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Return of Private Foundation

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

OMB No 1545-0052

2013

Department 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

MARION PARK LEWIS FOUNDATION
FOR THE ARTS

A Employer identification number

54-1620612

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

1520 COMMERCE STREET #116

Room/suite

B Telephone number

540-837-9998

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

WINCHESTER, VA 22601

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

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

\$ 3,063,781.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	78,363.	78,363.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	254,600.			
	b Gross sales price for all assets on line 6a	531,690.			
	7 Capital gain net income (from Part IV, line 2)		254,600.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	332,963.	332,963.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2	695.	0.	0.
	c Other professional fees	STMT 3	2,665.	0.	0.
	17 Interest				
	18 Taxes	STMT 4	4,279.	1,714.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	324.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		7,963.	1,714.	0.
	25 Contributions, gifts, grants paid		138,977.		138,977.
26 Total expenses and disbursements. Add lines 24 and 25		146,940.	1,714.	138,977.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		186,023.			
b Net investment income (if negative, enter -0-)			331,249.		
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	59,763.	47,150.	47,150.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	1,903,722.	2,102,358.	3,016,631.
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,963,485.	2,149,508.	3,063,781.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,327.	3,327.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,960,158.	2,146,181.	
30 Total net assets or fund balances	1,963,485.	2,149,508.		
31 Total liabilities and net assets/fund balances	1,963,485.	2,149,508.		

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	1,963,485.
2 Enter amount from Part I, line 27a	2	186,023.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,149,508.
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	2,149,508.

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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			
b SEE ATTACHED STATEMENT			
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 531,690.		277,090.	254,600.

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			254,600.

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	254,600.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	131,031.	2,581,313.	.050761
2011	139,972.	2,631,003.	.053201
2010	130,000.	2,455,771.	.052937
2009	129,221.	2,166,621.	.059642
2008	149,250.	2,614,034.	.057096

2 Total of line 1, column (d)	2	.273637
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	.054727
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,836,629.
5 Multiply line 4 by line 3	5	155,240.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,312.
7 Add lines 5 and 6	7	158,552.
8 Enter qualifying distributions from Part XII, line 4	8	138,977.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	6,625.
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	6,625.
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	6,625.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,400.	
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	2,400.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	4,225.	
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 ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 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) 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► INFO@MPLF-ARTS.ORG 14 The books are in care of ► JOHN P. LEWIS Telephone no. ► 540-837-9998 Located at ► P.O. BOX 398, MILLWOOD, VA ZIP+4 ► 22646 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 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 ►	<table border="1"> <tr> <td>11</td> <td></td> <td>X</td> </tr> <tr> <td>12</td> <td></td> <td>X</td> </tr> <tr> <td>13</td> <td>X</td> <td></td> </tr> <tr> <td>16</td> <td></td> <td>X</td> </tr> </table>	11		X	12		X	13	X		16		X
11		X											
12		X											
13	X												
16		X											

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No																
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐ 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? N/A 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? ☐ Yes ☒ No If "Yes," list the years ► _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 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.) N/A 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?	<table border="1"> <tr> <td>1b</td> <td></td> <td></td> </tr> <tr> <td>1c</td> <td></td> <td>X</td> </tr> <tr> <td>2b</td> <td></td> <td></td> </tr> <tr> <td>3b</td> <td></td> <td></td> </tr> <tr> <td>4a</td> <td></td> <td>X</td> </tr> <tr> <td>4b</td> <td></td> <td>X</td> </tr> </table>	1b			1c		X	2b			3b			4a		X	4b		X
1b																			
1c		X																	
2b																			
3b																			
4a		X																	
4b		X																	

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARJORIE S. LEWIS 1520 COMMERCE STREET #116 WINCHESTER, VA 22601	PRESIDENT 0.00	0.	0.	0.
JOHN P. LEWIS 1520 COMMERCE STREET #116 WINCHESTER, VA 22601	VICE PRESIDENT 0.00	0.	0.	0.
DAVID P. LEWIS 1520 COMMERCE STREET #116 WINCHESTER, VA 22601	SECRETARY 0.00	0.	0.	0.
HOWARD P. LEWIS 1520 COMMERCE STREET #116 WINCHESTER, VA 22601	TREASURER 0.00	0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3 0.

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,832,386.
b	Average of monthly cash balances	1b	37,967.
c	Fair market value of all other assets	1c	9,473.
d	Total (add lines 1a, b, and c)	1d	2,879,826.
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	2,879,826.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,197.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,836,629.
6	Minimum investment return. Enter 5% of line 5	6	141,831.

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	141,831.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,625.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,625.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	135,206.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	135,206.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	135,206.

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	138,977.
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	138,977.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	138,977.

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.

Form 990-PF (2013)

**MARION PARK LEWIS FOUNDATION
FOR THE ARTS**

Form 990-PF (2013)

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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				135,206.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	17,182.			
b From 2009	22,448.			
c From 2010	8,843.			
d From 2011	10,604.			
e From 2012	4,330.			
f Total of lines 3a through e	63,407.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	138,977.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				135,206.
e Remaining amount distributed out of corpus	3,771.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	67,178.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	17,182.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	49,996.			
10 Analysis of line 9:				
a Excess from 2009	22,448.			
b Excess from 2010	8,843.			
c Excess from 2011	10,604.			
d Excess from 2012	4,330.			
e Excess from 2013	3,771.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- b** 85% of line 2a

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- Subtract line 2d from line 2c

- 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**

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).)

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.

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

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

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

b The form in which applications should be submitted and information and materials they should include:

- c Any submission deadlines:

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

MARION PARK LEWIS FOUNDATION

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FOR THE ARTS

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE DETAILING GRANT RECIPIENTS 1520 COMMERCE ST., #116 WINCHESTER, VA 22601	NONE		TO PROMOTE EDUCATION FOR THE ARTS	138,977.
Total			▶ 3a	138,977.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII

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

- | | | |
|--|--------------|-----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes |
| | 1a(1) | |
| | 1a(2) | |
| | 1b(1) | |
| | 1b(2) | |
| | 1b(3) | |
| | 1b(4) | |
| | 1b(5) | |
| | 1b(6) | |
| | 1c | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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		

**Sign
Here**

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

Signature of officer or trustee

Date _____

✓.cc-
PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JAMES M. VERMILLION
JR., CPA

Preparer's signature

James M. Sullivan

Date _____

3-6-14

Check ☐ self-employed

PTIN

P00523485

Firm's name ► **HOTTEL & WILLIS, P.C.**

Firm's EIN ► 54-1135771

Firm's address ► 314 NORTH BRADDOCK STREET
WINCHESTER, VA 22601

Phone no. (540) 662-0325

Form **990-PF** (2013)

**Marion Park Lewis Foundation
Grants Awarded
2013-14**

ART

Name City	Discipline	Amount Awarded	Institution	Purpose
Orin Adcox Winchester	Art	3000	George Mason University	College Tuition
September Banks Winchester	Art	1000	Virginia Commonwealth University	College Tuition
Ursula Bell Winchester	Art	1000	Virginia Commonwealth University	College Tuition
Victoria Fielder Stephens City	Art	2000	Moore College of Art and Design	College Tuition
Caliph Greene Winchester	Art	3000	Shepherd University	College Tuition
Kelsey Harris Winchester	Art	1000	Radford University	College Tuition
Miranda Herring Winchester	Art	3000	Purdue University	College Tuition
Ian Mutchler Martinsburg	Art	2000	Savannah College of Art & Design	College Tuition
Beverly Pearce Winchester	Art	2000	Luis Delgado-Qualtrough	Mentorship
Cameron Ritcher Harrisonburg	Art	2000	James Madison University	College Tuition
Rebekah Russell White Post	Art	2000	Shepherd University	College Tuition
Kyle Saxton Harrisonburg	Art	3000	Virginia Commonwealth University	College Tuition
Emma Sullivan Winchester	Art	2000	Virginia Commonwealth University	College Tuition
Sarah Sullivan Martinsburg	Art	2000	Shepherd University	College Tuition
Hilary White Strasburg	Art	2000	George Mason University	College Tuition
15 Grantees		\$31,000		

DANCE

Name City	Discipline	Amount Awarded	Institution	Purpose
Leah Heller McGaheysville	Dance 1	357	School of Richmond Ballet	Annual Tuition
Jessica Kinnaman Charles Town	Dance 1	11800	Akhmedova Ballet Academy	Annual Tuition Sum Intensive
Anastasia Kubanda Front Royal	Dance 1	970	Central PA Youth Ballet Summer	Summer Tuition
Emily Reed Winchester	Dance 1	1500	Mercyhurst University	College Tuition
Rebecca Fogleman Martinsburg	Dance 2	1000	South Carolina Summer Dance Conservatory	Workshop Tuition
Hannah Franz Charles Town	Dance 2	1300	Amy Marshal Dance Complexions Dance Co	Workshop Tuition
Nadia Myers Stephens City	Dance 2	2000	Kirov Academy of Ballet	Workshop Tuition
Sophia Myers Stephens City	Dance 2	500	Academy of Russian Classical Ballet	Workshop Tuition
8 Grantees		\$19,427		

LITERATURE

Name City	Discipline	Amount Awarded	Institution	Purpose
Rebecca Blair Winchester	Literature	1000	James Madison University	College Tuition
1 Grantee		\$1,000		

MUSIC

Name City	Discipline	Amount Awarded	Institution	Purpose
Amy Asbury Gerrardstown	Music	2000	American Institute of Musical Studies	Workshop Tuition
David Asbury Gerrardstown	Music	2000	American Institute of Musical Studies	Workshop Tuition
Yongsook Baber Winchester	Music	5000	Shenandoah University	College Tuition
David Chavez Winchester	Music	4000	George Mason University	College Tuition
Melissa Chavez Winchester	Music	1500	Castleton Artists Training Program	Workshop Tuition
Emeline Kedzierski Berryville	Music	2000	Shenandoah University	College Tuition
Charles Perry Maddox Broadway	Music	2500	University of Michigan	College Tuition
Sarah Maines Winchester	Music	621	Pan-European Voice Conference European Acad of Voice	Workshop Tuition
Aaron Nexsen Martinsburg	Music	1000	Indiana University of Pennsylvania	College Tuition
Breton Nicholas Harrisonburg	Music	2000	University of N Carolina	College Tuition
Todd Patrick Winchester	Music	1200	Appalachian St JMU	Workshop Tuition
Dillon Robb Winchester	Music	3000	The Boston Conservatory	College Tuition
12 Grantees		\$26,821		

THEATRE

Name City	Discipline	Amount Awarded	Institution	Purpose
Thomas Taylor Bloom Middletown	Theatre (Music Theatre)	3000	Shenandoah University	College Tuition
Heather Justice Front Royal	Theatre (Technology)	6000	Full Sail University	College Tuition
Caitlin McAvoy Hinton	Theatre (Music Theatre)	3000	James Madison University	College Tuition
Eleanor McCagg White Post	Theatre (Technology)	3000	Emerson College	College Tuition
Cassandra Medcalf Stephens City	Theatre (Technology)	3000	Ithaca College	College Tuition
Addison Peacock White Post	Theatre (Music Theatre)	3000	Illinois Wesleyan University	College Tuition
Nathan Selove Stephens City	Theatre	1500	James Madison University	College Tuition
7 Grantees		\$22,500		

Total 43 Individual Grantees

\$100,748

ORGANIZATIONS

Organization	Amt. Awarded	For
Arts Chorale of Winchester	2000	Music Commission
Front Royal Oratorio Society	2000	Concerts
Inwood Dance Co.	2000	Guest Artist
Musselman Theatre	3000	Theatre Camp
Opus Oaks, an Art Place, Inc.	6000	Intern Salaries
Rockingham Ballet Theatre	1000	Guest Teacher
Shenandoah Arts Council	500	Interns
Shenandoah Arts Council	675	Summer Arts Camps
Shenandoah Valley Discovery Museum	4000	Art-in-the-Making
Shenandoah Valley Music Festival	2000	ArtReach
Theatre Shenandoah	2500	Performance Workshops
Wayside Foundation for Arts	9000	Intern Program
Winchester Musica Viva	2750	Concerts
Total: 13 Projects 12 Organizations	\$37,425	

**MARION PARK LEWIS FOUNDATION
FOR THE ARTS**

CONTINUATION FOR 990-PF, PART IV
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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 90 ISHARES MSCI EAFE ETF		P	04/02/04	03/20/13
b 3531 ISHARES MSCI EAFE ETF		P	04/08/03	03/20/13
c 741 ISHARES RUSSELL 2000 ETF		P	04/08/03	03/20/13
d 721 SPDR S&P MIDCAP 400 ETF TRUST ETF		P	04/08/03	03/20/13
e 8325.58 GS CORE FIXED INCOME FUND INSTL SHARES		P	09/24/09	04/29/13
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 5,343.		4,298.	1,045.
b 209,633.		112,450.	97,183.
c 70,030.		27,732.	42,298.
d 150,087.		55,200.	94,887.
e 89,500.		77,410.	12,090.
f 7,097.			7,097.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			1,045.
b			97,183.
c			42,298.
d			94,887.
e			12,090.
f			7,097.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	254,600.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
THRU GOLDMAN-SACHS (DIVIDENDS)	85,429.	7,097.	78,332.		
THRU GOLDMAN-SACHS (INTEREST)	31.	0.	31.		
TOTAL TO FM 990-PF, PART I, LN 4	85,460.	7,097.	78,363.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	695.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	695.	0.		0.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATOR FEES	2,665.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	2,665.	0.		0.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAX PAYMENTS	2,565.	0.		0.	
FOREIGN TAX PAID FROM DIVIDENDS	1,714.	1,714.		0.	
TO FORM 990-PF, PG 1, LN 18	4,279.	1,714.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	100.	0.		0.	
POSTAGE	91.	0.		0.	
WEBSITE MAINTENANCE	133.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	324.	0.		0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
THRU GOLDMAN-SACHS <DETAILS ON FILE>	FMV	2,097,487.	3,016,631.	
THRU GOLDMAN-SACHS <ACCRUED INCOME>	FMV	4,871.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 13		2,102,358.	3,016,631.	

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	7
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARION PARK LEWIS FOUNDATION FOR THE ARTS
1520 COMMERCE ST. #116
WINCHESTER, VA 22601

TELEPHONE NUMBER

540-837-9998

EMAIL ADDRESS

INFO@MPLF-ARTS.ORG

FORM AND CONTENT OF APPLICATIONS

GRANT APPLICATION AVAILABLE ON THE FOUNDATION'S WEBSITE.

ANY SUBMISSION DEADLINES

MARCH 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANTS SHOULD BE RESIDENTS OF, AND ORGANIZATIONS SHOULD BE LOCATED IN, THE NORTHERN SHENANDOAH VALLEY, INCLUDING THE CITIES OF WINCHESTER AND HARRISONBURG AND THE COUNTIES OF FREDERICK, CLARKE, WARREN, SHENANDOAH, PAGE, AND ROCKINGHAM IN VIRGINIA, AND THE COUNTIES OF JEFFERSON, AND BERKELEY IN WEST VIRGINIA. AWARDS ARE MADE FOR SPECIFIC EDUCATIONAL PROJECTS THAT DEVELOP THE TALENT AND KNOWLEDGE OF THE ARTIST OR PARTICIPANTS OF A NON-PROFIT GROUP.