\$5,000 00	\$0 00
HOUSEHOLD FINANCE CORP	441812FY5	5000	04/01/08	06/17/08	\$5,000 00	\$5,028 70	\$-28 70
VR P/P BANK OF SCO 2 669% 6/24/08	403937BK0	7000	05/06/08	06/19/08	\$7,000 00	\$6,999 86	\$0 14
SAN FRANCISCO CALIF 4 125% 8/01/08	79771PA54	5000	05/29/08	08/01/08	\$5,000 00	\$5,009 50	\$-9 50
PITNEY BOWES CR CORP NT	724477AR5	5000	04/30/08	08/15/08	\$5,000 00	\$5,039 60	\$-39 60
FIFTH THIRD BK CINCINNATI OHIO	31677QAB5	5000	03/07/08	08/15/08	\$5,000 00	\$5,001 95	\$-1 95



2008 Form 1099

Account Number 71301500

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LEWIS FAMILY FOUNDATION - IMA

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
WACHOVIA CORP 2ND NEW	929903AC6	5000	04/01/08	08/15/08	\$5,000 00	\$5,010 60	\$-10 60
VR P/P INTERNATIONAL 2 42125% 9/02/08	459200DY4	1000	08/25/08	09/02/08	\$1,000 00	\$1,000 00	\$0 00
TARGET CORP	87612EAG1	5000	05/19/08	10/01/08	\$5,000 00	\$5,045 70	\$-45 70
BAYER LND BK NY 5 875% 12/01/08	07274RBZ6	1000	08/29/08	12/01/08	\$1,000 00	\$1,006 92	\$-6 92
Total short term gain/loss: Report on Form 1040, Schedule D, line 1, Column d, e and f					\$229,083 94	\$229,429 67	\$-345 73