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

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: JAMES E. & ELIZABETH D. LEWIS FOUNDATION

A Employer identification number: 75-2671047

Number and street (or P O box number if mail is not delivered to street address): 3632 MCFARLIN BLVD — Room/suite:

B Telephone number: 214-522-3490

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75205

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 change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E 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) ▶$ 967,836.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
	4 Dividends and interest from securities	17,684.	17,261.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,035.			
	b Gross sales price for all assets on line 6a 325,714.				
	7 Capital gain net income (from Part IV, line 2)		15,035.		
	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	32,724.	32,301.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,000.	0.		12,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,400.	700.		700.
	c Other professional fees STMT 4	9,093.	4,547.		4,546.
	17 Interest				
	18 Taxes STMT 5	556.	304.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	117.	117.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	23,166.	5,668.		17,246.
	25 Contributions, gifts, grants paid	75,000.			75,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	98,166.	5,668.		92,246.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<65,442.>			
	b **Net investment income** (if negative, enter -0-)		26,633.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

10360528 756800 8514250 2013.03050 JAMES E. & ELIZABETH D. LEW 85142501

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	44,287.	31,434.	31,434.
	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 STMT 7	165,592.	123,141.	123,795.
	b Investments - corporate stock STMT 8	429,469.	436,994.	626,134.
	c Investments - corporate bonds STMT 9	87,147.	84,222.	86,034.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	114,525.	100,039.	100,439.
	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 I)	841,020.	775,830.	967,836.
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 ▶ STATEMENT 11)	0.	252.	
	23 **Total liabilities** (add lines 17 through 22)	0.	252.	
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 ▶ [X] 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	841,020.	775,578.	
	30 **Total net assets or fund balances**	841,020.	775,578.	
	31 **Total liabilities and net assets/fund balances**	841,020.	775,830.	

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	841,020.
2	Enter amount from Part I, line 27a	2	<65,442.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	775,578.
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	775,578.

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	325,714.		310,679.	15,035.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				15,035.

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	15,035.
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	75,231.	893,119.	.084234
2011	68,744.	911,283.	.075436
2010	68,319.	907,995.	.075242
2009	44,699.	870,598.	.051343
2008	25,190.	887,298.	.028390

2 **Total** of line 1, column (d)	2	.314645
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	.062929
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	967,455.
5 Multiply line 4 by line 3	5	60,881.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	266.
7 Add lines 5 and 6	7	61,147.
8 Enter qualifying distributions from Part XII, line 4	8	92,246.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling 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	266.
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	266.
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	266.
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 266.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	266.
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	0.
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ELIZABETH D. LEWIS Telephone no. ▶ 214-522-3490
Located at ▶ 3632 MCFARLIN BLVD, DALLAS, TX ZIP+4 ▶ 75205

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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.		Line	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)?	N/A	1b		
	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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: 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 [X] 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
ELIZABETH D. LEWIS 3632 MCFARLIN DALLAS, TX 75205	PRESIDENT 0.00	0.	0.	0.
WILLIAM GILLILAN 3632 MCFARLIN DALLAS, TX 75205	DIRECTOR 0.00	0.	0.	0.
DAVID G. LITTLE 3632 MCFARLIN DALLAS, TX 75205	DIRECTOR 0.00	0.	0.	0.
PAULA NIETO 3632 MCFARLIN DALLAS, TX 75205	EXECUTIVE DIRECETOR 5.00	12,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	943,240.
b	Average of monthly cash balances		1b	38,795.
c	Fair market value of all other assets		1c	153.
d	**Total** (add lines 1a, b, and c)		1d	982,188.
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	982,188.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	14,733.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	967,455.
6	**Minimum investment return.** Enter 5% of line 5		6	48,373.

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	48,373.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 266.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	266.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	48,107.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	48,107.
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	48,107.

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	92,246.
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	92,246.
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	266.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	91,980.

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					48,107.
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					
b From 2009					
c From 2010					
d From 2011	8,295.				
e From 2012	31,079.				
f Total of lines 3a through e		39,374.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 92,246.					
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					48,107.
e Remaining amount distributed out of corpus		44,139.			
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		83,513.			
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		0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		83,513.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	8,295.				
d Excess from 2012	31,079.				
e Excess from 2013	44,139.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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).)

NONE

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 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:

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				
GIRLS INCORPORATED OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235	NONE	PUBLIC CHARITY	PUBLIC SUPPORT	2,000.
MEALS ON WHEELS 1440 WEST MOCKINGBIRD LANE DALLAS, TX 75247	NONE	PUBLIC CHARITY	PUBLIC SUPPORT	15,000.
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509	NONE	PUBLIC CHARITY	PUBLIC SUPPORT	1,000.
SENIOR CITIZENS OF GREATER DALLAS - THE SENIOR SOURCE 3910 HARRY HINES BLVD. DALLAS, TX 75219	NONE	PUBLIC CHARITY	PUBLIC SUPPORT	10,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	PRIVATE FOUNDATION	PUBLIC SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	75,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

323611
10-10-13

Form **990-PF** (2013)

10360528 756800 8514250 2013.03050 JAMES E. & ELIZABETH D. LEW 85142501

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	5.	
4 Dividends and interest from securities			14	17,684.	
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	15,035.	
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.		32,724.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 32,724.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Elizabeth D. Lewis | 6/11/14 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON M. BRADLEY	Jon M Bradley	5-28-14		P01246313
Firm's name ▶ WEAVER AND TIDWELL, LLP			Firm's EIN ▶ 75-0786316	
Firm's address ▶ 12221 MERIT DRIVE, SUITE 1400 DALLAS, TX 75251			Phone no. 972-490-1970	

Form **990-PF** (2013)

323622
10-10-13

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	FROM K-1 - POWERSHARES DB COMMODITY INDEX TRACKIN	P	VARIOUS	VARIOUS
b	FROM K-1 - POWERSHARES DB COMMODITY INDEX TRACKIN	P	VARIOUS	VARIOUS
c	FROM K-1 - POWERSHARES DB COMMODITY INDEX TRACKIN	P	VARIOUS	VARIOUS
d	FROM K-1 - POWERSHARES DB COMMODITY INDEX TRACKIN	P	VARIOUS	VARIOUS
e	JPMORGAN (SEE ATTACHED)	P	VARIOUS	VARIOUS
f	JPMORGAN (SEE ATTACHED)	P	VARIOUS	VARIOUS
g	JPMORGAN (SEE ATTACHED)	P	VARIOUS	VARIOUS
h	PTP SALE ADJUSTMENT - POWERSHARES DB COMMODITY IN	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
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.	<5.>
b			115.	<115.>
c			220.	<220.>
d			329.	<329.>
e	103,153.		101,070.	2,083.
f	34,274.		31,306.	2,968.
g	183,203.		176,444.	6,759.
h			1,190.	<1,190.>
i	5,084.			5,084.
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				<5.>
b				<115.>
c				<220.>
d				<329.>
e				2,083.
f				2,968.
g				6,759.
h				<1,190.>
i				5,084.
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	15,035.
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

323591
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE LUCI CENTER PO BOX 936 SHELBYVILLE, KY 40066-0936	NONE	PUBLIC CHARITY	PUBLIC SUPPORT	35,000.
L.I.F.E HOUSE FOR ANIMALS 14 FIDO COURT, PO BOX 1365 FRANKFORT, KY 40601	NONE	PUBLIC CHARITY	PUBLIC SUPPORT	2,000.
OWSLEY COUNTY ELEMENTARY SCHOOL 14 OLD KY 11 BOONEVILLE, KY 41314	NONE	PUBLIC CHARITY	PURCHASING IN-PRINT BOOKS	5,000.
Total from continuation sheets				42,000.

323631
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE	5.	5.	
TOTAL TO PART I, LINE 3	5.	5.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE	22,763.	5,084.	17,679.	17,256.	
POWERSHARES DB COMMODITY INDEX	5.	0.	5.	5.	
TO PART I, LINE 4	22,768.	5,084.	17,684.	17,261.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,400.	700.		700.
TO FORM 990-PF, PG 1, LN 16B	1,400.	700.		700.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES (JP MORGAN)	9,093.	4,547.		4,546.
TO FORM 990-PF, PG 1, LN 16C	9,093.	4,547.		4,546.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	304.	304.		0.
EXCISE TAXES	252.	0.		0.
TO FORM 990-PF, PG 1, LN 18	556.	304.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POWERSHARES DB COMMODITY INDEX (INVESTMENT EXP)	86.	86.		0.
PROCEEDS EXPENSE	31.	31.		0.
TO FORM 990-PF, PG 1, LN 23	117.	117.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BONDS	X		123,141.	123,795.
TOTAL U.S. GOVERNMENT OBLIGATIONS			123,141.	123,795.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			123,141.	123,795.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	436,994.	626,134.
TOTAL TO FORM 990-PF, PART II, LINE 10B	436,994.	626,134.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	84,222.	86,034.
TOTAL TO FORM 990-PF, PART II, LINE 10C	84,222.	86,034.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	99,211.	99,611.
DIVIDENDS AND INTEREST RECEIVABLE	COST	828.	828.
POWERSHARES DB COMODITY INDEX TRACKING FUND	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		100,039.	100,439.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE FROM ELIZABETH FOR EXCISE TAXES	0.	252.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	252.

Capital Gain and Loss Schedule

Short-Term Covered

THE JAMES & ELIZABETH LEWIS FNDN
Account Number: A 18412-00-6

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
CULLEN HIGH DIVIDEND EQUITY FUND	CHDV 230001406		09/21/12 04/17/13	179.283	2,700.00	2,538.65		161 35
DODGE & COX INTL STOCK FUND	DODF 256206103		12/23/13 12/20/13	26 067	1,096.64	1,090.38		6 26
EATON VANCE FLOATING RATE-I	EIBL 277911491		11/30/12 10/28/13	381 868	3,501.73	3,475 00		26.73
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND	ICF 464287564		11/30/12 09/25/13	125.000	9,744.83	9,561.91		182.92
ISHARES MSCI CHINA INDEX FD	46429B671		Various 07/17/13	173.000	7,287.60	8,368 66		-1,081.06
ISHARES MSCI CHINA INDEX FD	46429B671		02/07/13 07/18/13	27.000	1,136.23	1,299.82		-163 59
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		11/30/12 08/06/13	295.567	2,400.00	2,400.00		.00
PARNASSUS FD EQTY INCM INST	PRIL 701769408		11/30/12 02/06/13	383.019	12,000.00	11,279.91		720.09
PARNASSUS FD EQTY INCM INST	PRIL 701769408		11/30/12 04/17/13	337.252	10,900.00	9,932.07		967.93
SPDR S&P 500 ETF TRUST	SPY 78462F103		11/30/12 05/14/13	11.000	1,814.96	1,561.98		252.98
SPDR S&P 500 ETF TRUST	SPY 78462F103		06/27/13 08/06/13	25.000	4,241.55	4,032.70		208.85
SPDR S&P 500 ETF TRUST	SPY 78462F103		06/27/13 09/25/13	55.000	9,306 99	8,871 95		435.04

Capital Gain and Loss Schedule

Short-Term Covered

THE JAMES & ELIZABETH LEWIS FNDN
Account Number. A 18412-00-6

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SPDR S&P 500 ETF TRUST	SPY 78462F103		06/27/13 10/25/13	40.000	7,036.63	6,452.32		584 31
VANGUARD INTM TRM INV G-INV	VFIC 922031885		05/14/13 08/14/13	883.219	8,629.05	9,000.00		-370.95
VANGUARD FTSE EUROPE ETF	VGK 922042874		09/21/12 08/06/13	195.000	10,215.38	9,382 60		832 78
VANGUARD FTSE EUROPE ETF	VGK 922042874		10/25/13 12/20/13	50.000	2,841.70	2,870.57		-28.87
VIRTUS EMERGING MKTS OPPOR-I	HIEM 92828T889		02/06/13 08/06/13	856.553	8,300.00	8,950.98		-650.98
Total Short-Term Covered					**103,153.29**	**101,069.50**		**2,083.79**

Capital Gain and Loss Schedule

Long-Term Covered

THE JAMES & ELIZABETH LEWIS FNDN
Account Number. A 18412-00-6

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
INV BALANCED-RISK ALLOC-Y	ABRY 00141V697		06/28/12 12/20/13	658.228	7,800.00	8,122.53		-322.53
ISHARES CORE S&P MID-CAP ETF	IJH 464287507		11/30/12 12/20/13	120.000	15,744.31	12,002.74		3,741.57
VANGUARD INTM TRM INV G-INV	VFIC 922031885		06/04/12 08/14/13	1,098 254	10,729 94	11,180.23		-450.29
Total Long-Term Covered					**34,274.25**	**31,305.50**		**2,968.75**

Capital Gain and Loss Schedule

THE JAMES & ELIZABETH LEWIS FNDN
Account Number: A 18412-00-6

Long-Term Non Covered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
DODGE & COX INTERNATIONAL STOCK	DODF 256206103		12/31/07 04/17/13	158.042	5,650.00	7,273.10		-1,623.10
DODGE & COX INTL STOCK FUND	DODF 256206103		12/31/07 09/25/13	277.340	11,393.13	12,763.19		-1,370.06
DODGE & COX INTL STOCK FUND	DODF 256206103		Various 12/20/13	246 098	10,353.36	8,805.42		1,547.94
DREYFUS EMG MKT DEBT LOC C-I	DDBI 261980494		Various 10/25/13	703.552	10,300.00	10,185.46		114.54
EATON VANCE FLOATING RATE-I	EIBL 277911491		02/24/10 10/28/13	545.068	4,998 27	4,735.01		263 26
EATON VANCE FLOATING RATE-I	EIBL 277911491		02/24/10 12/20/13	326.442	3,000.00	2,835.81		164.19
HIGHBRIDGE DYN COMMOD STR FD - SEL FUND 2015	HDCS 48121A670		05/04/10 01/18/13	657.895	9,342.11	9,750.00		-407.89
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		02/24/10 08/06/13	443.349	3,600.00	3,444.82		155.18
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		02/24/10 12/20/13	623.441	5,000.00	4,844 14		155 86
JPM INTL CURR INCOME FD - SEL FUND 3831	JCIS 4812A3296		02/24/10 08/06/13	1,101.103	12,200.22	11,706.33		493.89
JPM LARGE CAP GROWTH FD - SEL FUND 3118	SEEG 4812C0530		04/15/11 05/14/13	367.242	10,000.00	7,987 51		2,012.49
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		04/08/10 02/06/13	1,091 902	12,000.00	11,890.81		109 19

Capital Gain and Loss Schedule

THE JAMES & ELIZABETH LEWIS FNDN
Account Number: A 18412-00-6

Long-Term Non Covered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		04/08/10 12/20/13	1,467 890	16,000 00	15,985.32		14 68
POWERSHARES DB COMMODITY INDEX TRACKING FUND	DBC 73935S105		05/03/10 12/18/13	384.000	9,783.38	9,411.57		371.81
PROFESSIONALLY MANAGED PORTFOLIOS THE OSTERWEIS FUND	OSTF 742935406		04/26/11 04/17/13	335 035	10,500.00	9,742.82		757 18
SPDR GOLD TRUST	GLD 78463V107		05/03/10 10/24/13	44.000	5,723.04	5,089.92		633.12
SPDR GOLD TRUST	GLD 78463V107		05/03/10 10/25/13	17.000	2,208.07	1,966.56		241.51
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0.000329643	78463V107		00/00/00 01/07/13	61.000	3 20	00		3.20
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0.000355489	78463V107		00/00/00 02/21/13	61.000	3 31	00		3.31
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0.000341809	78463V107		00/00/00 03/12/13	61.000	3.22	.00		3.22
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0.000353866	78463V107		00/00/00 04/09/13	61 000	3.29	00		3.29
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0.000403935	78463V107		00/00/00 05/10/13	61.000	3.40	.00		3.40
SPDR GOLD TRUST COST BASIS ALLOC RATE 0.000364055	78463V107		00/00/00 06/17/13	61.000	2 97	00		2.97
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0.000395335	78463V107		00/00/00 07/10/13	61.000	2 93	00		2.93

Capital Gain and Loss Schedule

Long-Term Non Covered

THE JAMES & ELIZABETH LEWIS FNDN
Account Number. A 18412-00-6

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0.000343817	78463V107		00/00/00 08/15/13	61.000	2 69	00		2 69
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0.000355207	78463V107		00/00/00 09/19/13	61.000	2.86	.00		2 86
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0 000388300	78463V107		00/00/00 10/14/13	61.000	2 94	00		2.94
SPDR S&P 500 ETF TRUST	SPY 78462F103		08/18/11 05/14/13	54.000	8,909.79	6,183.34		2,726.45
SPDR S&P 500 ETF TRUST	SPY 78462F103		08/18/11 10/25/13	20.000	3,518.32	2,290 13		1,228.19
THE ARBITRAGE FUND-I	ARBN 03875R205		09/09/10 12/20/13	62.305	800.00	812.46		-12.46
VANGUARD INTM TRM INV G-INV	VFIC 922031885		Various 08/14/13	1,965.688	19,204.77	19,199.74		5.03
VANGUARD FTSE EMERGING MARKETS ETF	VWO 922042858		09/09/10 08/06/13	223.000	8,687.93	9,540.09		-852.16
Total Long-Term Non Covered					**183,203.20**	**176,443.55**		**6,759.65**