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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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: ☒ 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) \$ 829,897.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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)
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		16.	16.		STATEMENT 1
4 Dividends and interest from securities		18,751.	18,751.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,824.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			5,824.		
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		24,591.	24,591.		
13 Compensation of officers, directors, trustees, etc.		1,000.	0.		1,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,900.	950.		950.
c Other professional fees STMT 4		9,238.	9,238.		0.
17 Interest					
18 Taxes STMT 5		4,266.	205.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		25.	0.		25.
24 Total operating and administrative expenses. Add lines 13 through 23		16,429.	10,393.		1,975.
25 Contributions, gifts, grants paid		85,000.			85,000.
26 Total expenses and disbursements. Add lines 24 and 25		101,429.	10,393.		86,975.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<76,838.>			
b Net investment income (if negative, enter -0-)			14,198.		
c Adjusted net income (if negative, enter -0-)				N/A	

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11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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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		10,911.	25,728.	25,728.	
	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	156,783.	137,534.	134,188.	
	b	Investments - corporate stock	STMT 8	479,957.	442,264.	480,969.	
	c	Investments - corporate bonds	STMT 9	111,545.	98,106.	94,746.	
	Liabilities	11	Investments - land, buildings, and equipment basis				
		Less accumulated depreciation					
12		Investments - mortgage loans					
13		Investments - other	STMT 10	120,372.	99,098.	94,266.	
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)		879,568.	802,730.	829,897.	
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	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)	252.	252.		
23	Total liabilities (add lines 17 through 22)		252.	252.			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	27	Capital stock, trust principal, or current funds		0.	0.	
		28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
		29	Retained earnings, accumulated income, endowment, or other funds		879,316.	802,478.	
		30	Total net assets or fund balances		879,316.	802,478.	
	31	Total liabilities and net assets/fund balances		879,568.	802,730.		

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	879,316.
2	Enter amount from Part I, line 27a	2	<76,838.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	802,478.
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	802,478.

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 JPMORGAN (SEE ATTACHED)	P		
b JPMORGAN (SEE ATTACHED)	P		
c JPMORGAN (SEE ATTACHED)	P		
d JPMORGAN (SEE ATTACHED)	P		
e CAPITAL GAINS DIVIDENDS			

(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 81,394.		86,940.	<5,546.>
b 11,532.		15,000.	<3,468.>
c 234,158.		229,144.	5,014.
d 41,259.		35,216.	6,043.
e 3,781.			3,781.

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			<5,546.>
b			<3,468.>
c			5,014.
d			6,043.
e			3,781.

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	5,824.
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	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))
2014	95,812.	995,153.	.096279
2013	91,980.	967,455.	.095074
2012	75,231.	893,119.	.084234
2011	68,744.	911,283.	.075436
2010	68,319.	907,995.	.075242

2 Total of line 1, column (d)	2	.426265
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	.085253
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	923,120.
5 Multiply line 4 by line 3	5	78,699.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	142.
7 Add lines 5 and 6	7	78,841.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	86,975.

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	142.
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	142.
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	142.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,040.	
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	2,040.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,898.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 1,898. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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) ☒ 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	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 2015 or the taxable year beginning in 2015 (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

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Part VII-A Statements Regarding Activities (continued)

	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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
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		
16 At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		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	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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. ▶	2b	
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 2015 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 2015) 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 2015?	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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see 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

6b

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

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

7b

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

N/A

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	PRESIDENT			
3632 MCFARLIN				
DALLAS, TX 75205	0.00	0.	0.	0.
WILLIAM GILLILAN	DIRECTOR			
3632 MCFARLIN				
DALLAS, TX 75205	0.00	0.	0.	0.
DAVID G. LITTLE	DIRECTOR			
3632 MCFARLIN				
DALLAS, TX 75205	0.00	0.	0.	0.
PAULA NIETO	EXECUTIVE DIRECTOR			
3632 MCFARLIN				
DALLAS, TX 75205	5.00	1,000.	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

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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	887,368.
b	Average of monthly cash balances	1b	49,798.
c	Fair market value of all other assets	1c	12.
d	Total (add lines 1a, b, and c)	1d	937,178.
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	937,178.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,058.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	923,120.
6	Minimum investment return. Enter 5% of line 5	6	46,156.

Part XI**Distributable Amount** (see instructions) (Section 4942(i)(3) and (i)(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	46,156.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	142.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	142.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,014.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	46,014.
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	46,014.

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	86,975.
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	86,975.
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	142.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,833.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				46,014.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				8,295.
c From 2012				31,079.
d From 2013				44,139.
e From 2014				50,086.
f Total of lines 3a through e	133,599.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 86,975.				
a Applied to 2014, 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 2015 distributable amount				46,014.
e Remaining amount distributed out of corpus	40,961.			
5 Excess distributions carryover applied to 2015 (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:	174,560.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	174,560.			
10 Analysis of line 9:				
a Excess from 2011				8,295.
b Excess from 2012				31,079.
c Excess from 2013				44,139.
d Excess from 2014				50,086.
e Excess from 2015				40,961.

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GIRLS INCORPORATED OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS, TX 75235	NONE	PC	PUBLIC SUPPORT	5,000.
L.I.F.E HOUSE FOR ANIMALS 14 FIDO COURT, PO BOX 1365 FRANKFORT, KY 40601	NONE	PC	PUBLIC SUPPORT	1,000.
MEALS ON WHEELS 1440 WEST MOCKINGBIRD LANE DALLAS, TX 75247	NONE	PC	PUBLIC SUPPORT	15,000.
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509	NONE	PC	PUBLIC SUPPORT	2,000.
OWSLEY COUNTY ELEMENTARY SCHOOL 14 OLD KY 11 BOONEVILLE, KY 41314	NONE	PC	PURCHASING IN-PRINT BOOKS	1,000.
Total	SEE CONTINUATION SHEET(S)			85,000.
b Approved for future payment				
NONE				
Total				0.

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
PATRIOT PAWS 254 RANCH TRAIL ROCKWALL, TX 75032	NONE	PC	PUBLIC SUPPORT	1,000.
SENIOR CITIZENS OF GREATER DALLAS - THE SENIOR SOURCE 3910 HARRY HINES BLVD. DALLAS, TX 75219	NONE	PC	PUBLIC SUPPORT	10,000.
SHRINERS HOSPITAL FOR CHILDREN 2900 ROCKY POINT DR TAMPA, FL 33607	NONE	PC	PUBLIC SUPPORT	5,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	PC	PUBLIC SUPPORT	5,000.
THE HEALTH WAGON 5626 PATRIOT DRIVE, PO BOX 7070 WISE, VA 24293	NONE	PC	PUBLIC SUPPORT	5,000.
THE LUCI CENTER PO BOX 936 SHELBYVILLE, KY 40066-0936	NONE	PC	PUBLIC SUPPORT	35,000.
Total from continuation sheets				61,000.

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	16.	16.	
TOTAL TO PART I, LINE 3	16.	16.	

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	22,532.	3,781.	18,751.	18,751.	
TO PART I, LINE 4	22,532.	3,781.	18,751.	18,751.	

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	1,900.	950.		950.
TO FORM 990-PF, PG 1, LN 16B	1,900.	950.		950.

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)	9,238.	9,238.		0.
TO FORM 990-PF, PG 1, LN 16C	9,238.	9,238.		0.

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	205.	205.		0.	
EXCISE TAXES	4,061.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	4,266.	205.		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	
FILING FEES	25.	0.		25.	
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.	

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		137,534.	134,188.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			137,534.	134,188.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			137,534.	134,188.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	442,264.	480,969.
TOTAL TO FORM 990-PF, PART II, LINE 10B	442,264.	480,969.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	98,106.	94,746.
TOTAL TO FORM 990-PF, PART II, LINE 10C	98,106.	94,746.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	98,044.	93,212.
DIVIDENDS AND INTEREST RECEIVABLE	COST	1,054.	1,054.
TOTAL TO FORM 990-PF, PART II, LINE 13		99,098.	94,266.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE FROM ELIZABETH FOR EXCISE TAXES	252.	252.
TOTAL TO FORM 990-PF, PART II, LINE 22	252.	252.



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

Capital Gain and Loss Schedule

Short-Term Covered

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

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CAUSEWAY INTERNATL VALUE-INS	14949P208		06/19/2014 02/02/2015	718.993	10,813.65	12,000.00		-1,186.35
CREDIT SUISSE COMM RET ST-I	22544R305		05/13/2015 11/20/2015	1,453.488	6,802.32	8,750.00		-1,947.68
DODGE & COX INTL STOCK FUND	256206103		12/23/2014 02/02/2015	30.255	1,277.97	1,283.10		-5.13
DODGE & COX INTL STOCK FD	256206103		09/10/2015 12/21/2015	104.319	3,765.91	4,042.37		-276.46
GATEWAY FUND-Y	367829884		08/15/2014 07/27/2015	337.461	10,066.46	9,951.72		114.74
ISHARES MSCI EAFE INDEX FUND	464287465		06/19/2014 02/02/2015	60.000	3,697.96	4,244.10		-546.14
ISHARES MSCI EAFE INDEX FUND	464287465		07/27/2015 12/21/2015	86.000	4,978.88	5,454.46		-475.58
ISHARES CORE S&P MIDCAP ETF	464287507		07/27/2015 12/21/2015	29 000	3,998.00	4,244.50		-246.50
JPM STRAT INC OPP FD - SEL	4812A4351		06/23/2014 02/02/2015	789.923	9,250.00	9,431.68		-181.68
MATTHEWS PACIFIC TIGER FD-IS	577130834		10/09/2014 07/27/2015	259.485	7,073.57	7,250.00		-176.43
SPDR S&P 500 ETF TRUST	78462F103		07/27/2015 12/21/2015	98 000	19,669.58	20,288.56		-618.98
Total Short-Term Covered					81,394.30	86,940.49		-5,546.19



Capital Gain and Loss Schedule

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

Short-Term Noncovered

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Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
DB MARKET PLUS WTI 07/21/15	25152RKH5		05/23/2014	5,000.000	2,509.00	5,000.00		-2,491.00
79.9% BARRIER- 6.5%CPN			03/27/2015					
INITIAL LEVEL 05/23/14 CL1 104.35								
JPM DAILY RETURN NOTE	48127DPJ1		11/21/2014	10,000.000	9,022.56	10,000.00		-977.44
			05/13/2015					
Total Short-Term Noncovered					11,531.56	15,000.00		-3,468.44



Capital Gain and Loss Schedule

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

Long-Term Covered

* Code W indicates Wash Sale
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** Ordinary Income D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital Transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BLACKROCK HIGH YIELD BOND	091929638		11/30/2012 07/27/2015	366.473	2,843.83	2,931.78		-87.95
BLACKROCK HIGH YIELD PT-BLAC	091929687		11/30/2012 12/21/2015	572.880	4,090.36	4,583.04		-492.68
CAUSEWAY INTERNATL VALUE-INS	14949P208		01/21/2014 02/02/2015	527.683	7,936.35	8,516.81		-580.46
CAUSEWAY INTERNATL VALUE-INS	14949P208		Various 07/29/2015	1,277.604	19,917.85	20,483.19		-565.34
CLEARBRIDGE APPRECIATION-I	52468E402		06/23/2014 07/27/2015	2,053.439	42,465.12	41,500.00		965.12
DODGE & COX INTL STOCK FUND	256206103		12/21/2012 02/02/2015	42.429	1,792.20	1,465.49		326.71
GATEWAY FUND-Y	367829884		06/23/2014 07/27/2015	80.143	2,390.67	2,361.02		29.65
GOTHAM ABSOLUTE RETURN FUND	360873137		06/23/2014 09/10/2015	215.226	2,720.46	2,916.31		-195.85
ISHARES MSCI EAFE INDEX FUND	464287465		06/19/2014 12/21/2015	80 000	4,631.51	5,658.80		-1,027.29
JPM CORE BD FD - SEL	4812C0381		06/19/2014 07/27/2015	2,216.574	25,978.25	25,889.58		88.67
MATTHEWS PACIFIC TIGER FD-IS	577130834		06/19/2012 07/27/2015	182.088	4,963.72	3,911.25		1,052.47
MATTHEWS PACIFIC TIGER FD-IS	577130834		06/19/2012 08/25/2015	730.919	17,088.89	15,700.13		1,388.76
MFS INTL VALUE-I	55273EB22		08/06/2013 02/02/2015	281.057	10,000.00	9,432.27		567.73



Capital Gain and Loss Schedule

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

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Long-Term Covered

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NEUBERGER BER MU/C OPP-INS	64122Q309		06/23/2014 12/21/2015	357.368	5,314.06	5,728.61		-414.55
PARNASSUS EQTY INCOME FD-INS	701769408		Various 09/30/2015	1,348.258	51,746.14	47,288.02		4,458.12
PRUDENTIAL TOTAL RETURN BD-Z	74440B405		Various 07/27/2015	1,035.065	14,760.03	14,832.52		-72.49
PRUDENTIAL JENN M/C GROW-Z	74441C808		06/23/2014 07/27/2015	250.537	10,352.19	10,500.00		-147.81
PRUDENTIAL ABS RET BND-Z	74441J829		Various 12/21/2015	548.999	5,166.08	5,445.62		-279.54
Total Long-Term Covered					234,157.71	229,144.44		5,013.27



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

Capital Gain and Loss Schedule

Long-Term Noncovered

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

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BARC BREN PLDMLNPM 2/17/15 10% BUFFER-1.21%XLEV 12.10%MAX-10%CAP PLDMLNPM.726.20	06741T4X2		01/30/2014 02/17/2015	5,000.000	5,446.54	5,000.00		446.54
DODGE & COX INTL STOCK FUND	256206103		Various 02/02/2015	477.742	20,179.83	16,026.56		4,153.27
MATTHEWS PACIFIC TIGER FD-IS	577130834		06/08/2010 08/25/2015	284.513	6,651.91	5,242.20		1,409.71
THE ARBITRAGE FUND-I	03875R205		09/09/2010 02/05/2015	686.101	8,981.06	8,946.76		34.30
Total Long-Term Noncovered					41,259.34	35,215.52		6,043.82