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Form **990-PF**
Return of Private Foundation
 or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service
 ► Do not enter Social Security numbers on this form as it may be made public.
 ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation

THE WILLIAM R. LEWIS CHARITABLE FDN

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

1144 IDEMA DRIVE SE

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

GRAND RAPIDS MI 49506

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input checked="" type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ **540,121** (Part I, column (d) must be on cash basis)J Accounting method. Cash Accrual
 Other (specify)

A Employer identification number

20-4821581

B Telephone number (see instructions)

616-437-4798

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"/>
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 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)	101,765		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B	7,817	7,817	
	3 Interest on savings and temporary cash investments	2,642	2,642	
	4 Dividends and interest from securities			
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV line 2)		0	
	8 Net short-term capital gain			0
	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	112,224	10,459	0
	13 Compensation of officers, directors, trustees, etc	0		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	813		
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	179		
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (att sch)	3,404		
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	4,396	0	0
	25 Contributions, gifts, grants paid	65,298		65,298
	26 Total expenses and disbursements. Add lines 24 and 25	69,694	0	65,298
	27 Subtract line 26 from line 12	42,530		
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		10,459	
	c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
			1,731	262,994	205,490
1	Cash – non-interest-bearing				
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 instructions)				
7	Other notes and loans receivable (att. schedule) ►		0		
	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)				
c	Investments – corporate bonds (attach schedule)				
11	Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	See Statement 4	242,723	344,488	334,631
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
15	Other assets (describe ►				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		507,448	549,978	540,121
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		► <input checked="" type="checkbox"/>		
	24	Unrestricted	507,448	549,978	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		► <input type="checkbox"/>		
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	507,448	549,978	
	31	Total liabilities and net assets/fund balances (see instructions)	507,448	549,978	

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	507,448
2	Enter amount from Part I, line 27a	2	42,530
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	549,978
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	549,978

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a N/A					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	26,100	247,597	0.105413
2011	26,000	215,860	0.120448
2010	34,500	209,665	0.164548
2009	90,221	213,881	0.421828
2008	58,500	21,233	2.755145

2 Total of line 1, column (d)

2 3.567382

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0.713476

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 481,434

5 Multiply line 4 by line 3

5 343,492

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 105

7 Add lines 5 and 6

7 343,597

8 Enter qualifying distributions from Part XII, line 4

8 65,298

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

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

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)	1 2 3 4 5	209
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		0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		209
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
3	Add lines 1 and 2		0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	209	
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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 Tax Paid w/ O.R.	7	209
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	11	Refunded

Part VII-A Statements Regarding Activities

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?	N/A	Yes	No	
1a			<input type="checkbox"/>	X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			<input type="checkbox"/>	X
1c	Did the foundation file Form 1120-POL for this year?			<input type="checkbox"/>	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____				
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		2	<input type="checkbox"/>	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		3	<input type="checkbox"/>	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	<input type="checkbox"/>	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	<input type="checkbox"/>	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?	6	<input type="checkbox"/>	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	7	<input type="checkbox"/>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► None				
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	8b	<input type="checkbox"/>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	<input type="checkbox"/>	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	<input type="checkbox"/>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
14	Website address ► N/A	Telephone no ► 616-437-4798		
	The books are in care of ► WILLIAM R LEWIS 1144 IDEMA SE Located at ► GRAND RAPIDS MI ZIP+4 ► 49506			
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 □		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a	During the year did the foundation (either directly or indirectly)	
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 instructions)	
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?	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53 4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM R LEWIS 1144 IDEMA SE	GRAND RAPIDS MI 49506	TRUSTEE 2.00	0	0
BAILEY GREGORY-LEWIS 1144 IDEMA SE	GRAND RAPIDS MI 49506	TRUSTEE 0.50	0	0
HENRY MAST, JR. 2125 72ND STREET SW	BYRON CENTER MI 49315	TRUSTEE 0.50	0	0

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

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

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

► 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

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

Total. Add lines 1 through 3 ►

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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	260,585
b	Average of monthly cash balances	1b	228,180
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	488,765
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	488,765
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,331
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	481,434
6	Minimum investment return. Enter 5% of line 5	6	24,072

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	24,072
2a	Tax on investment income for 2013 from Part VI, line 5	2a	209
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	209
3	Distributable amount before adjustments Subtract line 2c from line 1	3	23,863
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	23,863
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	23,863

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	65,298
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	65,298
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	65,298
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				23,863
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	57,445			
b From 2009	79,683			
c From 2010	24,172			
d From 2011	15,362			
e From 2012	13,899			
f Total of lines 3a through e	190,561			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 65,298				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				23,863
e Remaining amount distributed out of corpus	41,435			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	231,996			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	57,445			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	174,551			
10 Analysis of line 9				
a Excess from 2009	79,683			
b Excess from 2010	24,172			
c Excess from 2011	15,362			
d Excess from 2012	13,899			
e Excess from 2013	41,435			

Part XIV Private Operating Foundations (see 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 2013, enter the date of the ruling ►			
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			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon:			
a	"Assets" alternative test – enter:			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed			
c	"Support" alternative test – enter:			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1	Information Regarding Foundation Managers:			
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)			
WILLIAM R. LEWIS				\$101,765
b	List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest			
N/A				
2	Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:			
Check here ► <input checked="" type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d				
a	The name, address, and telephone number or e-mail address of the person to whom applications should be addressed			
N/A				
b	The form in which applications should be submitted and information and materials they should include:			
N/A				
c	Any submission deadlines			
N/A				
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors			
N/A				

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 5				65,298
Total			► 3a	65,298
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, 514		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					7,817
3	Interest on savings and temporary cash investments					2,642
4	Dividends and interest from securities					
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					
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		0	10,459
13	Total. Add line 12, columns (b), (d), and (e)					10,459

Part V: The Relationship of Activities to the Accomplishment of Forecast Purposes

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities equipment mailing lists other assets or paid employees

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.

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.

B-11 - FCS, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

correct, and complete Declaration of preparer (other than tax

Signature of officer or trustee

Signature of officer or trustee

7/16/14

TRUSTEE

Title

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

Signature of officer or trustee		Date	File
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	MARK A. REED, CPA	MARK A. REED, CPA	07/09/14
	Firm's name ► MIERENDORF & COMPANY, P.C.	PTIN P00243782	
Firm's address ► 4639 WEST RIVER DRIVE COMSTOCK PARK, MI 49321	Firm's EIN ► 38-2678031		
	Phone no. 616-784-4445		
	Check <input type="checkbox"/> if self-employed		

Two Year Comparison Report

2012 & 2013

For

For calendar year 2013, or tax year beginning

, ending

Name

Taxpayer Identification Number

THE WILLIAM R. LEWIS CHARITABLE FDN

20-4821581

		2012	2013	Differences
Revenue	1. Gross profit/loss on business activities	1.		
	2. Capital gains/losses	2.		
	3. Income/loss from partnerships and S corporations	3.		
	4. Rental income (net of expense)	4.		
	5. Unrelated debt-financed income (net of expense)	5.		
	6. Interest, and other income from controlled organizations (net of expense)	6.		
	7. Investment income of specific organizations (net of expense)	7.		
	8. Exploited exempt activity income (net of expense)	8.		
	9. Advertising income (net of expense)	9.		
	10. Other income	10.		
	11. Total trade or business income. Combine lines 1 through 10	11.		
Expenses	12. Compensation of officers, directors, and trustees	12.		
	13. Other salaries and wages	13.		
	14. Repairs and maintenance	14.		
	15. Bad debts	15.		
	16. Interest	16.		
	17. Taxes and licenses	17.		
	18. Charitable contributions	18.		
	19. Depreciation and Depletion	19.		
	20. Contributions to deferred compensation plans	20.		
	21. Employee benefit programs	21.		
	22. Other deductions	22.		
	23. Total deductions. Add lines 12 through 22	23.		
	24. Taxable income before NOL. Subtract line 23 from 11	24.		
Tax & Credits	25. Net operating loss deduction	25.		
	26. Specific deduction	26.	1,000	1,000
	27. Unrelated business taxable income.	27.	-1,000	-1,000
	28. Income tax (corporate or trust)	28.		
	29. Proxy tax	29.		
	30. Alternative minimum tax	30.		
	31. Total taxes	31.		
Due/Refund	32. Other credits	32.		
	33. General business credit	33.		
	34. Credit for prior year minimum tax	34.		
	35. Total credits	35.		
	36. Net tax after credits	36.		
	37. Recapture taxes	37.		
	38. Total Taxes	38.		
	39. Prior year overpayment and estimated tax payments	39.		
	40. Payment made with extension	40.		
	41. Backup withholding and foreign withholding	41.		
	42. Other payments	42.		
	43. Total payments	43.		
	44. Balance due/(Overpayment)	44.		
	45. Overpayment applied to next year	45.		
	46. Penalties	46.		
	47. Total due/(Refund)	47.		

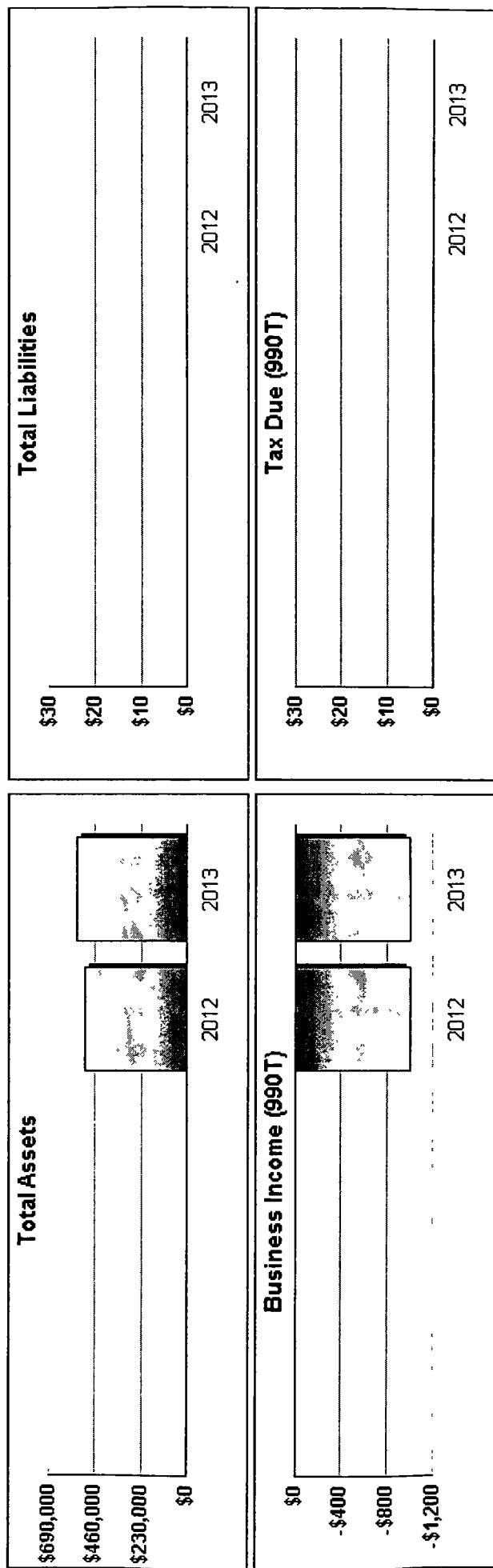
Tax Return History

Form	Name	2013				Employer Identification Number 20-4821581
		2009	2010	2011	2012	
Business activity profit/loss						
Capital gains/losses						
Partner and S Corp gain/loss						
Rental income*						
Debt-financed income*						
Controlled organizations income/interest*						
Investment income, specific organizations*						
Exploited exempt activity income*						
Other income						
Total trade or business income.						
Compensation of officers, ect						
Other salaries and wages						
Repairs and maintenance						
Bad debts						
Interest						
Taxes and licenses						
Charitable contributions						
Depreciation and Depletion						
Deferred compensation plans						
Employee benefit programs						
Contributions						
\$384,000						
\$256,000						
\$128,000						
\$0						
Expenses Deductions						
\$36,000						
\$24,000						
\$12,000						
\$0						
Exempt Revenue (Loss)						
\$390,000						
\$260,000						
\$130,000						
\$0						
Net Exempt Revenue						
\$354,000						
\$236,000						
\$118,000						
\$0						
2012	2013					

Tax Return History

Name	THE WILLIAM R. LEWIS CHARITABLE FDN	2013			
		Employer Identification Number 20-4821581	2012	2011	2010
Other deductions					
Net operating loss deduction					
Specific deduction					
Income after expense and deductions					
Income tax (corporate or trust)					
Other taxes					
Total taxes					
General business credit					
Other credits					
Net tax after credits					
Estimated tax payments					
Other payments					
Balance due/Overpayment					

* Income shown net of expenses



Form 990PF

Two Year Comparison Report

For calendar year 2013, or tax year beginning _____, ending _____

2012 & 2013

Name
Taxpayer Identification Number
20-4821581

THE WILLIAM R. LEWIS CHARITABLE FDN

	2013			Differences	
	2012	Revenue and expenses per books	Net investment income	Revenue and expenses per books	Net investment income
1. Contributions, gifts, grants, and similar amounts received	1. 306,643		101,765		-204,878
2. Interest on savings and temporary cash investments	2. 8,946		7,817		-1,129
3. Dividends and interest from securities	3.		2,642		2,642
4. Gross rents	4.				
5. Net gain or (loss) from sale of assets	5. -4,549				4,549
6. Capital gain net income	6.				
7. Gross profit or (loss)	7.				
8. Other income	8.				
9. Total. Add lines 1 through 8	9. 311,040		8,946	112,224	10,459
10. Compensation of officers, directors, trustees, etc	10.				
11. Other employee salaries and wages	11.				
12. Pension plans, employee benefits	12.				
13. Professional fees	13. 505		813		308
14. Interest	14.				
15. Taxes	15. 155		179		24
16. Depreciation and depletion	16.				
17. Occupancy	17.				
18. Other expenses	18. 1,853		3,404		1,551
19. Contributions, gifts, grants paid	19. 26,100		65,298		39,198
20. Total expenses and disbursements. Add lines 10 through 19	20. 28,613		69,694		41,081
21. Net income (if negative investment activity, enter -0-)	21. 282,427		8,946	42,530	10,459
22. Excise Tax	22. 179			209	30
23. Section 511 Tax	23.				
24. Subtitle A income tax	24.				
25. Total Taxes	25. 179			209	30
26. Estimates and overpayments credited	26.				
27. Foreign tax withheld	27.				
28. Other Payments	28.				
29. Total payments and credits	29.				
30. Balance due / (Overpayment) Due / Refund	30. 179			209	30
31. Overpayment credited to next year	31.				
32. Penalty	32.				
33. Net due / (Refund)	33. 179			209	30
34. Total assets	34. 507,448			549,978	0
35. Total liabilities	35. 0			0	0
36. Net assets	36. 507,448			549,978	0

WILL08 THE WILLIAM R. LEWIS CHARITABLE FDN
20-4821581
FYE: 12/31/2013

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEE	\$ 813	\$ 813	\$ 0	\$ 0
PROFESSIONAL FEES	\$ 813	\$ 813	\$ 0	\$ 0
Total	\$ 813	\$ 813	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAXES	\$ 179	\$ 179	\$ 0	\$ 0
Total	\$ 179	\$ 179	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
BANK CHARGES	24	24	24	
ADVERTISING EXPENSE	80	80	80	
Entertainment	3,300	3,300	3,300	
Total	\$ 3,404	\$ 3,404	\$ 3,404	\$ 3,404

WILL08 THE WILLIAM R. LEWIS CHARITABLE FDN
20-4821581
FYE: 12/31/2013

Federal Statements

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Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MARKETABLE SECURITIES	\$ 242,723	\$ 344,488	Cost	\$ 334,631
Total	\$ 242,723	\$ 344,488		\$ 334,631

WILL08 THE WILLIAM R. LEWIS CHARITABLE FDN

20-4821581

FYE: 12/31/2013

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Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
WILLIAM R. LEWIS	\$ 101,765
Total	\$ <u>101,765</u>

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
GILDA'S CLUB GRAND RAPIDS MI 49504	1806 BRIDGE ST, NW			GENERAL SUPPORT	22,200
PLANNED PARENTHOOD GRAND RAPIDS MI 49503	425 CHERRY ST SE			GENERAL SUPPORT	10,000
BAXTER COMMUNITY CENTER GRAND RAPIDS MI 49506	935 BAXTER SE			GENERAL SUPPORT	5,000
ACLU DETROIT MI 48201	2966 WOODWARD AVENUE			GENERAL SUPPORT	2,000
AMNESTY INTERNATIONAL NEW YORK NY 10001	5 PENN PLAZA			GENERAL SUPPORT	1,000
FOUNTAIN STREET CHURCH GRAND RAPIDS MI 49503	24 FOUNTAIN STREET NE			GENERAL SUPPORT	7,000
KEEPERS OF THE WILD VALENTINE AZ 86437	13441 E. HIGHWAY 66			GENERAL SUPPORT	548
UNICEF NEW YORK NY 10038	125 MAIDEN LANE			GENERAL SUPPORT	550
TIGER CREEK WILDLIFE REFUGE TYLER TX 75706	17552 FM 14			GENERAL SUPPORT	500
BEST FRIENDS ANIMAL SOCIETY KANAB UT 84741	5001 ANGEL CANYON ROAD			GENERAL SUPPORT	500
20X20X20 WASHINGTON DC 20090	PO BOX 96669			GENERAL SUPPORT	300
DYSTONIA MEDICAL RESEARCH FOUNDATIO CHICAGO IL 60601	ONE EAST WACKER DRIVE			GENERAL SUPPORT	100
WORLD WILDLIFE FUND WASHINGTON DC 20090	1250 24TH STREET NW			GENERAL SUPPORT	50
COVENANT HOUSE NEW YORK NY 10001	461 EIGHTH AVENUE			GENERAL SUPPORT	100
COALITION TO SALUTE AMERICA HEROES LEESBURG VA 20176	552 FORT EVANS ROAD			GENERAL SUPPORT	100
CARE ATLANTA GA 30303	151 ELLIS STREET NE			GENERAL SUPPORT	100
AMERICAN RED CROSS DES MOINES IA 50340	PO BOX 4002018			GENERAL SUPPORT	10,000

WILL08 THE WILLIAM R. LEWIS CHARITABLE FDN
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Federal Statements

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Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
ST. LABRE INDIAN SCHOOL ASHLAND MT 59003	1000 TONGUE RIVER ROAD			GENERAL SUPPORT	100
PLYMOUTH HEIGHTS CRC	1800 PLYMOUTH ROAD SE			GENERAL SUPPORT	2,500
GRAND RAPIDS MI 49506					
CITY OF GRAND RAPIDS PARKS	300 MONROE AVENUE			GENERAL SUPPORT	500
GRAND RAPIDS MI 49503	742 FRANKLIN SE			GENERAL SUPPORT	200
HEALTHY HOMES COALITION				GENERAL SUPPORT	200
GRAND RAPIDS MI 49507					
W MICH ENVIRONMENTAL ACTION CO	1007 LAKE DRIVE SE			GENERAL SUPPORT	500
GRAND RAPIDS MI 49506	2100 L STREET NW			GENERAL SUPPORT	250
HUMANE SOCIETY OF US					
WASHINGTON DC 20037					
YWCA	25 SHELDON BLVD SE			GENERAL SUPPORT	500
GRAND RAPIDS MI 49503	PO BOX 372			GENERAL SUPPORT	250
GREAT LAKES WIEMARANER RESCUE					
GRAND HAVEN MI 49417	1115 BALL AVENUE NE			GENERAL SUPPORT	500
ARBOR CIRCLE					
GRAND RAPIDS MI 49505					
Total					65,298

Federal Statements**Direct Public Support**

Contributor	Cash Contribution	Noncash Contribution
CASH CONTRIBUTIONS		
CONTRIBUTIONS	101,765	
Total	101,765	0

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
MERRILL LYNCH	\$ 7,817				7,740\$
Total	\$ 7,817				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
MERRILL LYNCH	\$ 2,642				
Total	\$ 2,642				