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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

▶ 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.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

Name of foundation
ELKIN LEWIS FUND TW

A Employer identification number
23-6214962

Number and street (or P O box number if mail is not delivered to street address) 6325 S RAINBOW BLVD STE 300 | Room/suite

B Telephone number (see instructions)
(800) 352-3705

City or town, state or province, country, and ZIP or foreign postal code
LAS VEGAS, NV 89118

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ 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*) ▶$ 29,048,780

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

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

		Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)					
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B					
	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities		680,362	582,756		
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10		230,167			
	b	Gross sales price for all assets on line 6a	619,116				
	7	Capital gain net income (from Part IV, line 2)			230,167		
	8	Net short-term capital gain				0	
	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)		32,340			
	12	**Total.** Add lines 1 through 11		942,869	812,923		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc		164,780	148,302		16,478
	14	Other employee salaries and wages			0	0	0
	15	Pension plans, employee benefits			0	0	
	16a	Legal fees (attach schedule)					0
	b	Accounting fees (attach schedule)		1,000	0	0	1,000
	c	Other professional fees (attach schedule)					0
	17	Interest					0
	18	Taxes (attach schedule) (see instructions)		13,468			0
	19	Depreciation (attach schedule) and depletion		0	0		
	20	Occupancy					
	21	Travel, conferences, and meetings			0	0	
	22	Printing and publications			0	0	
	23	Other expenses (attach schedule)					
	24	**Total operating and administrative expenses.** Add lines 13 through 23		179,248	148,302	0	17,478
	25	Contributions, gifts, grants paid		1,480,000			1,480,000
	26	**Total expenses and disbursements.** Add lines 24 and 25		1,659,248	148,302	0	1,497,478
	27	Subtract line 26 from line 12					
	a	**Excess of revenue over expenses and disbursements**		-716,379			
	b	**Net investment income** (if negative, enter -0-)			664,621		
	c	**Adjusted net income** (if negative, enter -0-)				0	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	1,793,967	670,580	670,580
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
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 ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	6,152,127		
b	Investments—corporate stock (attach schedule)	3,822,657		
c	Investments—corporate bonds (attach schedule)	2,319,884		
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		12,686,087	28,378,200
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)	14,088,635	13,356,667	29,048,780
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	14,088,635	13,356,667	
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)	14,088,635	13,356,667	
31	**Total liabilities and net assets/fund balances** (see instructions)	14,088,635	13,356,667	

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	14,088,635
2	Enter amount from Part I, line 27a	2	-716,379
3	Other increases not included in line 2 (itemize) ▶	3	164
4	Add lines 1, 2, and 3	4	13,372,420
5	Decreases not included in line 2 (itemize) ▶	5	15,753
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,356,667

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)
1 a	100000 PHILADELPHIA PA HOSP 5 000% 7/01/18		2013-07-11	2018-07-01
b	1100 AMERISOURCEBERGEN CORP		2008-09-04	2018-08-13
c	400 CIGNA CORP		2008-09-04	2018-08-13
d	1000 PPG INDUSTRIES INC		1941-10-01	2018-08-13
e	250000 PHILADELPHIA PA WTR 5 000% 11/01/18		2011-11-09	2018-11-01

	(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	100,000		100,000	
b	90,919		22,611	68,308
c	72,285		15,946	56,339
d	105,912		392	105,520
e	250,000		250,000	

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				
b				68,308
c				56,339
d				105,520
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	230,167
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2017	1,348,797	31,238,498	0 043177
2016	1,614,555	29,059,241	0 055561
2015	1,609,842	30,561,832	0 052675
2014	1,555,790	30,189,520	0 051534
2013	1,499,932	27,656,946	0 054233

2	**Total** of line 1, column (d)	2	0 25718
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 051436
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	30,518,742
5	Multiply line 4 by line 3	5	1,569,762
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,646
7	Add lines 5 and 6	7	1,576,408
8	Enter qualifying distributions from Part XII, line 4	8	1,497,478

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary–see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	13,292
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	13,292
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	13,292
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 26,846		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 8,948		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.		7	35,794
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	0
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	22,502
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 13,292	**Refunded** ▶	11	9,210

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition).	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶

14 The books are in care of ▶WELLS FARGO BANK Telephone no ▶(800) 352-3705

Located at ▶100 NORTH MAIN ST D4001-065 WINSTON SALEM NC ZIP+4 ▶27101

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

		Line	Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ▶			

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

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

		Line	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	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No

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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☑ No
If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

		Line	Yes	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		

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? ☐ Yes ☑ No

		Line	Yes	No
b	If "Yes," did it have excess business holdings in 2018 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 2018).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2018?	4b		No

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

			Yes	No
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	5b		No
	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? ☑ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year? ☐ Yes ☑ No			

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
WELLS FARGO BANK NA 100 N MAIN ST MAC D4001-117 WINSTON SALEM, NC 27101	Trustee 1	164,780		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		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	
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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	29,960,910
b	Average of monthly cash balances.		1b	1,022,584
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	30,983,494
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	30,983,494
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	464,752
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	30,518,742
6	**Minimum investment return.** Enter 5% of line 5.		6	1,525,937

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	1,525,937
2a	Tax on investment income for 2018 from Part VI, line 5.	2a 13,292		
b	Income tax for 2018 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	13,292
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	1,512,645
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	1,512,645
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	1,512,645

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	1,497,478
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,497,478
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,497,478

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7					1,512,645
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2018					
a From 2013.	0				
b From 2014.	73,459				
c From 2015.	99,698				
d From 2016.	168,921				
e From 2017.	0				
f **Total** of lines 3a through e.		342,078			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 1,497,478					
a Applied to 2017, 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 2018 distributable amount.					1,497,478
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2018 *(If an amount appears in column (d), the same amount must be shown in column (a))*		15,167			15,167
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		326,911			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019					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 2013 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		326,911			
10 Analysis of line 9					
a Excess from 2014. . . .	58,292				
b Excess from 2015. . . .	99,698				
c Excess from 2016. . . .	168,921				
d Excess from 2017. . . .	0				
e Excess from 2018. . . .	0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc 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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	680,362	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	230,167	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FEDERAL TAX REFUND			1	32,340	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				942,869	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 942,869

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2019-09-20 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
JOSEPH J CASTRIANO		2019-09-20		P01251603
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP				Firm's EIN ▶13-4008324
Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219				Phone no (412) 355-6000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JEWISH FAM AND CHILD SVC OF PHILA 2100 ARCH STREET 5TH FLOOR PHILADELPHIA, PA 19103	NONE	PC	GENERAL SUPPORT	296,000
THE ATHENAEUM OF PHILADELPHIA 219 SOUTH 6TH STREET PHILADELPHIA, PA 19106	NONE	PC	GENERAL SUPPORT	296,000
INGLIS HOUSE2600 BELMONT AVENUE PHILADELPHIA, PA 19131	NONE	PC	GENERAL SUPPORT	296,000
Total . . . . ▶ **3a**				1,480,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MERCHANTS FUND OF PHILADELPHIA 1528 WALNUT STREET SUITE 1004 PHILADELPHIA, PA 19102	NONE	PF	SUPPORT	296,000
WILLS EYE INSTITUTE 840 WALNUT STREET PHILADELPHIA, PA 191075109	NONE	PC	GENERAL SUPPORT	296,000
Total . . . . ▶ **3a**				1,480,000

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TY 2018 Accounting Fees Schedule

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,000			1,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Expenditure Responsibility Statement

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
The Merchants FD of PA C/O Patricia Blakley	1528 Walnut St Suite 1004 Philadelphia, PA 19102	2018-03-05	66,250	To provide relief for indigent merchants, their widows, and their families	66,250	To the foundations knowledge no funds have been diverted to any activity other than originally made	05/08/2019	2019-05-08	The Foundation has no reason to doubt the accuracy of information supplied therefore, no direct independent verification
The Merchants FD of PA C/O Patricia Blakely	1528 Walnut Str Suite 1004 Philadelphia, PA 19102	2018-05-04	7,750	To provide relief for indigent merchants, their widows, and their families	7,750	To the foundations knowledge no funds have been diverted to any activity other than originally made	05/08/2019	2019-05-08	The Foundation has no reason to doubt the accuracy of information supplied therefore, no direct independent verification
The Merchants FD of PA C/O Patricia Blakley	1528 Walnut Str Suite 1004 Philadelphia, PA 19102	2018-06-05	74,000	To provide relief for indigent merchants, their widows, and their families	74,000	To the foundations knowledge no funds have been diverted to any activity other than originally made	05/08/2019	2019-05-08	The Foundation has no reason to doubt the accuracy of information supplied therefore, no direct independent verification
The Merchants FD of PA C/O Patricia Blakley	1528 Walnut Str Suite 1004 Philadelphia, PA 19102	2018-08-31	74,000	To provide relief for indigent merchants, their widows, and their families	74,000	To the foundations knowledge no funds have been diverted to any activity other than originally made	05/08/2019	2019-05-08	The Foundation has no reason to doubt the accuracy of information supplied therefore, no direct independent verification
The Merchants FD of PA C/O Patricia Blakley	1528 Walnut Str Suite 1004 Philadelphia, PA 19102	2018-11-01	74,000	To provide relief for indigent merchants, their widows, and their families	74,000	To the foundations knowledge no funds have been diverted to any activity other than originally made	05/08/2019	2019-05-08	The Foundation has no reason to doubt the accuracy of information

TY 2018 Investments Corporate Bonds Schedule

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
125509BN8 CIGNA CORP		
427866AR9 HERSHEY COMPANY		
534187BB4 LINCOLN NATIONAL COR		
693506BD8 PPG INDUSTRIES INC		
03073EAG0 AMERISOURCEBERGEN CO		
302491AR6 FMC CORP		
693476BJ1 PNC FUNDING CORP		
20030NBS9 COMCAST CORP		
534187BC2 LINCOLN NATIONAL COR		

TY 2018 Investments Corporate Stock Schedule

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
427866108 THE HERSHEY COMPANY		
534187109 LINCOLN NATL CORP IN		
693475105 PNC FINANCIAL SERVIC		
03073E105 AMERISOURCEBERGEN CO		
125509109 CIGNA CORP		
913903100 UNIVERSAL HEALTH SVC		
879369106 TELEFLEX INC		
03662Q105 ANSYS INC		
009158106 AIR PRODS & CHEMS IN		
228368106 CROWN HLDGS INC		
302491303 FMC CORP COM NEW		
693506107 PPG INDUSTRIES INC		
26884L109 EQT CORPORATION		
69351T106 PPL CORPORATION		
902681105 UGI CORP NEW COM		
20030N101 COMCAST CORP CLASS A		
24906P109 DENTSPLY SIRONA INC		
92532W103 VERSUM MATERIALS INC		

TY 2018 Investments Government Obligations Schedule

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

US Government Securities - End of Year Book Value:

US Government Securities - End of Year Fair Market Value:

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

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TY 2018 Investments - Other Schedule

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
294600101 EQUITRANS MIDSTREAM	AT COST	1,583	215,575
125523100 CIGNA CORP	AT COST	299,774	2,113,810
91335VKJ4 UNIV OF PITTSBURGH	AT COST	348,408	351,145
693476BJ1 PNC FUNDING CORP 5.1	AT COST	555,927	510,565
118565WD8 BUCKS CNTY PA	AT COST	151,086	148,185
571363HP8 MARPLE NEWTOWN PA SC	AT COST	236,288	228,636
187496JJ4 CLINTON CNTY PA	AT COST	24,948	24,792
534187BC2 LINCOLN NATIONAL COR	AT COST	106,947	101,663
916507MS2 UPPER SAINT CLAIR TW	AT COST	102,404	103,250
69351T106 PPL CORPORATION	AT COST	314,436	741,113
228368106 CROWN HLDGS INC	AT COST	159,299	345,031
24906P109 DENTSPLY SIRONA INC	AT COST	164,671	204,655
153300TZ1 CENTRAL DAUPHIN PA	AT COST	178,820	175,565
427866AR9 HERSHEY COMPANY 4.12	AT COST	529,537	510,555
534187BB4 LINCOLN NATIONAL COR	AT COST	153,060	154,853
932432SW8 WALLENPAUPACK PA ARE	AT COST	300,000	310,338
302491AR6 FMC CORP 3.950% 2/01	AT COST	204,873	201,108
70870JBL1 PENNSYLVANIA ST ECON	AT COST	269,698	263,531
009158106 AIR PRODUCTS AND CHE	AT COST	285,274	1,920,600
693475105 PNC FINANCIAL SERVIC	AT COST	1,080,091	2,268,054
902681105 UGI CORP NEW COM	AT COST	251,886	853,600
20281PKN1 CMWLTH FING AUTH PA	AT COST	250,000	248,725
087059ML2 BETHEL PARK PA SCH	AT COST	170,197	174,987
909124VX4 UNIONVILLE-CHADDS FO	AT COST	117,290	114,869
916456HT6 UPPER SAINT CLAIR TW	AT COST	108,664	109,241
084509VE5 BERKS CNTY PA	AT COST	116,727	117,473
02202PAM8 ALTOONA PA WTR AUTH	AT COST	329,694	309,300
6135797E5 MONTGOMERY CNTY PA	AT COST	249,173	244,373
957046KP9 WEST YORK PA AREA SC	AT COST	102,334	104,142
20030N101 COMCAST CORP CLASS A	AT COST	259,531	2,570,775

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
870071EQ6 SWATARA TWP PA	AT COST	232,152	231,994
960895WN6 WESTMORELAND CNTY PA	AT COST	109,708	106,907
70917SZF3 PENNSYLVANIA ST HGR	AT COST	179,131	173,078
708553UT7 PENNSBURY PA SCH DIS	AT COST	148,138	144,365
581442EK2 MCKEESPORT PA MUN AU	AT COST	503,736	510,025
850406CR8 SPRINGETTSBURY TWP	AT COST	208,420	202,706
955819SF5 WEST SHORE PA SCH DI	AT COST	283,550	276,098
01729EKV8 ALLEGHENY CNTY PA HG	AT COST	324,882	327,333
302491303 FMC CORP COM NEW	AT COST	150,084	517,720
879369106 TELEFLEX INC	AT COST	119,268	568,656
26884L109 EQT CORPORATION	AT COST	1,757	254,259
03073E105 AMERISOURCEBERGEN CO	AT COST	207,606	751,440
140868EV8 CARBON CNTY PA HOSP	AT COST	259,898	253,250
563168LA9 MANHEIM PA CENTRL SC	AT COST	28,062	26,867
693506107 PPG INDUSTRIES INC	AT COST	7,443	1,942,370
03662Q105 ANSYS INC	AT COST	171,608	857,640
532343MT4 LIGONIER PA VLY SCH	AT COST	250,000	249,975
856706XF8 STATE COLLEGE PA ARE	AT COST	28,137	28,579
20030NBS9 COMCAST CORP	AT COST	258,323	239,203
165573E28 CHESTER CNTY PA	AT COST	117,605	118,881
91335VKG0 UNIV OF PITTSBURGH	AT COST	254,035	250,848
914805EU6 UNIV OF PITTSBURGH	AT COST	254,038	247,263
534187109 LINCOLN NATL CORP IN	AT COST	153,710	359,170
913903100 UNIVERSAL HEALTH SVC	AT COST	103,210	582,800
693506BD8 PPG INDUSTRIES INC 3	AT COST	252,636	252,130
125509BN8 CIGNA CORP 4.375% 12	AT COST	258,581	254,543
20281PGJ5 CMWLTH FING AUTH PA	AT COST	240,268	247,198
427866108 THE HERSHEY COMPANY	AT COST	52,479	2,553,564
611530AX4 MONROEVILLE PA FIN 5	AT COST	105,002	108,829

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TY 2018 Other Decreases Schedule

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

Description	Amount
AMORTIZATION C/O TAX EXEMPT	13,649
COST BASIS ADJUSTMENT	2,104

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TY 2018 Other Income Schedule

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	32,340	0	

TY 2018 Other Increases Schedule

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

Description	Amount
PY RETURN OF CAPITAL ADJUSTMENT	164

TY 2018 Taxes Schedule

Name: ELKIN LEWIS FUND TW

EIN: 23-6214962

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATES - PRINCIPAL	13,468	0		0