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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](http://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  
The Lewis Foundation

% APERCEN PARTNERS LLC

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

Room/suite

City or town, state or province, country, and ZIP or foreign postal code  
Aspen, CO 81611

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

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 end of year (from Part II, col (c), line 16) ▶ \$ 57,798,647

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis )

A Employer identification number  
41-2063101

B Telephone number (see instructions)  
(650) 804-7100

C If exemption application is pending, check here ▶ ☐

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 ▶ ☐

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)	
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,221,021			
	2 Check ▶ <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	59,711	45,339		
	4 Dividends and interest from securities . . .	744,385	745,221		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	727,586			
	b Gross sales price for all assets on line 6a _____ 17,980,487				
	7 Capital gain net income (from Part IV, line 2) . . .		727,482		
	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) . . . . .		-517			
12 Total. Add lines 1 through 11 . . . . .	5,752,703	1,517,525			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	35,581	15,793	0	15,792
	c Other professional fees (attach schedule) . . . . .	194,101	194,101		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . .	109,922	44,924		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	53,447	120,786		
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	393,051	375,604	0	15,792
	25 Contributions, gifts, grants paid . . . . .	8,796			283,334
	26 Total expenses and disbursements. Add lines 24 and 25	401,847	375,604	0	299,126
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,350,856			
	b Net investment income (if negative, enter -0-)		1,141,921		
c Adjusted net income (if negative, enter -0-) . . .					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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 . . . . .	376,460	273,818	273,818
	2	Savings and temporary cash investments . . . . .	733,151	4,997,820	4,997,820
	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)	0	2,571,001	2,571,001
	b	Investments—corporate stock (attach schedule) . . . . .	19,081,925	17,312,007	17,312,007
	c	Investments—corporate bonds (attach schedule) . . . . .	7,216,035	3,628,026	3,628,026
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	29,500,168	28,640,715	28,640,715
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	122,538	375,260	375,260	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	57,030,277	57,798,647	57,798,647	
Liabilities	17	Accounts payable and accrued expenses . . . . .		3,996	
	18	Grants payable . . . . .	665,655	391,117	
	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	665,655	395,113	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .	56,564,622	57,403,534	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	56,564,622	57,403,534		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	57,230,277	57,798,647		

**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	56,564,622
2	Enter amount from Part I, line 27a . . . . .	2	5,350,856
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	61,915,478
5	Decreases not included in line 2 (itemize) ▶ _____	5	4,511,944
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	57,403,534

**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 )
<b>1 a PUBLICLY TRADED SECURITIES</b>				
<b>b ALTERNATIVE INVESTMENTS</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b> 17,980,487		17,252,901	727,586
<b>b</b> 0		104	-104
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			727,586
<b>b</b>			-104
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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 }	<b>2</b>	727,482
<b>3</b> 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		<b>3</b>	

**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	2,259,650	53,836,192	0 041973
2016	1,803,004	34,782,012	0 051837
2015	1,662,433	11,936,888	0 139269
2014	3,419,660	3,509,498	0 974401
2013	1,399,817	4,868,557	0 287522

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	1 495002
<b>3</b> 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	<b>3</b>	0 299
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	54,834,194
<b>5</b> Multiply line 4 by line 3	<b>5</b>	16,395,424
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	11,419
<b>7</b> Add lines 5 and 6	<b>7</b>	16,406,843
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	564,514

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	22,838
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	22,838
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	22,838
<b>6</b>	Credits/Payments		
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	68,664
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	68,664
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	45,826
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> 45,826 <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ _____ (2) On foundation managers  \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____		
<b>2</b> 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	<b>2</b>	No
<b>3</b> 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	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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 . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) CO _____		
<b>b</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 .	<b>8b</b>	Yes
<b>9</b> 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 . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	<b>10</b>	No

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

<b>11</b>	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. . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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. . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► _____	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>APERCEN PARTNERS LLC</u> Telephone no ► <u>(650) 804-7100</u>			

Located at ► 314 LYTTON AVENUE SUITE 200 Palo Alto CA ZIP+4 ► 94301

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . .	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	► <b>15</b>		
<b>16</b>	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? . . . . .	<b>16</b>	<b>Yes</b>	<b>No</b>
	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.**

		<b>Yes</b>	<b>No</b>
<b>1a</b>	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? <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 type="checkbox"/> Yes <input checked="" 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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . .	<b>1b</b>	
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>		
<b>c</b>	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? . . . . .	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
<b>3a</b>	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>b</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). . . . .	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

<b>5a</b>	During the year did the foundation pay or incur any amount to		<b>Yes</b>	<b>No</b>
(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 checked="" type="checkbox"/> Yes <input 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>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.		<b>5b</b>	<b>No</b>
	Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>			
<b>c</b>	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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
<b>6a</b>	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>6b</b>	<b>No</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	If "Yes" to 6b, file Form 8870			
<b>7a</b>	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>7b</b>	<b>No</b>
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
<b>8</b>	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
Adam J Lewis 201 West Hallam Street Aspen, CO 81611	President 2 0	0	0	0
Melony M Lewis 201 West Hallam Street Aspen, CO 81611	Vice President 2 0	0	0	0

**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

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

**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
Summit Rock Advisors LP 9 West 57th Street 12th Floor NEW YORK, NY 10019	Investment mgmt	145,646
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> FINANCING FOR 8 DOCUMENTARY FILMS THROUGH IMPACT PARTNERS FILM SERVICES LLC THAT RAISE AWARENESS OF SOCIAL ISSUES IN FUTHERANCE OF THE FOUNDATION'S EXEMPT PURPOSES	265,388
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	

265,388

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	25,064,290
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	1,764,227
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	28,840,715
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	55,669,232
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	55,669,232
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	835,038
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	54,834,194
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	2,741,710

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	2,741,710
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	22,838
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	22,838
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	2,718,872
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	12,666
<b>5</b>	Add lines 3 and 4.	<b>5</b>	2,731,538
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	2,731,538

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	299,126
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	265,388
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	564,514
<b>5</b>	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.	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	564,514

**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
<b>1</b> Distributable amount for 2018 from Part XI, line 7				2,731,538
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .			0	
<b>b</b> Total for prior years 2016, 2015, 2014		0		
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .	791,761			
<b>b</b> From 2014. . . . .	3,268,111			
<b>c</b> From 2015. . . . .	1,272,460			
<b>d</b> From 2016. . . . .	596,321			
<b>e</b> From 2017. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	5,928,653			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 564,514				
<b>a</b> Applied to 2017, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2018 distributable amount. . . . .				564,514
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )	2,167,024			2,167,024
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,761,629			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .	3,761,629			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .	1,892,848			
<b>b</b> Excess from 2015. . . . .	1,272,460			
<b>c</b> Excess from 2016. . . . .	596,321			
<b>d</b> Excess from 2017. . . . .				
<b>e</b> Excess from 2018. . . . .				

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

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

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> 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) ) ADAM J LEWIS	
<b>b</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	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input checked="" type="checkbox"/> 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.	
<b>a</b> The name, address, and telephone number or email address of the person to whom applications should be addressed	
<b>b</b> The form in which applications should be submitted and information and materials they should include	
<b>c</b> Any submission deadlines	
<b>d</b> 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
<b>a</b> <i>Paid during the year</i> American Civil Liberties Union Foundation Inc 125 Broad Street 18th Floor New York, NY 10004		PC	Centennial Campaign	200,000
The Sapling Foundation 330 Hudson Street 11th Floor New York, NY 10013		PC	Ted Fellows program	83,334
<b>Total . . . . .</b>			<b>▶ 3a</b>	
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

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

- |  |  |              |            |           |
|--|--|--------------|------------|-----------|
| <b>1</b> 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?   |  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of   |  |              |            |           |
| <b>(1)</b> Cash.   |  | <b>1a(1)</b> |            | <b>No</b> |
| <b>(2)</b> Other assets.   |  | <b>1a(2)</b> |            | <b>No</b> |
| <b>b</b> Other transactions  |  |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization.   |  | <b>1b(1)</b> |            | <b>No</b> |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization.   |  | <b>1b(2)</b> |            | <b>No</b> |
| <b>(3)</b> Rental of facilities, equipment, or other assets.   |  | <b>1b(3)</b> |            | <b>No</b> |
| <b>(4)</b> Reimbursement arrangements.   |  | <b>1b(4)</b> |            | <b>No</b> |
| <b>(5)</b> Loans or loan guarantees.   |  | <b>1b(5)</b> |            | <b>No</b> |
| <b>(6)</b> Performance of services or membership or fundraising solicitations.   |  | <b>1b(6)</b> |            | <b>No</b> |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.   |  | <b>1c</b>    |            | <b>No</b> |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received |  |              |            |           |

[illegible]

- 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

<b>Sign Here</b>	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.		
	*****	2019-11-06	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	TOM M VAN LOBEN SELS		2019-11-06		P00447955
	Firm's name ▶ APERCEN PARTNERS LLC				Firm's EIN ▶
	Firm's address ▶ 314 LYTTON AVENUE SUITE 200 PALO ALTO, CA 94301				Phone no (650) 804-7100

**TY 2018 Accounting Fees Schedule****Name:** The Lewis Foundation**EIN:** 41-2063101

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	35,581	15,793		15,792

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

## **TY 2018 Depreciation Schedule**

**Name:** The Lewis Foundation

**EIN:** 41-2063101

**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:** The Lewis Foundation

**EIN:** 41-2063101

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
Watched Film LLC	1920 S Morgan Street Chicago, IL 60608	2017-05-09	6,667	Impact Partners film "The Feeling of Being Watched" - Awareness about Islamophobia	6,667	NO	03/11/2018, 03/01/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Copper Queen Movie Co LLC	27 West 20th Street 10006 New York, NY 10011	2017-06-09	13,636	Impact Partners film "Bisbee '17" - Awareness of the Bisbee deportation of 1917	13,636	NO	03/23/2018, 03/18/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Aletheia Films LLC	435 Hudson Street 6th Floor New York, NY 10014	2017-10-04	13,333	Impact Partners film "The Fourth Estate" - awareness about role of journalism in current media age	13,333	NO	03/29/2018, 03/22/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Divided Films LLC	42 Broadway Suite 1630 New York, NY 10004	2017-09-13	17,924	Impact Partners film "The Blue Wall" - Corruption and racism in Chicago criminal justice system	16,338	NO	03/23/2018, 04/19/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Basis Berlin Filmproduktion GmbH	Rudolfstr 1-8 Berlin 10245 GM	2017-07-10	3,571	Impact Partners film "Of Fathers and Sons" - awareness about religious fundamentalism	3,571	NO	03/22/2018, 05/01/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Third Party Films LLC	506 Greene Avenue Apt 1 Brooklyn, NY 11216	2017-12-01	13,158	Impact Partners film "Our New President" - Awareness of corruption in the Russian media	11,842	NO	03/22/2018, 10/11/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Lunar Pictures Ltd	Famaght Westport, County Mayo EI	2017-07-20	18,421	Impact Partners film "Shooting the Mafia" - Awareness of mafia violence and sexism in Sicily	16,587	NO	03/10/2018, 03/11/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Brody Documentary LLC	1000 Brass Street Austin, TX 78702	2017-08-30	13,462	Impact Partners film "Untitled Project" - awareness about complexities of charitable giving	8,077	NO	03/22/2018, 03/26/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Fly Movie LLC	181 N 11th Street Suite 405 Brooklyn, NY 11211	2017-09-01	20,917	Impact Partners film "FLY" - Awareness about the risks and benefits of extreme sports	0	NO	03/25/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Erwin Films LLC	26 Broadway Suite 1301 New York, NY 10004	2018-03-27	10,000	Impact Partners film "Divide and Conquer The Story of Roger Ailes" - Awareness of sexual harassment	10,000	NO	03/19/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made



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
Ride or Die LLC	389 2nd Street Apt 2 Brooklyn, NY 11218	2018-06-11	9,176	Impact Partners film "Jacinta" - Awareness about trauma, addiction and incarceration	4,588	NO	03/31/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Chicken & Egg Pictures	39 Mesa Street Suite 209 San Francisco, CA 94129	2018-06-11	9,836	Impact Partners film "Love & Stuff" - Awareness about adoption and being a single parent	4,918	NO	04/04/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Leroy & Morton Productions LLC	435 Hudson Street 6th Floor New York, NY 10014	2018-06-28	20,000	Impact Partners film "Untitled Biosphere 2 Project" - Awareness about environmental issues	17,307	NO	03/20/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
The Television Event LLC	8 The Green Suite A Dover, DE 19901	2018-10-25	6,462	Impact Partners film "The Television Event" - Awareness about the role of TV in the nuclear arms race	6,462	NO	04/03/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
Third Party Films LLC	506 Greene Avenue Apt 1 Brooklyn, NY 11216	2018-10-02	3,573	Impact Partners film "Our New President" (P&A Invest) - Awareness of corruption in the Russian media	2,848	NO	10/11/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made
The Jane Doe Project	2711 Angus Street Los Angeles, CA 90039	2018-04-13	200,000	Impact Partners film "Toxic Labor" - Awareness about sexual assault in Hollywood	100,000	NO	10/10/2019		The grantor has no reason to doubt the accuracy or reliability of the report from the grantee and therefore no independent verification of the report was made

**TY 2018 Investments Corporate Bonds Schedule****Name:** The Lewis Foundation**EIN:** 41-2063101**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
AB TAXABLE MULTI SECTOR INCOME	1,659,350	1,659,350
ISHARES TRUST ISHARES MBS ETF	1,968,676	1,968,676

**TY 2018 Investments Corporate Stock Schedule****Name:** The Lewis Foundation**EIN:** 41-2063101**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
SEE ATTACHMENT	17,312,007	17,312,007

**TY 2018 Investments Government Obligations Schedule****Name:** The Lewis Foundation**EIN:** 41-2063101**US Government Securities - End  
of Year Book Value:**

2,571,001

**US Government Securities - End  
of Year Fair Market Value:**

2,571,001

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

**TY 2018 Investments - Other Schedule****Name:** The Lewis Foundation**EIN:** 41-2063101**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SUMMIT ROCK DIVERSIFIED STRAT	FMV	5,097,104	5,097,104
SUMMIT ROCK HEDGED EQUITY	FMV	4,936,317	4,936,317
SUMMIT ROCK SELECT EQUITY	FMV	12,623,559	12,623,559
SUMMIT ROCK STRAT FIXED INC	FMV	5,093,289	5,093,289
SAFER KIDS INC	FMV	100,000	100,000
SRA PRIVATE EQUITY PORT III	FMV	772,757	772,757
ACCRUED INTEREST	AT COST	17,689	17,689

## TY 2018 Other Assets Schedule

**Name:** The Lewis Foundation

**EIN:** 41-2063101

### Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
IMPACT PARTNERS FILMS - PRI	122,538	375,260	375,260

**TY 2018 Other Decreases Schedule**

**Name:** The Lewis Foundation

**EIN:** 41-2063101

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	4,511,944

**TY 2018 Other Expenses Schedule****Name:** The Lewis Foundation**EIN:** 41-2063101**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ALTERNATIVE INVESTMENT EXPENSE		67,339		
OTHER INVESTMENT EXPENSE	18,447	18,447		
PRI FILM MANAGEMENT FEE	35,000	35,000		



## TY 2018 Other Income Schedule

**Name:** The Lewis Foundation

**EIN:** 41-2063101

### Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ALTERNATIVE INVESTMENTS		-517	

**TY 2018 Other Professional Fees Schedule****Name:** The Lewis Foundation**EIN:** 41-2063101

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT MANAGEMENT FEES	194,101	194,101		

**TY 2018 Taxes Schedule****Name:** The Lewis Foundation**EIN:** 41-2063101

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	65,000			
FOREIGN TAX	44,922	44,924		

<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	<b>Schedule of Contributors</b>  ▶ <b>Attach to Form 990, 990-EZ, or 990-PF</b> ▶ <b>Go to <u>www.irs.gov/Form990</u> for the latest information</b>	OMB No 1545-0047  <b>2018</b>
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<b>Name of the organization</b> The Lewis Foundation	<b>Employer identification number</b> 41-2063101
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**Organization type** (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 other 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<sup>1</sup> 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> The Lewis Foundation	<b>Employer identification number</b> 41-2063101
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**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	Adam J Lewis Charitable Lead Trust 201 West Hallam Street Aspen, CO 81611	\$ 4,221,021	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Employer identification number

41-2063101

Part II	Noncash Property
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[illegible]

<b>Name of organization</b> The Lewis Foundation	<b>Employer identification number</b> 41-2063101
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<b>Part III</b>	<b>Exclusively</b> 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 <b>exclusively</b> religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(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
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

**The Lewis Foundation**  
**FEIN: 41-2063101**  
**2018 Form 990-PF**  
**Attachment 7: Part II - Corporate Stock**

<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
58.COM INC	2,494	2,494
AB CORPORATE INCOME SHARES	499,615	499,615
ABB LTD	8,364	8,364
ABBOTT LABORATORIES	87,447	87,447
ABBVIE INC	38,628	38,628
ABIOMED INC	45,831	45,831
ACCENTURE PLC	169,494	169,494
ADECCO GROUP SA	18,095	18,095
ADIDAS AG	17,529	17,529
ADOBE INC	30,090	30,090
ADR ERSTE GROUP BANK AG	4,066	4,066
ADVANCED MICRO DEVICES INC	5,760	5,760
AECOM	1,325	1,325
AEGON NV	43,217	43,217
AFLAC INC	17,496	17,496
AGILENT TECHNOLOGIES INC	5,734	5,734
AGNC INVESTMENT CORP	24,749	24,749
AGNICO EAGLE MINES LTD	21,250	21,250
AIA GROUP LTD	27,751	27,751
AIR LEASE CORP	43,412	43,412
ALEXION PHARMACEUTICALS INC	4,771	4,771
ALFA LAVAL AB	9,138	9,138
ALIBABA GROUP HOLDING	24,261	24,261
ALIGN TECHNOLOGY INC	2,094	2,094
ALKERMES PLC	1,623	1,623
ALLIANZ SE	13,494	13,494
ALLSTATE CORP	49,743	49,743
ALLY FINANCIAL INC	66,303	66,303
ALNYLAM PHARMA INC	1,677	1,677
ALPHABET INC	192,942	192,942
AMADEUS IT GROUP SA	9,942	9,942
AMAZON.COM INC	172,726	172,726
AMBEV SA	4,645	4,645
AMC NETWORKS INC	28,044	28,044
AMCOR LTD	9,485	9,485
AMER MOVIL SA	2,166	2,166
AMERCO	17,718	17,718
AMERICAN EAGLE OUTFITTERS INC	18,750	18,750
AMERICAN EXPRESS CO	12,678	12,678
AMERICAN INTL GROUP	1,064	1,064
AMERICAN NATIONAL INSURANCE CO	128,512	128,512
AMERICAN TOWER CORP	30,531	30,531
AMERICAN WATER WORKS	107,381	107,381



**The Lewis Foundation**  
**FEIN: 41-2063101**  
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**Attachment 7: Part II - Corporate Stock**

<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
AMERIPRISE FINANCIAL INC	1,461	1,461
AMETEK INC	2,573	2,573
AMGEN INC	49,058	49,058
ANHEUSER BUSCH INBEV SA	5,331	5,331
ANNALY CAPITAL MGMT INC	32,199	32,199
ANTHEM INC	162,831	162,831
AON PLC	28,781	28,781
APERGY CORP	325	325
APPLE INC	266,738	266,738
APPLIED MATERIALS INC	9,593	9,593
APTARGROUP INC	2,446	2,446
AQUA AMERICA INC	18,428	18,428
ARCONIC INC	2,984	2,984
ARISTA NETWORKS INC	3,371	3,371
ARROW ELECTRONICS INC	32,613	32,613
ARTISAN PARTNERS ASSET MANAG	7,628	7,628
ASE TECHNOLOGY HOLDING CO LTD	10,298	10,298
ASHTeAD GROUP PLC	1,426	1,426
ASML HOLDING	13,383	13,383
ASSA ABLOY AB	15,061	15,061
ASSURED GUARANTY LTD	76,522	76,522
AT&T INC	64,614	64,614
ATHENE HOLDING LTD	4,939	4,939
ATMOS ENERGY CORP	58,414	58,414
ATOS ORIGIN SA	2,846	2,846
AU OPTRONICS CORP	81,791	81,791
AUSTRALIA & NZ BKG GROUP	13,708	13,708
AUTODESK INC	8,360	8,360
AUTOMATIC DATA PROCESSING INC	8,129	8,129
AUTONATION INC	6,033	6,033
AUTOZONE INC	25,150	25,150
AVALONBAY COMMUNITIES INC	13,228	13,228
AVANOS MEDICAL INC	2,195	2,195
AVERY DENNISON CORP	6,378	6,378
AVIVA PLC	12,121	12,121
AVNET INC	4,946	4,946
AXA	52,148	52,148
BAIDU INC	7,454	7,454
BAKER HUGHES	13,309	13,309
BAKER HUGHES A GE CO	17,695	17,695
BANCO BRADESCO	10,879	10,879
BANCO DE CHILE	12,098	12,098
BANCO DO BRASIL SA	28,775	28,775

**The Lewis Foundation**  
**FEIN: 41-2063101**  
**2018 Form 990-PF**  
**Attachment 7: Part II - Corporate Stock**

<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
BANCO SANTANDER BRASIL	11,775	11,775
BANCO SANTANDER CHILE	6,159	6,159
BANCO SANTANDER SA	80,420	80,420
BANK OF AMERICA CORP	19,687	19,687
BANK OF CHINA	149,927	149,927
BANK OF MONTREAL	57,704	57,704
BANK OF NEW YORK MELLON CORP	8,378	8,378
BAXTER INTERNATIONAL INC	7,372	7,372
BB SEGURIDADE PARTI	1,735	1,735
BB&T CORPORATION	5,718	5,718
BCE INC	40,044	40,044
BECTON DICKINSON & CO	3,605	3,605
BED BATH & BEYOND INC	33,337	33,337
BEST BUY CO	38,713	38,713
BIG LOTS INC	23,975	23,975
BIOGEN INC	68,008	68,008
BIO-RAD LABORATORIES INC	6,502	6,502
BIO-TECHNE CORP	12,735	12,735
BLACKBERRY LTD	995	995
BNP PARIBAS SA	32,503	32,503
BOC HONG KONG HLDGS LTD	2,144	2,144
BOOKING HOLDINGS INC	13,779	13,779
BOOZ ALLEN HAMILTON HLDG CORP	42,727	42,727
BOSTON BEER CO INC	41,665	41,665
BOSTON PROPERTIES INC	1,688	1,688
BOSTON SCIENTIFIC CORP	5,372	5,372
BRAMBLES LTD	16,567	16,567
BRASIL DISTR PAO ACU	1,952	1,952
BRIDGESTONE CORP	11,284	11,284
BRINKER INTERNATIONAL INC	26,212	26,212
BRITISH LD CO PLC	35,084	35,084
BROWN & BROWN INC	4,685	4,685
BRUKER CORP	10,122	10,122
BT GROUP PLC	9,348	9,348
BUNGE LTD	1,389	1,389
BURLINGTON STORES INC	5,693	5,693
BYD CO LTD	5,204	5,204
CAE INC	4,312	4,312
CAMPBELL SOUP CO	5,608	5,608
CANADIAN IMPERIAL BANK OF COMMERCE	153,627	153,627
CANON INC	60,555	60,555
CANSURROUND	200,000	200,000
CAPITAL ONE FINANCIAL CORP	15,042	15,042

**The Lewis Foundation**  
**FEIN: 41-2063101**  
**2018 Form 990-PF**  
**Attachment 7: Part II - Corporate Stock**

<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CARDINAL HEALTH INC	6,422	6,422
CARNIVAL PLC	76,506	76,506
CARREFOUR SA	7,835	7,835
CASEYS GENERAL STORES INC	2,050	2,050
CATERPILLAR INC	16,138	16,138
CBRE GROUP INC	21,742	21,742
CDW CORP/DE	3,647	3,647
CELGENE CORP	10,190	10,190
CEMIG SA	41,246	41,246
CENTENE CORP	4,381	4,381
CENTURYLINK INC	4,636	4,636
CGI GROUP INC	47,239	47,239
CH ROBINSON WORLDWIDE INC	9,418	9,418
CHEESECAKE FACTORY INC	5,830	5,830
CHINA CONSTRUCTION BANK	180,359	180,359
CHINA LIFE INS CO	12,368	12,368
CHINA MOBILE LTD	80,160	80,160
CHINA TELECOM CORP LTD	190,136	190,136
CHINA UNICOM HONG KONG LTD	15,649	15,649
CHUBB LTD	7,105	7,105
CHUNGHWA TELECOM CO LTD	27,415	27,415
CIA CERVECERIAS UNIDAS SA	80,189	80,189
CIA PARANAENSE ENER	98,423	98,423
CIELO SA	845	845
CIENA CORP	46,152	46,152
CIGNA CORP	81,101	81,101
CINTAS CORP	4,704	4,704
CISCO SYSTEMS INC	120,588	120,588
CITIGROUP INC	19,887	19,887
CME GROUP INC	8,089	8,089
CNH INDUSTRIAL NV	8,013	8,013
CO DE MINAS BUENAVENTURA SA	1,898	1,898
COCA COLA CO	41,952	41,952
COCA-COLA FEMSA SA	5,415	5,415
COGNIZANT TECHNOLOGY SOLUTIONS CORP	2,539	2,539
COLOPLAST AS	21,553	21,553
COMCAST CORP	48,010	48,010
COMMERZBANK AG	506	506
COMMONWEALTH BK OF AUSTRALIA	29,977	29,977
COMPAGNIE DE SAINT	12,752	12,752
COMPASS GROUP PLC	34,820	34,820
COMPASS MINERALS INTERNATIONAL INC	3,877	3,877
CONAGRA BRANDS INC	4,016	4,016

**The Lewis Foundation**  
**FEIN: 41-2063101**  
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**Attachment 7: Part II - Corporate Stock**

<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
COPART INC	4,061	4,061
CORE LABORATORIES NV	3,162	3,162
CORECIVIC INC	14,852	14,852
COSTAR GROUP INC	5,735	5,735
COSTCO WHOLESALE CORP	10,389	10,389
CRACKER BARREL OLD COUNTRY STORE	38,207	38,207
CREDICORP LTD	14,630	14,630
CREDIT ACCEP CORP MICH	4,581	4,581
CREDIT SUSSIE GROUP	10,284	10,284
CROWN CASTLE INTL CORP	11,841	11,841
CSL LTD	55,522	55,522
CTRIPO COM INTL	4,167	4,167
CUBESMART	23,813	23,813
CURTISS-WRIGHT CORPORATION	2,145	2,145
CVS HEALTH CORP	49,664	49,664
D R HORTON INC	3,743	3,743
DAIMLER AG	72,242	72,242
DAITO TR CONS	4,518	4,518
DAIWA HOUSE IND CO LTD	20,384	20,384
DASSAULT SYSTEMS	16,782	16,782
DBS GROUP HOLDINGS LTD	17,989	17,989
DECKERS OUTDOOR CORP	80,609	80,609
DEERE & CO	8,503	8,503
DEUTSCHE BANK AG	2,763	2,763
DEUTSCHE LUFTHANSA AG	10,396	10,396
DEUTSCHE POST AG	15,004	15,004
DEUTSCHE TELEKOM AG	21,768	21,768
DIAGEO PLC	153,286	153,286
DICKS SPORTING GOODS INC	5,242	5,242
DISCOVERY COMMUNICATNS	623	623
DISNEY (THE WALT) COMPANY	50,768	50,768
DNB ASA	65,747	65,747
DOLLAR GENERAL CORP	22,913	22,913
DOLLAR TREE INC	3,071	3,071
DOMINOS PIZZA INC	23,311	23,311
DOVER CORP	1,135	1,135
DRIL-QUIP INC	390	390
DUKE REALTY CORP	5,051	5,051
DUN & BRADSTREET CORP	2,284	2,284
DXC TECHNOLOGY CO	4,626	4,626
DYCOM INDUSTRIES INC	1,675	1,675
EAST JAPAN RAILWAY	64,627	64,627
EBAY INC	1,825	1,825

**The Lewis Foundation**  
**FEIN: 41-2063101**  
**2018 Form 990-PF**  
**Attachment 7: Part II - Corporate Stock**

<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
EDWARDS LIFESCIENCES CORP	3,217	3,217
ELECTROLUX AB	3,474	3,474
EMBOTELLADORA ANDINA SA	1,963	1,963
EMBRAER SA	5,798	5,798
ENCOMPASS HEALTH CORPORATION	56,517	56,517
ENSCO PLC	10,875	10,875
EQUIFAX INC	1,583	1,583
EQUITY COMMONWEALTH	49,937	49,937
ERIE INDEMNITY CO	31,728	31,728
ESSILOR INTERNATIONAL	10,358	10,358
ESSITY AKTIEBOLAG PUBL	1,494	1,494
EVERCORE INC	9,088	9,088
EXPEDITORS INTERNATIONAL WASH INC	36,836	36,836
EXPERIAN PLC	25,121	25,121
EXTRA SPACE STORAGE INC	16,105	16,105
F5 NETWORKS INC	36,780	36,780
FACEBOOK INC	67,512	67,512
FANUC CORPORATION	6,024	6,024
FAST RETAILING CO LTD	4,587	4,587
FASTENAL CO	14,379	14,379
FEDERATED INVESTORS INC	22,568	22,568
FEDEX CORP	23,392	23,392
FERGUSON PLC	12,077	12,077
FERRARI NV	4,773	4,773
FIAT CHRYSLER AUTOMOBILES NV	77,086	77,086
FLOWERS FOODS INC	57,350	57,350
FLUOR CORP	3,510	3,510
FNF GROUP	9,086	9,086
FOMENTO ECONOMICO MEXICANO SA	10,842	10,842
FORD MOTOR CO	12,248	12,248
FORTESCUE METALS	20,539	20,539
FORTIVE CORP	4,127	4,127
FRONTIER COMMUNICATIONS CORP	95	95
FTI CONSULTING INC	40,984	40,984
FUJIFILM HOLDINGS CORP	17,648	17,648
GALLAGHER (ARTHUR J)	1,548	1,548
GAMESTOP CORP	13,301	13,301
GAP (THE) INC	12,416	12,416
GATX CORP	16,782	16,782
GEELY AUTOMOBILE	3,401	3,401
GEMALTO NV	1,904	1,904
GENERAL ELECTRIC CO	14,368	14,368
GENERAL MOTORS CO	40,240	40,240

**The Lewis Foundation**  
**FEIN: 41-2063101**  
**2018 Form 990-PF**  
**Attachment 7: Part II - Corporate Stock**

<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
GILEAD SCIENCES INC	45,725	45,725
GOLD FIELDS LTD	2,429	2,429
GOLDCORP INC	1,519	1,519
GOLDMAN SACHS GROUP INC	4,677	4,677
GRUPO AEROPORTUARIO DEL	897	897
GRUPO AEROPORTUARIO SURESTE	2,711	2,711
GRUPO AVAL ACCIONES Y VALORE	46,640	46,640
GRUPO FINANCIERO BANORTE	12,786	12,786
H&R BLOCK INC	28,973	28,973
HARRIS CORP	10,503	10,503
HARTFORD FINANCIAL SERVCS GROUP INC	2,934	2,934
HASBRO INC	6,094	6,094
HCA HEALTHCARE INC	105,036	105,036
HCP INC	4,860	4,860
HD SUPPLY HOLDINGS INC	1,651	1,651
HEICO CORP	8,523	8,523
HEINEKEN NV	1,319	1,319
HELMERICH & PAYNE INC	1,342	1,342
HENNES & MAURITZ AB	4,247	4,247
HENRY SCHEIN INC	1,884	1,884
HERBALIFE NUTRITION LTD	60,542	60,542
HERSHEY CO/THE	55,412	55,412
HEWLETT PACKARD ENTERPRISE	46,922	46,922
HEXAGON AB-	5,663	5,663
HITACHI LTD	150,884	150,884
HOLOGIC INC	1,932	1,932
HOME DEPOT INC	58,935	58,935
HONDA MOTOR CO LTD	189,356	189,356
HONG KONG EXCHANGES	7,995	7,995
HOSPITALITY PROPERTIES TRUST	1,457	1,457
HOST HOTELS & RESORTS INC	14,236	14,236
HOYA CORP	15,578	15,578
HUMANA INC	73,912	73,912
IAC/INTERACTIVECORP	21,782	21,782
IBM CORP	20,574	20,574
ICICI BANK LTD	12,801	12,801
IDEXX LABORATORIES INC	23,810	23,810
IHS MARKIT LTD	11,273	11,273
ILLINOIS TOOL WORKS INC	11,022	11,022
INCYTE CORP	1,208	1,208
INDITEX	11,109	11,109
INDUSTRIAL COML BK CHINA	126,151	126,151
INFINEON TECHNOLOGIES AG	9,533	9,533

**The Lewis Foundation**  
**FEIN: 41-2063101**  
**2018 Form 990-PF**  
**Attachment 7: Part II - Corporate Stock**

<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
INFOSYS LIMITED	101,150	101,150
ING GROEP NV	4,211	4,211
INGERSOLL-RAND CO PLC	2,646	2,646
INTEL CORP	152,711	152,711
INTERNATIONAL SPEEDWAY CORP	1,447	1,447
INTERPUBLIC GROUP COMPANIES INC	1,650	1,650
INTUIT INC	101,574	101,574
INTUITIVE SURGICAL INC	30,651	30,651
IQVIA HOLDINGS INC	20,214	20,214
IRON MOUNTAIN INC	1,912	1,912
ITAU UNIBANCO HOLDING SA	9,414	9,414
ITT INC	2,220	2,220
ITV PLC	1,211	1,211
J SAINSBURY PLC	57,912	57,912
JACK HENRY & ASSOC INC	2,657	2,657
JACK IN THE BOX INC	9,160	9,160
JACOBS ENGINEERING INC	28,587	28,587
JD.COM INC	4,479	4,479
JONES LANG LASALLE INC	68,364	68,364
JP MORGAN CHASE & CO	31,141	31,141
JULIUS BAER GROUP LTD	177	177
KASIKORNBANK PCL	67,556	67,556
KB FINL GROUP INC	5,877	5,877
KBR INC	31,210	31,210
KDDI CORP	20,216	20,216
KELLOGG CO	15,051	15,051
KEURIG DR PEPPER INC	26,973	26,973
KEYCORP	1,522	1,522
KINGFISHER PLC	26,742	26,742
KINROSS GOLD CORP	6,937	6,937
KOHL'S CORPORATION	49,821	49,821
KOMATSU LTD	11,933	11,933
KONE OYJ	4,585	4,585
KONINKLIJKE AHOLD NV	104,275	104,275
KROGER CO	55,441	55,441
KT CORP	24,857	24,857
KUBOTA CORP	5,988	5,988
KYOCERA CORP	5,382	5,382
L-3 COMMUNICATIONS CORP	6,078	6,078
LAMB WESTON HLDGS INC	54,802	54,802
LANCASTER COLONY CORP	35,372	35,372
LANDSTAR SYSTEM INC	3,444	3,444
LEIDOS HOLDINGS INC	4,639	4,639

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<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
LENNOX INTERNATIONAL INC	28,670	28,670
LG DISPLAY CO	4,578	4,578
LIFE STORAGE INC	6,230	6,230
LOEWS CORP	17,798	17,798
LPL FINANCIAL HOLDINGS INC	24,249	24,249
LULULEMON ATHLETICA INC	24,565	24,565
MACYS INC	49,881	49,881
MAGNA INTERNATIONAL INC	18,089	18,089
MAKITA CORP	5,980	5,980
MANPOWERGROUP INC	33,761	33,761
MARINE HARVEST ASA	50,157	50,157
MARKETAXESS HOLDINGS INC	6,973	6,973
MARKS & SPENCER GROUP PLC	8,858	8,858
MARSH & MCLENNAN COS INC	9,969	9,969
MASTERCARD INC	210,156	210,156
MATCH GROUP INC	16,039	16,039
MATTEL INC	659	659
MAXIMUS INC	30,397	30,397
MCCORMICK & CO INC	20,190	20,190
MCDERMOTT INTL INC	811	811
MCDONALDS CORP	45,636	45,636
MCKESSON CORP	3,425	3,425
MEDICAL PROPERTIES TRUST INC	95,821	95,821
MEDNAX INC	5,412	5,412
MEDTRONIC PLC	19,374	19,374
METLIFE INC	3,572	3,572
METTLER-TOLEDO INTERNATIONAL INC	10,746	10,746
MICHAELS COS INC	3,223	3,223
MICHELIN CGDE	42,434	42,434
MICRON TECHNOLOGY INC	89,828	89,828
MICROSOFT CORP	339,345	339,345
MIDDLEBY CORP	2,055	2,055
MITSUBISHI ELEC CORP	12,600	12,600
MITSUBISHI ESTATE CO LTD	9,321	9,321
MITSUBISHI UFJ FINL GROUP	1,003	1,003
MIZUHO FINL GROUP INC	74,565	74,565
MONDELEZ INTERNATIONAL INC	17,373	17,373
MONSTER BEVERAGE CORP	6,005	6,005
MOODYS CORP	5,181	5,181
MOTOROLA SOLUTIONS INC	42,450	42,450
MS&AD INSURANCE GROUP	7,483	7,483
MTN GROUP LTD	4,050	4,050
MUENCHENER RUECK	13,547	13,547



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<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
MURATA MANUFACTURING CO LTD	1,886	1,886
NASPERS	16,259	16,259
NATIONAL AUSTRALIA BANK LTD	17,918	17,918
NATIONAL GRID PLC	17,033	17,033
NATIONAL OILWELL VARCO INC	5,911	5,911
NAVIENT CORP	6,643	6,643
NEDBANK GROUP LTD	22,817	22,817
NETAPP INC	33,356	33,356
NETEASE INC	4,707	4,707
NETFLIX INC	20,878	20,878
NEW JERSEY RESOURCES	28,727	28,727
NEW ORIENTAL ED & TECH GROUP	4,001	4,001
NEW RESIDENTIAL INVT CORP	21,358	21,358
NEWS CORP NEW	2,497	2,497
NICE LTD	16,881	16,881
NIDEC CORP	12,005	12,005
NIELSEN HOLDINGS PLC	3,500	3,500
NIKE INC	30,620	30,620
NINTENDO COMPANY LTD	5,826	5,826
NIPPON TELEG & TELE CORP	120,782	120,782
NISSAN MOTOR CO LTD	146,584	146,584
NN GROUP NV	159,893	159,893
NOBLE CORP PLC	2,151	2,151
NOMURA HOLDINGS INC	11,621	11,621
NORDEA BANK ABP	16,621	16,621
NORDSON CORP	2,029	2,029
NORDSTROM INC	5,733	5,733
NORSK HYDRO AS	2,774	2,774
NORTHERN TRUST CORP	2,675	2,675
NTT DOCOMO INC	99,101	99,101
NVIDIA CORP	12,816	12,816
NXP SEMICONDUCTORS NV	3,884	3,884
OCEANEERING INTERNATIONAL INC	750	750
OIL STATES INTERNATIONAL INC	2,785	2,785
OMNICOM GROUP INC	5,859	5,859
OMRON CORP	4,439	4,439
ONE GAS INC	28,417	28,417
OPEN TEXT CORP	1,826	1,826
OPKO HEALTH INC	2,053	2,053
ORACLE CORP	16,615	16,615
ORANGE	30,340	30,340
OREILLY AUTOMOTIVE INC	1,377	1,377
ORIX CORP	161,273	161,273

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<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
OVERSEA-CHINESE BANK	11,664	11,664
PANASONIC CORP	25,603	25,603
PANDORA AS	12,188	12,188
PATTERSON COS INC	2,693	2,693
PATTERSON-UTI ENERGY INC	1,004	1,004
PAYPAL HOLDINGS INC	13,370	13,370
PEARSON PLC	45,730	45,730
PENTAIR PLC	1,360	1,360
PEPSICO INC	86,947	86,947
PERKINELMER INC	20,423	20,423
PERSIMMON PLC	19,871	19,871
PING AN INSURANCE GROUP CO	19,355	19,355
PITNEY-BOWES INC	14,562	14,562
PLDT INC	19,862	19,862
PNC FINANCIAL SERVICES GROUP	11,691	11,691
PORSCHE AUTOMOBIL	44,348	44,348
PRINCIPAL FINANCIAL GROUP INC	4,682	4,682
PROLOGIS INC	45,508	45,508
PROSIEBENSAT.1 MEDIA SE	886	886
PRUDENTIAL FINANCIAL INC	2,691	2,691
PRUDENTIAL PLC	6,331	6,331
PT BANK MANDIRI TBK	20,008	20,008
PUBLIC STORAGE INC	56,473	56,473
PUBLICIS GROUPE SA	5,721	5,721
PVH CORP	1,952	1,952
QIAGEN NV	21,979	21,979
QUALCOMM INC	12,349	12,349
QUEST DIAGNOSTICS INC	7,161	7,161
RALPH LAUREN CORP	1,655	1,655
REALOGY HLDGS CORP	3,641	3,641
REGENERON	1,868	1,868
RELIANCE STEEL & ALUMINUM CO	43,200	43,200
RELX PLC	30,164	30,164
RENAULT SA	25,523	25,523
RESMED INC	13,778	13,778
RITE AID CORP	218	218
ROBERT HALF INTERNATIONAL INC	79,737	79,737
ROCKWELL AUTOMATION INC	5,417	5,417
ROGERS COMMUNICATIONS INC	21,376	21,376
ROLLINS INC	4,224	4,224
ROLLS-ROYCE HOLDINGS PLC	4,496	4,496
ROSS STORES INC	5,408	5,408
ROWAN COMPANIES PLC	22,939	22,939

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<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ROYAL BANK OF CANADA	95,860	95,860
ROYAL MAIL PLC	12,073	12,073
RPC INC	32,255	32,255
RYDER SYSTEM INC	3,178	3,178
S&P GLOBAL INC	16,144	16,144
SAFRAN SA	19,488	19,488
SALESFORCE COM INC	16,984	16,984
SALLY BEAUTY CO INC	29,411	29,411
SANDVIK AB	46,487	46,487
SANLAM LTD	6,897	6,897
SAP SE	18,915	18,915
SBA COMMUNICATIONS CORP	2,105	2,105
SCHLUMBERGER LTD	56,826	56,826
SCHNEIDER ELECTRIC SE	76,996	76,996
SEAGATE TECHNOLOGY	31,567	31,567
SECOM LTD	10,800	10,800
SEI CORP	2,171	2,171
SEMPRA ENERGY	17,635	17,635
SEVEN & I HLDGS	45,474	45,474
SHINHAN FINL GROUP CO	14,622	14,622
SHIRE PLC	13,227	13,227
SHOPRITE HOLDINGS LIMITED	14,414	14,414
SIEMENS AG	20,862	20,862
SIMON PROPERTY GROUP INC	35,950	35,950
SINGAPORE TELECOMMUNICATIONS LTD	17,158	17,158
SK TELECOM CO LTD	131,159	131,159
SMITH & NEPHEW PLC	10,877	10,877
SMUCKER JM CO	26,645	26,645
SNAP ON INC	1,598	1,598
SOCIETE GENERALE	52,333	52,333
SODEXO	9,051	9,051
SOFTBANK GROUP	3,390	3,390
SONIC HEALTHCARE LTD	1,906	1,906
SONY CORP	41,037	41,037
SPARK NEW ZEALAND	30,580	30,580
SPIRIT RLTY CAP INC	4,547	4,547
SPROUTS FARMERS MARKETS INC	14,764	14,764
SQUARE INC	3,590	3,590
STANDARD BANK GROUP	32,462	32,462
STARBUCKS CORP	77,859	77,859
STARWOOD PPTY TR INC	46,811	46,811
STATE STREET CORP	4,667	4,667
STMICROELECTRONICS NV	2,387	2,387

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<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
STORE CAPITAL CORP	3,765	3,765
STRYKER CORP	9,405	9,405
SUBARU CORP	3,245	3,245
SUN HUNG KAI PPTYS LTD	64,767	64,767
SUN LIFE FINL SVCS CANADA	3,750	3,750
SUNTORY BEVERAGE & FOOD	20,724	20,724
SVB FINANCIAL GROUP	1,899	1,899
SWEDBANK AB	16,121	16,121
SWISS RE LTD	29,508	29,508
SWISSCOM AG	130,904	130,904
SYMANTEC CORP	8,465	8,465
SYNEOS HEALTH INC	4,604	4,604
SYSCO CORP	43,299	43,299
SYSTEMEX CORP	4,934	4,934
T ROWE PRICE GROUP INC	47,914	47,914
TAIWAN SEMICONDUCTOR MFG CO LTD	40,859	40,859
TAL EDUCATION GROUP	3,628	3,628
TAPESTRY INC	1,789	1,789
TARGET CORP	41,901	41,901
TATA MOTORS LTD	4,482	4,482
TECH DATA CORP	27,488	27,488
TECHNIPFMC LTD	46,600	46,600
TECHTRONIC INDUSTRIES	3,439	3,439
TEGNA INC	924	924
TELEF BRASIL	2,852	2,852
TELEFONICA SA	4,382	4,382
TELEKOMUNIK INDONESIA	31,059	31,059
TELENOR ASA	78,410	78,410
TELEPHONE AND DATA SYSTEMS INC	17,507	17,507
TELSTRA CORP	70,107	70,107
TENCENT HLDGS LTD	25,142	25,142
TESLA INC	2,995	2,995
TEXAS INSTRUMENTS INC	21,263	21,263
TEXAS ROADHOUSE INC	13,612	13,612
THE HOWARD HUGHES CORP	2,831	2,831
THERMO FISHER SCIENTIFIC INC	35,806	35,806
THOMSON REUTERS CORP	4,300	4,300
TJX COMPANIES INC	23,041	23,041
TOKIO MARINE HOLDINGS INC	7,919	7,919
TOOTSIE ROLL INDUSTRIES INC	19,806	19,806
TORONTO DOMINION BANK	81,243	81,243
TOYOTA MOTOR CORP	43,647	43,647
TRANSOCEAN LTD	4,886	4,886

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<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
TRANSUNION	4,714	4,714
TRAVELERS COS INC	1,916	1,916
TREND MICRO INC	3,021	3,021
TURKCELL ILETISIM HIZMETLERI AS	5,508	5,508
TURQUOISE HILL RESOURCES LTD	4,419	4,419
TWENTY FIRST CENTURY FOX	3,320	3,320
TWITTER INC	9,025	9,025
TWO HARBORS INVESTMENT CORP	25,128	25,128
UBS GROUP AG	26,852	26,852
UDR INC	5,943	5,943
ULTA BEAUTY INC	14,690	14,690
UNION PACIFIC CORP	6,082	6,082
UNITED NATURAL FOODS INC	20,142	20,142
UNITED OVERSEAS BANK	24,345	24,345
UNITED PARCEL SERVICE INC	15,897	15,897
UNITED RENTALS INC	24,198	24,198
UNITED TECHNOLOGIES CORP	74,110	74,110
UNITED THERAPEUTICS CORP	38,660	38,660
UNITEDHEALTH GROUP INC	234,173	234,173
UNIVERSAL HEALTH SERVICES INC	15,969	15,969
VAIL RESORTS INC	4,216	4,216
VENTAS INCORPORATED	1,816	1,816
VERISIGN INC	21,650	21,650
VERISK ANALYTICS INC	8,614	8,614
VERIZON COMMUNICATIONS INC	158,203	158,203
VERTEX PHARMACEUTICALS INC	4,640	4,640
VESTAS WIND SYSTEMS	8,158	8,158
VF CORP	28,465	28,465
VIACOM INC	42,868	42,868
VINCI SA	16,162	16,162
VIPSHOP HOLDINGS LTD	1,239	1,239
VISA INC	35,492	35,492
VIVENDI SA	10,215	10,215
VMWARE INC	3,977	3,977
VOLKSWAGEN AG	136,344	136,344
VOYA FINL INC	10,356	10,356
W P CAREY INC	11,108	11,108
WAL-MART DE MEXICO SA	22,549	22,549
WALMART INC	70,422	70,422
WATERS CORP	13,394	13,394
WATSCO INC	1,809	1,809
WEATHERFORD INTL LTD	209	209
WEICHAI PWR CO	12,457	12,457

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<b>Description</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
WELLTOWER INC	17,838	17,838
WERNER ENTERPRISES INC	22,775	22,775
WESCO INTERNATIONAL INC	1,296	1,296
WESTERN DIGITAL CORP	3,327	3,327
WESTERN UNION CO	2,388	2,388
WESTPAC BANKING CORP	15,740	15,740
WHEATON PRECIOUS METALS CORP	23,709	23,709
WHITE MOUNTAINS INSURANCE GROUP LTD	12,865	12,865
WIPRO LTD	35,505	35,505
WOLTERS KLUWER NV	21,712	21,712
WOORI BANK	28,936	28,936
WW GRAINGER INC	39,812	39,812
XILINX INC	3,492	3,492
XYLEM INC	3,403	3,403
YAMANA GOLD INC	15,054	15,054
YY INC	1,676	1,676
ZURICH INSURANCE GROUP AG	207,445	207,445
<b>Total to Form 990-PF, Part II, Line 10b</b>	<b>17,312,007</b>	<b>17,312,007</b>