

2949124400607 8

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

4/1/2017

, and ending

3/31/2018

Name of foundation

LAWRENCE LEWIS FOUNDATION

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

Room/suite

62-6269000

P O BOX 1908

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

ORLANDO

FL

32802-1908

Foreign country name

Foreign province/state/country

Foreign postal code

A Employer identification number

B Telephone number (see instructions)

(615) 748-4109

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 ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method ☒ Cash ☐ Accrualline 16) ☐ \$ 3,585,731

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	2,337,533			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	49,903	49,903		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	193,015			
b Gross sales price for all assets on line 6a 1,403,854				
7 Capital gain net income (from Part IV, line 2)		193,015		
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,580,451	242,918	0	
13 Compensation of officers, directors, trustees, etc.	8,924	4,462		4,462
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	478	478		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	9,402	4,940	0	4,462
25 Contributions, gifts, grants paid	130,800			130,800
26 Total expenses and disbursements. Add lines 24 and 25	140,202	4,940	0	135,262
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,440,249			
b Net investment income (if negative, enter -0-)		237,978		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2017)

HTA

ENVELOPE AUG 15 2018

OCT 18 2018

SCANNED

RECEIVED

AUG 20 2018

ORDEN, UT

P

ONE

Form 990-PF (2017) LAWRENCE LEWIS FOUNDATION

62-6269000

Page **2**

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	15,564	125,343	125,343
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	846,225	2,839,325	3,460,388
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	861,789	2,964,668	3,585,731
	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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds	861,789	2,964,668	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	861,789	2,964,668	
	31	Total liabilities and net assets/fund balances (see instructions)	861,789	2,964,668	

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	861,789
2	Enter amount from Part I, line 27a	2	2,440,249
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	164
4	Add lines 1, 2, and 3	4	3,302,202
5	Decreases not included in line 2 (itemize) ▶ EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	5	337,534
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,964,668

Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, 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 See Attached Statement				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			

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

(i) FMV 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			

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	193,015
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 }	3	0

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 doesn't 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))
2016	44,763	1,014,362	0.044129
2015	45,312	1,011,613	0.044792
2014	51,755	1,049,359	0.049321
2013	55,119	1,001,400	0.055042
2012	48,810	917,415	0.053204

2 Total of line 1, column (d)	2	0.246488
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.049298
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	2,849,620
5 Multiply line 4 by line 3	5	140,481
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,380
7 Add lines 5 and 6	7	142,861
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	135,262

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,760
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	4,760
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,760
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	495
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	495
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,265
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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
c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		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 <input type="checkbox"/> TN		
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 <i>General Instruction G</i> ? 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 2017 or the tax year beginning in 2017? See the 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

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	Yes	No
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.		X
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
13		X	
14	The books are in care of ► SUNTRUST BANK Telephone no ► (615) 748-4109 Located at ► P.O. BOX 1908, ORLANDO FL ZIP+4 ► 32802-1908		
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 2017, 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 ►	Yes	No
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.

1a	During the year, did the foundation (either directly or indirectly)	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here ►		X
1b			X
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 2017?		X
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)		
2b		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 ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2017 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 2017.)		
3b		N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		X
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions			5b N/A
	Organizations relying on a current notice regarding disaster assistance, check here		<input type="checkbox"/>	
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	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE VARIOUS	8,924		

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

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

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

Form 990-PF (2017)

LAWRENCE LEWIS FOUNDATION

62-6269000

Page 7

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

0

Form 990-PF (2017)

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	2,845,163
b	Average of monthly cash balances	1b	47,852
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,893,015
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,893,015
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	43,395
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,849,620
6	Minimum investment return. Enter 5% of line 5	6	142,481

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	142,481
2a	Tax on investment income for 2017 from Part VI, line 5	2a	4,760	
b	Income tax for 2017 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	4,760	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	137,721	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	137,721	
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	137,721	

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	135,262
b	Program-related investments—total from Part IX-B	1b	
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	135,262
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,262

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				137,721
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				2,042
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	2,042			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 135,262				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2017 distributable amount				135,262
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	2,042			2,042
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				417
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

[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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed

CAROLINE MITCHELL, SUNTRUST BANK 401 COMMERCE ST. 2ND FLOOR NASHVILLE, TN 37219

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

LETTER STATING REQUEST

c Any submission deadlines

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			3a	130,800
b Approved for future payment NONE				
Total			3b	0

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

LAWRENCE LEWIS FOUNDATION

Employer identification number

62-6269000

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization LAWRENCE LEWIS FOUNDATION	Employer identification number 62-6269000
---	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAWRENCE LEWIS MARITAL TRUST PO BOX 1908 ORLANDO FL 32802 Foreign State or Province Foreign Country:	\$ 2,337,533	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province Foreign Country	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province Foreign Country	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province Foreign Country	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province Foreign Country	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province Foreign Country	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province Foreign Country	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- Foreign State or Province Foreign Country	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

LAWRENCE LEWIS FOUNDATION

Employer identification number

62-6269000

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	SEE ATTACHED	\$ 2,316,303	7/26/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	

Name of organization LAWRENCE LEWIS FOUNDATION	Employer identification number 62-6269000
--	---

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			

LAWRENCE LEWIS FOUNDATION

62-6269000 Page 1 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LEADERSHIP MEMPHIS

Street

363 S MAIN ST

City

MEMPHIS

State

TN

Zip Code

38103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

1,300

Name

MEMPHIS JEWISH FEDERATION

Street

6560 POPLAR AVE

City

MEMPHIS

State

TN

Zip Code

38138

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

23,000

Name

HUTCHISON SCHOOL

Street

1740 RIDGEWAY RD

City

MEMPHIS

State

TN

Zip Code

38119

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

5,000

Name

LE BONHEUR CHILDRENS HOSPITAL FDN

Street

848 ADAMS AVE

City

MEMPHIS

State

TN

Zip Code

38103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

10,000

Name

ORPHEUM

Street

203 S MAIN ST

City

MEMPHIS

State

TN

Zip Code

38103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

3,500

Name

LEBONHEUR CLUB

Street

1047 CRESTHAVEN RD

City

MEMPHIS

State

TN

Zip Code

38119

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

1,000

LAWRENCE LEWIS FOUNDATION

62-6269000 Page 2 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NCC

Street

785 JACKSON AVENUE

City

MEMPHIS

State

TN

Zip Code

38107

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

10,000

Name

BROOKS MUSEUM

Street

1394 POPLAR AVE

City

MEMPHIS

State

TN

Zip Code

38104

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

1,000

Name

CHRIST COMMUNITY HEALTH SERVICES

Street

2595 CENTRAL AVE

City

MEMPHIS

State

TN

Zip Code

38104

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

8,000

Name

FACING HISTORY & OURSELVES

Street

16 HURD ROAD

City

BROOKLINE

State

MA

Zip Code

02445

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

1,000

Name

MEMPHIS JEWISH COMMUNITY CENTER

Street

6560 POPLAR AVE

City

MEMPHIS

State

TN

Zip Code

38138

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

10,000

Name

GORDON JEWISH COMMUNITY CENTER

Street

801 PERCY WARNER BLVD

City

NASHVILLE

State

TN

Zip Code

37205

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

5,000

LAWRENCE LEWIS FOUNDATION

62-6269000 Page 3 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CHRIST UNITED METHODIST CHURCH

Street

4488 POPLAR AVE

City

MEMPHIS

State

TN

Zip Code

38117

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

12,000

Name

MIFA (METROPOLITAN INTER-FAITH ASSOC)

Street

910 VANCE AVE

City

MEMPHIS

State

TN

Zip Code

38126

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

5,000

Name

RONALD MCDONALD HOUSE CHARITIES OF MEMPHIS

Street

535 ALABAMA AVE

City

MEMPHIS

State

TN

Zip Code

38105

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

5,000

Name

GPAC (GERMANTOWN PERFORMING ARTS CENTER)

Street

1801 EXETER RD

City

GERMANTOWN

State

TN

Zip Code

38138

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

5,000

Name

DAVIDSON ACADEMY

Street

1414 OLD HICKORY BLVD

City

NASHVILLE

State

TN

Zip Code

37207

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

5,000

Name

JUNIOR ACHIEVEMENT

Street

120 POWELL PI

City

NASHVILLE

State

TN

Zip Code

37204

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

5,000

LAWRENCE LEWIS FOUNDATION

62-6269000 Page 4 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ANGEL STREET MINISTRIES

Street

PO BOX 93

City

CORDOVA

State

TN

Zip Code

38107

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

5,000

Name

WORLD METHODIST EVANGELISM

Street

3072 HAMILTON ST

City

W LAFAYETTE

State

IN

Zip Code

47906

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE SUPPORT

Amount

10,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions	Short Term CG Distributions	Amount	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation and Adjustments	Not Gain or Loss
1	ALLSTATE CORP	020002101	X				8/24/2018	2/2/2018	14,808	10,245				0
2	APPLE INC	037833100	X				8/24/2018	8/2/2017	1,417	974				0
3	APPLE INC	037833100	X				8/24/2018	1/3/2018	19,238	21,445				0
4	BRANDES INTL S/C EQUITY-A	105262737	X				11/21/2014	2/6/2018	21,580	21,000				0
5	BRANDES INTL S/C EQUITY-A	105262737	X				12/5/2014	2/6/2018	708	664				0
6	BRANDES INTL S/C EQUITY-A	105262737	X				12/4/2015	2/6/2018	349	341				0
7	BRANDES INTL S/C EQUITY-A	105262737	X				12/2/2016	2/6/2018	489	475				0
8	BRANDES INTL S/C EQUITY-A	105262737	X				8/9/2017	2/6/2018	941	1,000				0
9	BRANDES INTL S/C EQUITY-A	105262737	X				12/8/2017	2/6/2018	89,267	98,000				0
10	BRANDES INTL S/C EQUITY-A	105262737	X				8/24/2018	2/6/2018	3,938	4,023				0
11	CELGENE CORP	151020104	X				8/24/2018	2/6/2018	28,831	33,836				0
12	CELGENE CORP	151020104	X				8/24/2018	2/6/2018	28,888	33,836				0
13	COMCAST CORP-CL A	20030N101	X				8/24/2018	2/6/2018	1,599	1,312				0
14	COMCAST CORP-CL A	20030N101	X				8/24/2018	10/13/2017	21,814	19,688				0
15	COMCAST CORP-CL A	20030N101	X				8/24/2018	1/31/2018	18,982	13,125				0
16	COMCAST CORP-CL A	20030N101	X				8/24/2018	2/2/2018	8,258	4,922				0
17	FEDEX CORPORATION	31428X106	X				8/24/2018	1/31/2018	39,988	25,278				0
18	FIDELITY CONTRAFUND	316071109	X				2/10/2017	2/2/2018	4,493	4,213				0
19	FIDELITY CONTRAFUND	316071109	X				2/10/2017	2/2/2018	2,288	2,081				0
20	FIDELITY CONTRAFUND	316071109	X				12/9/2018	6/9/2017	214	188				0
21	FIDELITY CONTRAFUND	316071109	X				12/13/2013	8/3/2017	22,812	17,657				0
22	FIDELITY CONTRAFUND	316071109	X				12/11/2015	8/3/2017	14,889	12,263				0
23	FIDELITY CONTRAFUND	316071109	X				2/5/2016	8/3/2017	2,539	1,888				0
24	FIDELITY CONTRAFUND	316071109	X				12/9/2016	8/3/2017	10,784	9,112				0
25	FIDELITY CONTRAFUND	316071109	X				3/20/2008	8/3/2017	3,188	1,767				0
26	FIDELITY CONTRAFUND	316071109	X				12/8/2017	2/6/2018	18,847	18,021				0
27	FIDELITY CONTRAFUND	316071109	X				3/20/2008	2/6/2018	19,345	9,983				0
28	COMCAST CORP-CL A	20030N101	X				8/24/2018	10/18/2017	7,364	6,562				0
29	HOME DEPOT INC	437078102	X				8/24/2018	8/3/2017	7,739	3,588				0
30	HOME DEPOT INC	437078102	X				8/24/2018	1/31/2018	15,177	10,165				0
31	HOME DEPOT INC	437078102	X				8/24/2018	1/31/2018	5,057	3,388				0
32	MICROSOFT CORP	584618104	X				8/24/2018	8/29/2017	5,843	4,630				0
33	MICROSOFT CORP	584618104	X				8/24/2018	1/31/2018	18,834	11,575				0
34	FRANKLIN MUTUAL GL DISC	828380404	X				1/4/2008	8/9/2017	1,500	1,430				0
35	FRANKLIN MUTUAL GL DISC	828380404	X				1/4/2008	8/3/2017	18,895	17,873				0
36	FRANKLIN MUTUAL GL DISC	828380404	X				8/25/2008	8/3/2017	907	431				0
37	FRANKLIN MUTUAL GL DISC	828380404	X				1/9/2009	8/3/2017	8,848	6,000				0
38	FRANKLIN MUTUAL GL DISC	828380404	X				1/15/2010	8/3/2017	19,319	15,700				0
39	FRANKLIN MUTUAL GL DISC	828380404	X				2/8/2013	8/3/2017	3,892	3,598				0
40	FRANKLIN MUTUAL GL DISC	828380404	X				8/24/2018	8/3/2017	700,345	643,284				0
41	T ROWE PRICE CAPITAL APP	77954M105	X				12/14/2016	6/9/2017	2,000	1,836				0
42	T ROWE PRICE CAPITAL APP	77954M105	X				12/12/2014	2/6/2018	12,592	11,347				0
43	T ROWE PRICE CAPITAL APP	77954M105	X				12/14/2018	2/6/2018	5,212	4,809				0
44	T ROWE PRICE CAPITAL APP	77954M105	X				12/14/2017	2/6/2018	14,410	14,284				0
45	T ROWE PRICE CAPITAL APP	77954M105	X				12/13/2013	2/6/2018	6,077	5,350				0
46	TRAVELERS COMPANIES INC	89417E109	X				8/24/2018	1/31/2018	7,489	5,830				0
47	VISA INC CL A	92826C839	X				8/24/2018	8/25/2017	5,165	4,028				0
48	WELLS FARGO & CO	949748101	X				8/24/2018	1/31/2018	9,300	6,044				0
49	WELLS FARGO & CO	949748101	X				8/24/2018	8/12/2017	12,917	12,140				0
50	WELLS FARGO & CO	949748101	X				8/24/2018	3/6/2018	64,839	60,700				0
Totals									Capital Gains/Losses	Other sales	1,403,854	0	1,210,839	0
									Gross Sales					193,015
									Net Gain or Loss					0

Part I, Line 18 (990-PF) - Taxes

		478	478	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	478	478		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	2,839,325	3,460,388
2	APPLE INC COM		0	89,277	138,419
3	COMCAST CORP COM CL A		0	80,391	83,717
4	WALT DISNEY CO COM		0	38,346	40,176
5	EATON VANCE ATLANTA CAP SMID-CAP-I		0	256,325	292,355
6	FEDEX CORP COM		0	122,177	174,080
7	FIDELITY CONTRAFUND-ADV		0	164,057	311,563
8	HOME DEPOT INC COM		0	54,212	71,296
9	MICROSOFT CORP COM		0	75,240	118,651
10	ORACLE CORP COM		0	45,348	50,325
11	PEPSICO INC COM		0	43,168	43,660
12	T ROWE PRICE CAP APPRECIATION FD		0	127,845	186,458
13	UNION PACIFIC CORP COM		0	38,266	53,772
14	VANGUARD SHORT TERM BD INDEX-INV		0	56,981	55,634
15	VANGUARD 500 INDEX-ADM		0	90,000	128,141
16	VANGUARD INTL EQTY IDX MSCI EMRG M		0	72,763	72,020
17	TEMPLETON GLOBAL BD-ADV		0	61,642	56,434
18	DFA INTL SMALL CO-I		0	121,826	121,482
19	TRAVELERS COS INC COM		0	58,301	69,430
20	VISA INC CL A COM		0	112,819	167,468
21	FEDERATED STRATEGIC VALUE-I		0	177,715	159,941
22	PIMCO INVT GRADE CORP BD-I		0	58,386	55,825
23	JANUS PERKINS SMALL CAP VALUE-I		0	117,322	118,152
24	ALLSTATE CORP COM		0	136,605	189,600
25	AMGEN INC COM		0	75,931	75,011
26	DFA INTL CORE EQUITY-I		0	337,585	350,020
27	OPPENHEIMER DEVELOPING MKT-I		0	149,718	173,579
28	ALPHABET INC CL C		0	77,079	103,179

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL EXCISE TAX REFUND	1	54
2	COST BASIS ADJUSTMENT	2	110
3	Total	3	164

Line 5 - Decreases not included in Part III, Line 2

1	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	1	337,534
2	Total	2	337,534

Long Term CG Distributions	58,693
Short Term CG Distributions	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANK	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	VARIOUS	8,924		
										8,924	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	495
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	495

SCHEDULE B - PART II

ASSET	FMV
ALLSTATE CORP COM	\$ 195,650.00
ALPHABET INC CL C	\$ 93,050.00
AMGEN INC COM	\$ 79,784.40
APPLE INC COM	\$ 141,144.77
CELGENE CORP COM	\$ 81,246.00
COMCAST CORP COM CL A	\$ 155,328.00
WALT DISNEY CO COM	\$ 43,972.00
FEDEX CORP COM	\$ 187,227.00
HOME DEPOT INC COM	\$ 78,540.00
MICROSOFT CORP COM	\$ 114,866.00
FRANKLIN MUTUAL GLOBAL DISCOVERY-Z	\$ 701,802.49
ORACLE CORP COM	\$ 54,923.00
PEPSICO INC COM	\$ 46,644.00
TRAVELERS COS INC COM	\$ 70,449.50
UNION PACIFIC CORP COM	\$ 41,184.00
VISA INC CL A COM	\$ 151,829.00
WELLS FARGO & CO COM NEW	\$ 80,910.00
	\$ 2,318,550.16 TOTAL