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ENVELOPE

MAY 17 2010

POSTMARK DATE

Form **990-PF**

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

OMB No. 1545-0052

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.

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation T.W. LEWIS FOUNDATION		A Employer identification number 86-0989236	
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 850 W. ELLIOT ROAD 101		B Telephone number (see page 10 of the Instructions) 480-820-0807	
	City or town, state, and ZIP code TEMPE, AZ 85284-1202		C If exemption application is pending, check here <input type="checkbox"/>	
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,430,079		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.)		
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>				
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 page 11 of the 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)	0.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	293,204.	293,204.		STMT 1
	4 Dividends and interest from securities	137,199.	137,199.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(1,983.)			
	b Gross sales price for all assets on line 6a 5,139,094.				
	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				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	428,420.	430,403.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 3	35,832.	35,832.		0.
	17 Interest				
	18 Taxes (attach schedule) (see page 14) STMT 4	28,522.	1,022.		0.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	6,143.	0.		6,143.
	24 Total operating and administrative expenses. Add lines 13 through 23	70,497.	36,854.		6,143.
	25 Contributions, gifts, grants paid	592,734.			592,734.
	26 Total expenses and disbursements. Add lines 24 and 25	663,231.	36,854.		598,877.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(234,811.)			
	b Net investment income (if negative, enter -0-)		393,549.		
	c Adjusted net income (if negative, enter -0-)			N/A	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat. No. 11289X

Form **990-PF** (2009)

FRESNO, CA

5164

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	1,942,992.	178,988.	178,988.
	2 Savings and temporary cash investments			
	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 page 16 of the 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			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) . . STMT . 6	5,348,401.	5,861,460.	7,576,823.
	c Investments—corporate bonds (attach schedule) . . STMT . 7	6,448,891.	7,465,026.	7,674,268.
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	13,740,284.	13,505,473.	15,430,079.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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)	0.	0.	
	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 ▶ <input checked="" type="checkbox"/> 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	13,740,284.	13,505,473.	
	30 Total net assets or fund balances (see page 17 of the instructions)	13,740,284.	13,505,473.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,740,284.	13,505,473.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,740,284.
2	Enter amount from Part I, line 27a	2	(234,811).
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,505,473.
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	13,505,473.

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	NORTHERN TRUST (ST) - SEE STMT A	P	VARIOUS	VARIOUS
b	NORTHERN TRUST (LT) - SEE STMT B	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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 3,978,951.		4,089,297.	(110,346).
b 1,157,092.		1,051,780.	105,312.
c 3,051.			3,051.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			(110,346).
b			105,312.
c			3,051.
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	(1,983).
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 pages 13 and 17 of the instructions). 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.

(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))
2008	836,170.	13,821,077.	.060500
2007	883,532.	12,158,985.	.072665
2006	882,235.	8,866,603.	.099501
2005	766,375.	6,309,946.	.121455
2004	289,051.	4,667,599.	.061927

2 Total of line 1, column (d)	2	.4160476
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	.083210
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,781,861.
5 Multiply line 4 by line 3	5	1,146,789.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,935.
7 Add lines 5 and 6	7	1,150,724.
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 on page 18.	8	598,877.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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		7,871.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0.
3	Add lines 1 and 2	3		7,871.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		7,871.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		8,194.
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		8,194.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		323.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 323. Refunded	11		0.

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AZ		
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? <i>If "No," attach explanation</i>	✓	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.TWLEWISFOUNDATION.ORG</u>	13	✓	
14	The books are in care of ► <u>THOMAS W. LEWIS</u> Telephone no. ► <u>480-820-0807</u> Located at ► <u>850 W. ELLIOT ROAD, SUITE 101 TEMPE, AZ</u> ZIP+4 ► <u>85284-1202</u>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the 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. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009.) 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 2009?	4b	✓

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 page 22 of the 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 page 22 of the instructions)? 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? ☐ Yes ☐ No ^{N/A}
- 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
- 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 ^{N/A}

Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors	N/A	75
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1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
THOMAS W. LEWIS	PRESIDENT & TREASURER, 2.00	0.	0.	0.
JANET R. LEWIS	VICE PRESIDENT & SECRETARY, 1.00	0.	0.	0.
THOMAS W. LEWIS, JR.	DIRECTOR, 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

- 1 THE T.W. LEWIS FOUNDATION MAKES NO PROGRAM RELATED INVESTMENTS. NO DIRECT CHARITABLE ACTIVITIES ARE CARRIED ON BY THE FOUNDATION. ALL ADMINISTRATIVE EXPENSES INCURRED IN CONNECTION WITH OUR TAX EXEMPT PURPOSE WERE ALLOCATED TO GRANT MAKING ACTIVITIES.**
- 2 ALL OTHER EXPENSES OF THE FOUNDATION WERE PROPERLY ALLOCABLE TO THE INVESTMENT ACTIVITIES OF THE FOUNDATION.**

3**4****Part IX-B Summary of Program-Related Investments (see page 24 of the 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 page 24 of the instructions.

3 NONE

Total. Add lines 1 through 3 **0.**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	13,616,191.
b	Average of monthly cash balances	1b	375,546.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,991,737.
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	13,991,737.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	209,876.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,781,861.
6	Minimum investment return. Enter 5% of line 5	6	689,093.

Part XI Distributable Amount (see page 25 of the 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	689,093.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,871.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,871.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	681,222.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	681,222.
6	Deduction from distributable amount (see page 25 of the instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	681,222.

Part XII Qualifying Distributions (see page 25 of the 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	598,877.
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	598,877.
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 page 26 of the instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	598,877.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				681,222.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	64,992.			
b From 2005	462,027.			
c From 2006	461,201.			
d From 2007	296,101.			
e From 2008	174,044.			
f Total of lines 3a through e	1,458,365.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 598,877.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0.			
d Applied to 2009 distributable amount				598,877.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	82,345.			82,345.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,376,020.			
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 page 27 of the instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,376,020.			
10 Analysis of line 9:				
a Excess from 2005	444,674.			
b Excess from 2006	461,201.			
c Excess from 2007	296,101.			
d Excess from 2008	174,044.			
e Excess from 2009	0.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling	N/A				
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 $\frac{2}{3}$ 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 page 28 of the 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).)

SEE STATEMENT 8

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 9

- 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	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 SEE STATEMENT C FOR DETAIL				592,734.
Total			3a	592,734.
b Approved for future payment NONE				
Total			3b	0.

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 page 28 of the 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	293,204.	
4	Dividends and interest from securities			14	137,199.	
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	(1,983).	
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)		0.		428,420.	0.
13	Total. Add line 12, columns (b), (d), and (e)				13 428,420.	

(See worksheet in line 13 instructions on page 28 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) | | ✓ |
| | (2) Other assets | 1a(2) | | ✓ |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ✓ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | ✓ |
| | (4) Reimbursement arrangements | 1b(4) | | ✓ |
| | (5) Loans or loan guarantees | 1b(5) | | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ✓ |
| 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.

<p>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.</p>			
<p>Signature of officer or trustee</p> <p><i>[Signature]</i></p>		<p>Date</p> <p>5/3/10</p>	
<p>Title</p> <p></p>		<p>Preparer's Identifying number (see Signature on page 30 of the instructions)</p>	
<p>Preparer's signature</p> <p><i>[Signature]</i></p>		<p>Check if self-employed <input type="checkbox"/></p>	
<p>Firm's name (or yours if self-employed), address, and ZIP code</p> <p></p>		<p>EIN</p> <p></p>	
<p>Phone no.</p> <p></p>		<p>Preparer's Use Only</p>	

T.W. LEWIS FOUNDATION

EIN: 86-0989236

**A STATEMENT ATTACHED TO AND MADE A PART OF
THIS RETURN OF PRIVATE FOUNDATION (FORM 990-PF)
FOR THE YEAR ENDED DECEMBER 31, 2009**

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
50000.0000	2835348M0	DU PONT E I DE NEMOURS & CO NT 4.125% DUE 04-30-2010 REG	12/24/2008	02/06/2009	51,028.50	51,356.50	-328.00	0.00
.4000	053484101	AVALONBAY CMNTYS INC REIT	09/16/2008	02/26/2009	17.53	38.05	-20.52	0.00
1552.8000	865182808	MFB NORTHERN FDS FIXED INCOME FD	04/03/2008	03/18/2009	15,000.00	15,186.38	-186.38	0.00
.1800	929042109	VORNADO RLTY TR COM	09/16/2008	04/02/2009	5.94	16.60	-10.66	0.00
560.0000	09247X101	BLACKROCK INC CL A	VARIOUS	04/09/2009	74,464.48	85,831.80	-11,367.32	0.00
5380.0000	458140100	INTEL CORP COM	VARIOUS	04/09/2009	84,846.61	86,877.45	-2,030.84	0.00
2430.0000	748358102	QUESTAR CORP	VARIOUS	04/09/2009	78,147.78	73,388.98	4,758.78	0.00
2220.0000	78355W108	MFC RYDEX ETF TR S&P 500 EQUAL WEIGHTED INDEX FD	VARIOUS	04/09/2009	60,388.44	73,041.23	-12,652.79	0.00
.655.0000	H01301102	ALCON INC	VARIOUS	04/09/2009	81,689.59	85,883.80	-24,194.01	0.00
400.0000	037411105	APACHE CORP	VARIOUS	06/05/2009	33,299.14	37,320.80	-4,021.66	0.00
700.0000	039380100	ARCH COAL INC	09/16/2008	06/05/2009	13,043.87	24,788.00	-11,722.33	0.00
500.0000	06739F291	MFC BARCLAYS BK PLC IPATH ETNS LKD MSCI INDIA TOTAL	09/16/2008	06/05/2009	26,259.32	23,503.00	2,756.32	0.00
800.0000	088608108	BHP LTD SPONSORED ADR	VARIOUS	06/05/2009	48,450.75	39,902.80	8,547.95	0.00
500.0000	25179M103	DEVON ENERGY CORP NEW	VARIOUS	06/05/2009	32,804.16	40,595.20	-7,791.04	0.00
100.0000	31428X106	FEDEX CORP	09/16/2008	06/05/2009	5,775.85	9,059.00	-3,283.15	0.00
400.0000	369550108	GENERAL DYNAMICS CORP	VARIOUS	06/05/2009	24,237.38	31,603.80	-7,366.42	0.00
350.0000	38141G104	GOLDMAN SACHS GROUP INC	VARIOUS	06/05/2009	52,540.65	44,322.40	8,218.25	0.00
1000.0000	461202103	INTUIT	VARIOUS	06/05/2009	27,719.39	29,344.66	-1,625.27	0.00
700.0000	464286657	MFC ISHARES INC MCSI BRIC INDEX FD	09/16/2008	06/05/2009	26,039.33	24,381.00	1,658.33	0.00
1300.0000	464286871	MFC ISHARES INC MSCI HONG KONG INDEX FD	09/16/2008	06/05/2009	18,992.51	18,837.00	155.51	0.00
1300.0000	46625H100	J P MORGAN CHASE & CO	VARIOUS	06/05/2009	45,882.82	52,383.00	-6,520.18	0.00
700.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	VARIOUS	06/05/2009	27,481.36	26,807.13	674.23	0.00
500.0000	58405U102	MEDCO HEALTH SOLUTIONS INC	09/16/2008	06/05/2009	22,589.42	24,445.00	-1,855.58	0.00
500.0000	59156R108	METLIFE INC	VARIOUS	06/05/2009	15,848.59	25,485.00	-9,635.41	0.00
1400.0000	637071101	NATIONAL OILWELL INC	VARIOUS	06/05/2009	54,724.31	51,652.00	3,072.31	0.00
500.0000	654106103	NIKE INC CLASS B	VARIOUS	06/05/2009	29,463.24	30,224.00	-760.76	0.00
700.0000	670346105	NUCOR CORP	VARIOUS	06/05/2009	33,212.54	30,590.91	2,621.63	0.00
300.0000	74005P104	PRAXAIR INC	09/16/2008	06/05/2009	22,688.42	25,359.99	-2,671.57	0.00
400.0000	760975102	RESEARCH IN MOTION LTD	VARIOUS	06/05/2009	33,103.19	33,245.98	-142.79	0.00
500.0000	790849103	ST JUDE MEDICAL INC	09/16/2008	06/05/2009	20,198.48	21,485.00	-1,286.52	0.00
800.0000	806857108	SCHLUMBERGER LTD ISIN #AN806857108	VARIOUS	06/05/2009	48,609.84	35,424.89	11,184.95	0.00
700.0000	857477103	STATE STREET CORP	VARIOUS	06/05/2009	33,487.14	40,710.29	-7,223.15	0.00
800.0000	949746101	WELLS FARGO & CO NEW	VARIOUS	06/05/2009	20,208.52	27,461.80	-7,253.08	0.00
500.0000	H8817H100	TRANSOCEAN LTD	VARIOUS	06/05/2009	41,387.94	47,396.00	-6,028.06	0.00
1210.0000	168784100	CHEVRONTXACO CORP COM	VARIOUS	08/19/2009	81,939.09	84,666.60	-2,727.51	0.00
1735.0000	478180104	JOHNSON & JOHNSON	VARIOUS	08/19/2009	97,278.95	107,688.20	-10,407.25	0.00
1720.0000	30181N101	EXELON CORP	VARIOUS	06/24/2009	85,756.99	93,683.20	-7,906.21	0.00
6010.0000	464286103	MFC ISHARES INC MSCI AUSTRALIA INDEX FD	VARIOUS	06/24/2009	98,309.05	93,198.82	5,110.23	0.00
1890.0000	755111507	RAYTHEON CO NEW	VARIOUS	06/24/2009	75,980.45	85,988.10	-9,997.65	0.00
1785.0000	31428X106	FEDEX CORP	VARIOUS	08/25/2009	88,302.68	105,301.74	-8,999.06	0.00
2020.0000	484287485	MFC ISHARES TR MSCI EAFE INDEX FD	VARIOUS	08/26/2009	82,897.41	93,682.60	-7,785.19	0.00
1720.0000	783549108	RYDER SYSTEM INC	VARIOUS	06/29/2009	48,870.99	81,702.51	-32,831.52	0.00
1780.0000	20825C104	CONOCOPHILLIPS	VARIOUS	06/30/2009	74,348.69	95,290.50	-20,941.81	0.00
1310.0000	81166W101	MONSANTO CO COM	VARIOUS	06/30/2009	97,871.90	107,474.70	-9,602.80	0.00
5320.0000	81369Y805	MFC SELECT SECTOR SPDR TR FINL	VARIOUS	06/30/2009	83,359.57	80,270.70	16,911.13	0.00
.8700	929042109	VORNADO RLTY TR COM	09/16/2008	06/30/2009	38.54	79.95	-43.41	0.00
125.0000	037833100	APPLE COMPUTER INC	09/16/2008	07/30/2009	20,539.47	17,393.75	3,145.72	0.00
1120.0000	087383109	C R BARD INC	VARIOUS	07/30/2009	82,978.67	95,004.00	-12,025.33	0.00
275.0000	151020104	CELGENE CORP	01/15/2009	07/30/2009	15,913.84	13,701.05	2,212.79	0.00
200.0000	219350105	CORNING INC	09/16/2008	07/30/2009	3,409.93	3,032.00	377.93	0.00
240.0000	25459L106	#REORG/DIRECTV GROUP INC COM-STOCK MERGER DIRECTV-CLAS A 2058110 11/20/2009	09/16/2008	07/30/2009	6,225.92	6,292.32	-66.40	0.00
75.0000	25746U109	DOMINION RES INC VA NEW	01/21/2009	07/30/2009	2,598.68	2,598.75	-0.07	0.00

STATEMENT A

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T.W. LEWIS FOUNDATION

EIN: 86-0989236

**A STATEMENT ATTACHED TO AND MADE A PART OF
THIS RETURN OF PRIVATE FOUNDATION (FORM 990-PF)
FOR THE YEAR ENDED DECEMBER 31, 2009**

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
2200.0000	48428R107	MFC ISHARES S&P GSCI COMMODITY-IND UNIT BEN INT	VARIOUS	08/19/2009	88,753.32	87,465.10	-20,711.78	0.00
175.0000	302571104	FPL GROUP INC	09/16/2008	07/30/2009	10,111.24	9,212.00	899.24	0.00
40.0000	38141G104	GOLDMAN SACHS GROUP INC	VARIOUS	07/30/2009	6,537.83	4,830.10	1,907.73	0.00
420.0000	428236103	HEWLETT PACKARD CO COM	09/16/2008	07/30/2009	18,072.14	20,428.80	-2,356.66	0.00
125.0000	459200101	INTL BUSINESS MACHINES CORP	09/16/2008	07/30/2009	14,847.12	14,479.31	367.81	0.00
100.0000	46625H100	J P MORGAN CHASE & CO	10/16/2008	07/30/2009	3,866.90	3,888.00	-19.10	0.00
100.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	10/13/2008	07/30/2009	4,644.89	3,213.28	1,431.63	0.00
100.0000	58405U102	MEDCO HEALTH SOLUTIONS INC	VARIOUS	07/30/2009	5,370.86	4,347.89	1,022.97	0.00
775.0000	68389X105	ORACLE CORPORATION	09/16/2008	07/30/2009	17,288.11	14,575.04	2,693.07	0.00
2650.0000	863667101	STRYKER CORP	VARIOUS	07/30/2009	193,780.34	128,430.40	-24,650.06	0.00
640.0000	871130100	SYBASE INC	09/16/2008	07/30/2009	23,052.21	19,227.13	3,825.08	0.00
100.0000	881624209	TEVA PHARMACEUTICALS INDS LTD ADR	08/19/2009	07/30/2009	5,292.98	4,751.52	541.44	0.00
50.0000	911312108	UNITED PARCEL SERVICE INC CL B	08/25/2009	07/30/2009	2,693.93	2,450.19	243.74	0.00
35.0000	037833100	APPLE COMPUTER INC	09/18/2008	08/04/2009	5,777.65	4,870.25	907.40	0.00
130.0000	088806108	BHP LTD SPONSORED ADR	01/15/2009	08/04/2009	8,564.18	5,152.30	3,411.88	0.00
230.0000	428236103	HEWLETT PACKARD CO COM	VARIOUS	08/04/2009	9,929.30	10,180.44	-251.14	0.00
100.0000	81369Y100	MFC SELECT SECTOR SPDR TR SHS BEN INT-MATERIALS	08/19/2009	08/04/2009	3,012.92	2,819.00	393.92	0.00
75.0000	857477103	STATE STREET CORP	10/08/2008	08/04/2009	4,038.40	2,788.50	1,247.90	0.00
75.0000	907818108	UNION PAC CORP COM	08/29/2009	08/04/2009	4,519.38	3,956.09	663.29	0.00
100.0000	428236103	HEWLETT PACKARD CO COM	10/13/2008	08/26/2009	4,427.89	4,089.57	338.32	0.00
300.0000	46625H100	J P MORGAN CHASE & CO	VARIOUS	08/26/2009	12,995.67	11,487.60	1,508.07	0.00
300.0000	59156R108	METLIFE INC	VARIOUS	08/26/2009	11,372.71	10,459.30	913.41	0.00
100.0000	913017109	UNITED TECHNOLOGIES CORP	08/30/2009	08/26/2009	5,984.85	5,162.53	802.32	0.00
250000.0000	837432CV5	NATIONAL RURAL UTILS COOP FIN CORP GLOBAL NT DTD 08/29/2002 5.75 28 AUG 09	08/28/2008	08/28/2009	250,000.00	255,680.00	-5,680.00	0.00
3705.0000	481202103	INTUIT	VARIOUS	09/01/2009	101,982.32	89,822.35	12,159.97	0.00
4125.0000	81369Y308	MFC SELECT SECTOR SPDR TR CONSUMER STAPLES	VARIOUS	09/04/2009	102,214.87	101,073.50	1,141.37	0.00
3550.0000	054937107	BB&T CORP	VARIOUS	09/08/2009	93,910.70	98,307.33	-4,396.63	0.00
1510.0000	370334104	GENERAL MILLS INC	VARIOUS	09/08/2009	90,804.19	96,094.59	-5,190.40	0.00
1910.0000	742718109	PROCTER & GAMBLE CO	VARIOUS	09/08/2009	103,060.95	115,081.89	-12,020.94	0.00
125.0000	292505104	ENCANA CORP COM NPV	08/19/2009	09/15/2009	7,393.81	6,346.25	1,047.56	0.00
70.0000	38141G104	GOLDMAN SACHS GROUP INC	10/16/2008	09/15/2009	12,395.28	8,052.80	4,342.48	0.00
90.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	10/13/2008	09/15/2009	4,311.79	2,891.93	1,419.86	0.00
50.0000	58405U102	MEDCO HEALTH SOLUTIONS INC	10/13/2008	09/15/2009	2,774.93	2,143.88	631.05	0.00
125.0000	81369Y100	MFC SELECT SECTOR SPDR TR SHS BEN INT-MATERIALS	08/19/2009	09/15/2009	3,985.23	3,273.75	691.48	0.00
75.0000	907818108	UNION PAC CORP COM	08/29/2009	09/15/2009	4,737.83	3,956.09	781.54	0.00
200.0000	911312108	UNITED PARCEL SERVICE INC CL B	08/25/2009	09/15/2009	11,847.70	9,800.74	2,046.96	0.00
80.0000	037833100	APPLE COMPUTER INC	VARIOUS	09/18/2009	10,944.32	8,775.80	4,168.52	0.00
550.0000	039380100	ARCH COAL INC	10/08/2008	09/22/2009	12,901.68	12,397.00	504.68	0.00
280.0000	25179M103	DEVON ENERGY CORP NEW	10/08/2008	09/22/2009	19,895.58	19,183.20	732.36	0.00
80.0000	855044105	NOBLE ENERGY INC COM	08/30/2009	09/22/2009	8,207.14	5,280.72	2,926.42	0.00
500.0000	023135106	AMAZON COM INC	09/04/2009	12/04/2009	71,848.18	39,404.20	32,443.98	0.00
290.0000	075887109	BECTON DICKINSON & CO	01/15/2009	12/04/2009	22,462.82	20,418.00	2,044.82	0.00
1225.0000	25179M103	DEVON ENERGY CORP NEW	VARIOUS	12/04/2009	82,811.87	83,997.35	-18,614.52	0.00
1875.0000	292505104	ENCANA CORP COM NPV	08/19/2009	12/04/2009	99,786.18	95,193.75	4,572.43	0.00
8800.0000	81389Y605	MFC SELECT SECTOR SPDR TR FINL	09/01/2009	12/04/2009	89,345.44	98,162.00	-9,193.44	0.00
500.0000	G2554F105	COVIDIEN PLC USD0.20	07/30/2009	12/04/2009	23,854.39	18,848.15	4,906.24	0.00
850.0000	H8817H100	TRANSOCEAN LTD	VARIOUS	12/04/2009	72,387.14	43,212.52	29,154.62	0.00
550.0000	464286400	MFC ISHARES INC MSCI BRAZIL FREE INDEX FD	08/24/2009	12/14/2009	42,843.90	28,506.50	14,337.40	0.00
200.0000	913017109	UNITED TECHNOLOGIES CORP	08/30/2009	12/14/2009	13,981.84	10,325.08	3,636.58	0.00
300.0000	25748U109	DOMINION RES INC VA NEW	VARIOUS	12/30/2009	11,828.70	10,320.48	1,508.24	0.00
200.0000	502424104	L-3 COMMUNICATIONS HLDGS INC	06/24/2009	12/30/2009	17,705.54	13,902.44	3,803.10	0.00
Total Short Term Sales					3,978,951.32	4,089,297.10	-110,345.78	0.00

T.W. LEWIS FOUNDATION

EIN: 86-0989236

**A STATEMENT ATTACHED TO AND MADE A PART OF
THIS RETURN OF PRIVATE FOUNDATION (FORM 990-PF)
FOR THE YEAR ENDED DECEMBER 31, 2009**

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Long Term 15% Sales								
100000.0000	38143UAA9	GOLDMAN SACHS GROUP INC SR NT OTD 01/13/2004 3.875% DUE 01-15-2009 REG	01/07/2004	01/15/2009	100,000.00	99,981.00	19.00	0.00
50000.0000	2635348M0	DU PONT E I DE NEMOURS & CO NT 4.125% DUE 04-30-2010 REG	11/17/2004	02/06/2009	51,028.50	50,821.00	407.50	0.00
100000.0000	7800876N7	ROYAL BK CDA MONTREAL QUE SR NT 3.875% DUE 05-04-2009 BEO	08/18/2004	05/04/2009	100,000.00	100,148.00	-148.00	0.00
1518.2200	665182806	MFB NORTHERN FDS FIXED INCOME FD	04/03/2008	05/14/2009	15,000.00	14,848.19	151.81	0.00
100000.0000	22541LAN3	CREDIT SUISSE FIRST BOSTON USA INC CR SUISSE FB USA INC 4.7 DUE 06-01-2009 BEO	08/30/2004	08/01/2009	100,000.00	100,548.00	-548.00	0.00
3015.0800	665182806	MFB NORTHERN FDS FIXED INCOME FD	04/03/2008	07/14/2009	30,000.00	29,487.48	512.52	0.00
100000.0000	172987CN9	CITIGROUP INC GLOBAL NT 4.25 DUE 07-29-2009 REG	07/29/2005	07/29/2009	100,000.00	99,008.00	992.00	0.00
9980.1800	665182806	MFB NORTHERN FDS FIXED INCOME FD	04/03/2008	08/19/2009	100,000.00	97,410.36	2,589.64	0.00
50000.0000	78387GAN3	SBC COMMUNICATIONS INC NT 4.125% DUE 09-15-2009/11-03-2004	12/01/2004	09/15/2009	50,000.00	49,828.50	373.50	0.00
3948.6700	665182806	MFB NORTHERN FDS FIXED INCOME FD	04/03/2008	09/22/2009	40,000.00	38,817.98	1,382.02	0.00
37.00	929042109	VORNADO RLTY TR COM	09/18/2008	09/24/2009	22.20	33.92	-11.72	0.00
50000.0000	46625HBX7	JP MORGAN CHASE & CO 3.8 DUE 10-02-2009 BEO	10/15/2004	10/02/2009	50,000.00	49,820.50	179.50	0.00
1020.0000	075887109	BECTON DICKINSON & CO	VARIOUS	12/04/2009	79,007.17	76,136.52	2,870.65	0.00
210.0000	25179M103	DEVON ENERGY CORP NEW	VARIOUS	12/04/2009	14,162.04	13,192.40	969.64	0.00
800.0000	25490A101	DIRECTV COM CL A COM CL A	09/18/2008	12/04/2009	19,247.50	15,730.80	3,516.70	0.00
50.0000	39259P508	GOOGLE INC CL A	09/18/2008	12/04/2009	29,848.24	22,024.50	7,823.74	0.00
300.0000	58405U102	MEDCO HEALTH SOLUTIONS INC	10/13/2008	12/04/2009	19,187.51	12,883.31	6,304.20	0.00
600.0000	871130100	SYBASE INC	VARIOUS	12/04/2009	20,529.47	14,250.73	6,278.74	0.00
380.0000	H8817H100	TRANSOCEAN LTD	VARIOUS	12/04/2009	30,649.61	25,800.20	5,049.41	0.00
250.0000	037411105	APACHE CORP	VARIOUS	12/14/2009	24,827.87	18,537.80	6,090.07	0.00
125.0000	037833100	APPLE COMPUTER INC	VARIOUS	12/14/2009	24,588.12	12,332.15	12,255.97	0.00
300.0000	06739F291	MFC BARCLAYS BK PLC IPATH ETNS LKD MSCI INDIA TOTAL	VARIOUS	12/14/2009	19,142.51	12,037.00	7,105.51	0.00
350.0000	088808108	BHP LTD SPONSORED ADR	10/08/2008	12/14/2009	28,280.82	13,887.50	12,613.32	0.00
125.0000	38141G104	GOLDMAN SACHS GROUP INC	VARIOUS	12/14/2009	20,833.22	14,245.50	8,387.72	0.00
200.0000	459200101	INTL BUSINESS MACHINES CORP	VARIOUS	12/14/2009	25,957.33	20,560.33	5,397.00	0.00
400.0000	464287234	ISHARES MSCI EMERGING MKTS INDEX FUND	09/18/2008	12/14/2009	18,608.57	13,364.00	3,244.57	0.00
300.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	10/13/2008	12/14/2009	15,383.60	9,639.78	5,743.82	0.00
8300	929042109	VORNADO RLTY TR COM	09/18/2008	12/23/2009	37.80	57.61	-19.81	0.00
740.0000	219350105	CORNING INC	09/18/2008	12/30/2009	14,244.63	11,218.40	3,026.23	0.00
200.0000	428238103	HEWLETT PACKARD CO COM	10/13/2008	12/30/2009	10,559.73	8,179.14	2,380.59	0.00
425.0000	68389X105	ORACLE CORPORATION	09/18/2008	12/30/2009	10,565.23	7,892.78	2,672.47	0.00
Total Long Term 15% Sales					1,157,091.68	1,051,779.38	105,312.30	0.00

T.W. LEWIS FOUNDATION
EIN: 86-0989236

**A STATEMENT ATTACHED TO AND MADE A PART OF
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FOR THE YEAR ENDED DECEMBER 31, 2009**

Form 990-PF; Page 11; Part XV-Supplementary Information;

Line 3: Grants and contributions paid during the year or approved for future payment:

Recipient's Name and Address	Relationship	Status	Purpose	Amount
Grants to Organizations:				
A New Leaf Foundation 868 E University Drive Mesa, AZ 85203	n/a	501(c)(3)	Operations of Children's Programing @ Family Homeless Shelter	10,000
Anasazi Foundation 1424 S Stapley Mesa, AZ 85204	n/a	501(c)(3)	The Great Anasazi Challenge & Bronze Sponsor Scholarship Gala	20,000
ACRA Charity - AZ Roofing Contractor Association 2117 West Camelback Road Phoenix, AZ 85015	n/a	501(c)(3)	Youth @ Risk Foundation	500
Arizona State University - Friends of Eight PO Box 871405 Tempe, AZ 85287-1405	n/a	501(c)(3)	PBS Donation	250
Banner Health Foundation 2025 N. 3rd Street #250 Phoenix, AZ 85004	n/a	501(c)(3)	Childrens' Hospital & Building Campaign	20,000
Child Crisis Center- East Valley PO Box 4114 Mesa, AZ 85211	n/a	501(c)(3)	Capital Building Fund	22,500
Crisis Nursery 2334 E Polk Street Phoenix, AZ 85006	n/a	501(c)(3)	Charitable	500
Desert Botanical Gardens 1201 N Galvin Parkway Phoenix, AZ 85008	n/a	501(c)(3)	General Fund & Patron's Circle	25,000
Foundation for Blind Children 1235 E Harmont Drive Phoenix, AZ 85020	n/a	501(c)(3)	Charitable	5,000
Friends of Basha c/o Chanen Construction Co. 3300 N 3rd Avenue Phoenix, AZ 85013	n/a	501(c)(3)	Charitable	5,000
The Heard Museum 2301 N. Central Avenue Phoenix, AZ 85004-1480	n/a	501(c)(3)	Gold Circle of Giving & Charitable	12,000
KJZZ P.O. Box 62228 Phoenix, AZ 85082	n/a	501(c)(3)	General Fund	1,000
Kids' Chance of Arizona, Inc. P.O. Box 36753 Phoenix, AZ 85067-6753	n/a	501(c)(3)	General Fund	500

T.W. LEWIS FOUNDATION

EIN: 86-0989236

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Form 990-PF; Page 11; Part XV-Supplementary Information;

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Recipient's Name and Address	Relationship	Status	Purpose	Amount
Barrow Neurological Institute & the Heart & Lung Institute 350 West Thomas Rd Phoenix, AZ 85013	n/a	501(c)(3)	Charitable	250
Northern Arizona University Foundation - KNAU PO Box 5764 Flagstaff, AZ 86011	n/a	501(c)(3)	PBS Donation	100
Neighborhood Ministries P.O. Box 6057 Phoenix, AZ 85009	n/a	501(c)(3)	Charitable	500
Scottsdale College Fair Foundation 6615 N Scottsdale Road, Suite 225 Scottsdale, AZ 85250	n/a	501(c)(3)	General Fund	250
Susan Komen Foundation 2040 W. Bethany Home Road Phoenix, AZ 85015	n/a	501(c)(3)	General Fund	750
UMOM New Day Centers 3320 E. Van Buren Phoenix, AZ 85008	n/a	501(c)(3)	Capital Campaign & Patron's Circle & Chantable	29,964
United Way PO Box 10748 Phoenix, AZ 85064	n/a	501(c)(3)	General Fund & Tocqueville Society	10,000
University of Kentucky 432 Bowman Hall Lexington, VA 40506	n/a	501(c)(3)	Scholarship	100,000
University of North Carolina - Chapel Hill PO Box 309 Chapel Hill, NC 27514	n/a	501(c)(3)	Business School	100,000
Sigma Chi Foundation 1714 Hinman Avenue Evanston, IL 60201	n/a	501(c)(3)	White Cross Trust	21,000
Total Donations to Organizations				<u>385,064</u>

T.W. LEWIS FOUNDATION
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Recipient's Name and Address	Relationship	Status	Purpose	Amount
<u>Grants to Individuals:</u>				
Bailey McRae 712 E. Stottler Drive Gilbert, AZ 85296	None	N/A	Scholarship	1,667
Tyler Peterson 1905 E. Vista Dr. Phoenix, AZ 85022	None	N/A	Scholarship	1,667
Fernando Lino 4612 N. 28th Street Phoenix, AZ 85016	None	N/A	Scholarship	1,000
Aaron Qayumi 755 N. Ocotillo Gilbert, AZ 85233	None	N/A	Scholarship	1,667
Himali Bhatt 14422 N. 57th Way Scottsdale, AZ 85254	None	N/A	Scholarship	5,000
Alexandra Clarke 333 E. Glenn Drive Phoenix, AZ 85020	None	N/A	Scholarship	5,000
Sen Cong 435 W. Madero Avenue Mesa, AZ 85210	None	N/A	Scholarship	5,001
Judith Fan 6136 E. Via Los Caballos Paradise Valley, AZ 85253	None	N/A	Scholarship	5,000
Derek Frome 301 W. Marlette Avenue Phoenix, AZ 85013	None	N/A	Scholarship	5,001
Jessica Guo 401 W. McNair Chandler, AZ 85225	None	N/A	Scholarship	5,000
Kimberly Lin 1334 W. Amberwood Drive Phoenix, AZ 85045	None	N/A	Scholarship	5,000
Nikhil Nevrekar 1291 E. Horseshoe Drive Chandler, AZ 85249	None	N/A	Scholarship	5,000
Jason Olson 6201 E. Kings Avenue Scottsdale, AZ 85254	None	N/A	Scholarship	5,000
Elizabeth Ruiz 3726 E. Farndale Avenue Mesa, AZ 85206-2527	None	N/A	Scholarship	5,000

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Line 3: Grants and contributions paid during the year or approved for future payment:

Recipient's Name and Address	Relationship	Status	Purpose	Amount
Amit Srivastava 529 W. San Remo Street Gilbert, AZ 85233	None	N/A	Scholarship	5,000
Bianca Haase 16600 N Thompson Peak Parkway Unit 1054 Scottsdale, AZ 85260	None	N/A	Scholarship	5,000
Elizabeth Hsiung 3510 E. Windsong Drive Phoenix, AZ 85048	None	N/A	Scholarship	5,000
Henry Jiang 543 E. Hopkins Court Gilbert, AZ 85296	None	N/A	Scholarship	5,000
Paul Mallery 8302 N. 21st Drive #L101 Phoenix, Arizona 85021	None	N/A	Scholarship	5,000
Ivy Onyeador 16326 N. 170th Lane Surprise, AZ 85388	None	N/A	Scholarship	5,000
Heenal Patel 4062 E. Hermosa Vista Drive Mesa, AZ 85215	None	N/A	Scholarship	5,000
Kristen Ribich 1511 E. Carla Vista Drive Chandler, AZ 85225	None	N/A	Scholarship	5,000
Veronica Shi 5402 W. Harrison Court Chandler, AZ 85226	None	N/A	Scholarship	5,000
Nicole Tilley 4145 W. Monterey Street Chandler, AZ 85226	None	N/A	Scholarship	5,000
Diana Tsen 8754 S. Maple Avenue Tempe, AZ 85284	None	N/A	Scholarship	5,000
Lu Wang 442 E. Windsor Drive Gilbert, AZ 85296	None	N/A	Scholarship	5,000
Nicole Jiam 908 E. Mountain Sage Drive Phoenix, AZ 85048	None	N/A	Scholarship	5,000
Ryan Makis 7497 E. Buteo Drive Scottsdale, AZ 85255	None	N/A	Scholarship	5,000

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Line 3: Grants and contributions paid during the year or approved for future payment:

Recipient's Name and Address	Relationship	Status	Purpose	Amount
Jeffrey McNerney 6600 N. Ironwood Paradise Valley, AZ 85253	None	N/A	Scholarship	5,000
Akhila Narla 702 W. Marlboro Drive Chandler, AZ 85225	None	N/A	Scholarship	5,000
Priya Parikh 4623 W. Tyson Street Chandler, AZ 85226	None	N/A	Scholarship	5,000
Matthew Schottler 1758 E. Cortez Drive Gilbert, AZ 85234	None	N/A	Scholarship	5,000
Christopher Veto 927 W. Redwood Drive Chandler, AZ 85248	None	N/A	Scholarship	5,000
Gabrielle Wieland 492 S. Meadows Drive Chandler, AZ 85224	None	N/A	Scholarship	5,000
Elise Wilkes 3338 E. Juanita Avenue Mesa, AZ 85204	None	N/A	Scholarship	3,334
June Yoon 1948 E. Chilton Drive Tempe, AZ 85283	None	N/A	Scholarship	5,000
Taylor Bilby 11835 N 52nd Place Scottsdale, AZ 85254	None	N/A	Scholarship	5,000
Lauren Buehe 628 W Crofton Street Chandler, AZ 85225	None	N/A	Scholarship	5,000
Grace Do 5661 W Park Avenue Chandler, AZ 85226	None	N/A	Scholarship	3,334
Christine Garcia 10369 E Sutton Drive Scottsdale, AZ 85260	None	N/A	Scholarship	3,334
Amy He 6605 S 52nd Lane Laveen, AZ 85339	None	N/A	Scholarship	5,000
Hannah Jiam 908 S Mountain Sage Drive Phoenix, AZ 85048	None	N/A	Scholarship	5,000

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Form 990-PF; Page 11; Part XV-Supplementary Information;

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Recipient's Name and Address	Relationship	Status	Purpose	Amount
Kelly Murphy 7717 W Tonto Drive Glendale, AZ 85308	None	N/A	Scholarship	5,000
Vicki Peng 1457 E Oakland Street Chandler, AZ 85225	None	N/A	Scholarship	1,667
Joseph Replogle 16027 N 1st Street Phoenix, AZ 85022	None	N/A	Scholarship	5,000
Hesu Yang 1127 W Mesquite Street Gilbert, AZ 85233	None	N/A	Scholarship	5,000
Total Grants to Individuals				<u>207,670</u>
Total Grants				<u><u>592,734</u></u>

FORM 990-PF

INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS

STATEMENT 1

<u>SOURCE</u>	<u>AMOUNT</u>
INTEREST INCOME	293,204
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	293,204

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	CAPITAL GAINS	COLUMN (A)
		DIVIDENDS	AMOUNT
INTEREST INCOME	140,250	3,051	137,199
TOTAL TO FORM 990-PF, PART I, LINE 4	140,250	3,051	137,199

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 3

<u>DESCRIPTION</u>	(A)	(B)	(C)	(D)
	EXPENSES	NET INVEST-	ADJUSTED	CHARITABLE
	PER BOOKS	MENT INCOME	NET INCOME	PURPOSES
BROKERS FEES	35,832	35,832		0
TOTAL TO FORM 990-PF, PAGE 1, LINE 16C	35,832	35,832		0

FORM 990-PF

TAXES

STATEMENT 4

<u>DESCRIPTION</u>	(A)	(B)	(C)	(D)
	EXPENSES	NET INVEST-	ADJUSTED	CHARITABLE
	PER BOOKS	MENT INCOME	NET INCOME	PURPOSES
SEC. 4940 EXCISE TAX	27,500	0		0
FOREIGN TAX WITHHELD ON DIVIDENDS	1,022	1,022		0
TOTAL TO FORM 990-PF, PAGE 1, LINE 18	28,522	1,022		0

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
	(A)	(B)	(C)	(D)
	EXPENSES	NET INVEST-	ADJUSTED	CHARITABLE
DESCRIPTION	PER BOOKS	MENT INCOME	NET INCOME	PURPOSES
SCHOLARSHIP PROGRAM EXPENSES	4,700	0		4,700
DUES AND SUBSCRIPTIONS	495	0		495
MISCELLANEOUS EXPENSES	948	0		948
TOTAL TO FORM 990-PF, PAGE 1, LINE 23	6,143	0		6,143

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
			FAIR MARKET
DESCRIPTION		BOOK VALUE	VALUE
INVESTMENTS - STOCKS		5,861,460	7,576,823
TOTAL TO FORM 990-PF, PART II, LINE 10B		5,861,460	7,576,823

FORM 990-PF	CORPORATE BONDS		STATEMENT 7
			FAIR MARKET
DESCRIPTION		BOOK VALUE	VALUE
INVESTMENTS - BONDS		7,465,026	7,674,268
TOTAL TO FORM 990-PF, PART II, LINE 10C		7,465,026	7,674,268

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS		STATEMENT 8
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NAME OF MANAGER

THOMAS W. LEWIS

JANET R. LEWIS