



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
PHOEBE R & JOHN D LEWIS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
9729 N LAKE DRIVE

Room/suite

City or town, state, and ZIP code
MILWAUKEE, WI 53217

A Employer identification number
31-1401478

B Telephone number (see page 10 of the instructions)
(414) 352-2284

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 ☐

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) \$ 7,765,525

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	185,647	185,647		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-11,597			
	b Gross sales price for all assets on line 6a 1,245,557				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,182	2,182		
	12 Total. Add lines 1 through 11	176,232	187,829		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,300	2,475		825
	c Other professional fees (attach schedule)	51,776	50,901		875
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	125	125		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,476	5,476		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	60,677	58,977		1,700
	25 Contributions, gifts, grants paid	426,900			426,900
	26 Total expenses and disbursements. Add lines 24 and 25	487,577	58,977		428,600
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-311,345			
	b Net investment income (if negative, enter -0-)		128,852		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2009)

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments		
	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 page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	4,889,403	5,318,449
	c	Investments—corporate bonds (attach schedule).	96,596	205,897
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	2,037,898	1,188,206
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,023,897	6,712,552
	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)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	0	0
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	7,023,897	6,712,552
	30	Total net assets or fund balances (see page 17 of the instructions)	7,023,897	6,712,552
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,023,897	6,712,552

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	7,023,897
2	Enter amount from Part I, line 27a	2	-311,345
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,712,552
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,712,552

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	merrill lynch private equity fund (k-1)	P		
b	merrill lynch private equity fund (k-1)	P		
c	securities litigation income	P		
d	publicly traded securities			
e	publicly traded securities			

(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			4
b			-1,562
c			23,808
d	449,329	584,731	-135,402
e	796,228	694,673	101,555

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			4
b			-1,562
c			23,808
d			-135,402
e			101,555

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	-11,597
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	475,752	8,624,079	0 055166
2007	448,665	9,620,462	0 046637
2006	433,172	9,200,577	0 047081
2005	430,890	9,193,390	0 046870
2004	413,240	9,087,671	0 045473

2	Total of line 1, column (d).	2	0 241227
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048245
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	7,045,079
5	Multiply line 4 by line 3.	5	339,890
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,289
7	Add lines 5 and 6.	7	341,179
8	Enter qualifying distributions from Part XII, line 4.	8	428,600

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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

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-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

a

2009 estimated tax payments and 2008 overpayment credited to 2009

6a

2,727

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

d

Backup withholding erroneously withheld

6d

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2010 estimated tax 1,438 Refunded

Part VII-AStatements Regarding Activities

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?

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c

Did the foundation file Form 1120-POL for this year?.

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation \$ 0 (2) On foundation managers \$ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?.

b

If "Yes," has it filed a tax return on Form 990-T for this year?.

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

8a

Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) WI

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 .

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JOHN D LEWIS Telephone no (414) 352-2284 Located at 9729 N LAKE DRIVE MILWAUKEE WI ZIP+4 53217			
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		

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?.	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. If "Yes," list the years 20 , 20 , 20 , 20			
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 page 20 of the 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			
b	If "Yes," did it have excess business holdings in 2009 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 2009.).	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 2009?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
PHOEBE R LEWIS	PRESIDENT	0	0	0
9729 N LAKE DRIVE MILWAUKEE, WI 53217	2 00			
GRAHAM D LEWIS	V PRESIDENT	0	0	0
5638 S DORCHESTER ST CHICAGO, IL 60637	2 00			
THEKLA METZ	SECRETARY	0	0	0
1215 GREENLEAF ST EVANSTON, IL 60202	2 00			
JOHN D LEWIS	TREASURER	0	0	0
9729 N LAKE DRIVE MILWAUKEE, WI 53217	2 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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. <div></div>		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. <div></div>	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	7,152,364
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,152,364
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	7,152,364
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	107,285
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,045,079
6	Minimum investment return. Enter 5% of line 5.	6	352,254

Part XI

Distributable Amount (see page 25 of the 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	352,254
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	1,289
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,289
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	350,965
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	350,965
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	350,965

Part XII

Qualifying Distributions (see page 25 of the 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	428,600
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	428,600
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 page 26 of the instructions).	5	1,289
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	427,311
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2008			
a	Enter amount for 2008 only. 423,961			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2009			
a	From 2004.			
b	From 2005.			
c	From 2006.			
d	From 2007.			
e	From 2008.			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2009 from Part XII, line 4 ➤ \$ 428,600			
a	Applied to 2008, but not more than line 2a 423,961			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d	Applied to 2009 distributable amount. 4,639			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) 0			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5 0			
b	Prior years' undistributed income Subtract line 4b from line 2b. 0			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. 0			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . 0			
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 346,326			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) 0			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) 0			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 0			
10	Analysis of line 9			
a	Excess from 2005.			
b	Excess from 2006.			
c	Excess from 2007.			
d	Excess from 2008.			
e	Excess from 2009.			

Part XIV

Private Operating Foundations (see page 27 of the 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 2009, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

See Additional Data Table

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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	426,900
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	185,647	
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.			14	2,182	
8 Gain or (loss) from sales of assets other than inventory			18	-11,597	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		0		176,232	0
13 Total. Add line 12, columns (b), (d), and (e).			13	176,232	

[illegible]


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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

<div style="writing-mode: vertical-rl; transform: rotate(180deg);">Sign Here</div>	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 or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2010-08-10	
	Signature of officer or trustee			Title	
	Preparer's Signature  KARIN HARMS				
<div style="writing-mode: vertical-rl; transform: rotate(180deg);">Paid Preparer's Use Only</div>	Firm's name (or yours if self-employed), address, and ZIP code			Date	
	Schenck SC 11414 W Park Place Ste 200 Milwaukee, WI 53224			Check if self-employed <input checked="" type="checkbox"/>	
	EIN			Preparer's identifying number (see Signature on page 30 of the instructions)	
Phone no (414) 463-4411					


Additional Data

Software ID: 09000028
Software Version: 2009.04011
EIN: 31-1401478
Name: PHOEBE R & JOHN D LEWIS FOUNDATION


Form 990PF Part XV Line 1a - 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).

PHOEBE R LEWIS
JOHN D LEWIS


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALVERNO COLLEGE3400 S 43RD ST MILWAUKEE, WI 53234	N/A	PUBLIC CHARITY	EDUCATION	1,000
AMBOSELI TRUST FOR ELEPHANTS 10 State St NEWBURYPORT, MA 01950	N/A	PUBLIC CHARITY	ENVIRONMENT	1,000
AMERICAN PLAYERS THEATERPO BOX 819 SPRING GREEN, WI 53588	N/A	PUBLIC CHARITY	THEATER & ARTS	2,000
AMERICAN RED CROSS - S ARIZONA5301 EAST BROADWAY BLVD TUCSON, AZ 85711	N/A	PUBLIC CHARITY	MEDICAL	1,000
AMERICAN RED CROSS - MILWAUKEE2600 W WISCONSIN AVE MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	MEDICAL	1,000
ARIZONA LAND & Water TRUST3127 N CHERRY AVENUE TUSCON, AZ 85719	N/A	PUBLIC CHARITY	ENVIRONMENT	500
ARIZONA THEATER COMPANY40 E 14TH ST TUCSON, AZ 85701	N/A	PUBLIC CHARITY	THEATER & ARTS	800
AURORA REGIONAL FIRE MUSEUM PO BOX 1782 AURORA, IL 60507	N/A	PUBLIC CHARITY	EDUCATION	400
BALDWIN SCHOOL701 MONTGOMERY AVE BRYN MAWR, PA 190103597	N/A	PUBLIC CHARITY	EDUCATION	20,000
BLOOD CENTERPO BOX 2178 MILWAUKEE, WI 53201	N/A	PUBLIC CHARITY	MEDICAL	1,000
BORDERLINKS620 S 6TH AVE TUSCON, AZ 85701	N/A	PUBLIC CHARITY	Capital campaign	1,000
CARLETON COLLEGE1 N COLLEGE ST NORTHFIELD, MN 55057	N/A	PUBLIC CHARITY	EDUCATION	2,000
CASAS ADOBES CONGREGATIONAL CHURCH6801 N ORACLE RD TUCSON, AZ 85704	N/A	PUBLIC CHARITY	RELIGIOUS	500
CIRCUS WORLD MUSEUM550 WATER ST HIGHWAY 113 BARABOO, WI 53913	N/A	PUBLIC CHARITY	SOCIAL	2,000
COLONIAL WILLIAMSBURG142 KINGSPORT DRIVE WILLIAMSBURG, VA 23185	N/A	PUBLIC CHARITY	SOCIAL	500
Total  3a				426,900


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COURT THEATRE5535 S ELLIS AVE CHICAGO,IL 60637	N/A	PUBLIC CHARITY	THEATER & ARTS	500
DOCTORS WITHOUT BORDERS333 7TH AVENUE 2ND FLOOR NEW YORK,NY 100015004	N/A	PUBLIC CHARITY	HEALTH	2,000
ECONOMICS WISCONSIN161 W WISCONSIN AVE SUITE 3143 MILWAUKEE,WI 53203	N/A	PUBLIC CHARITY	EDUCATION	1,000
FAMILY SUPPORT & RESOURCE CENTER1945 W BROADWAY MADISON,WI 53713	N/A	PUBLIC CHARITY	SOCIAL	2,000
FRANK LLOYD WRIGHT HERITAGE PO BOX 6339 MADISON,WI 537160339	N/A	PUBLIC CHARITY	COMMUNITY	5,000
FRIENDS OF SCHLITZ-AUDUBON CENTER INC1111 E BROWN DEER RD MILWAUKEE,WI 53217	N/A	PUBLIC CHARITY	ENVIRONMENT	500
GRAND AVENUE CLUB210 E MICHIGAN ST MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	eduCATION	500
HABITAT FOR HUMANITY-TUCSON AZ621 W LESTER ST TUCSON,AZ 85705	N/A	PUBLIC CHARITY	SOCIAL	500
HANDS OF PEACE1000 ELM STREET GLENVIEW,IL 60025	N/A	PUBLIC CHARITY	RELIGIOUS	1,000
HOSPICE OF MARTHA'S VINEYARD PO BOX 2549 OAK BLUFFS,MA 02557	N/A	PUBLIC CHARITY	HEALTH	500
INTERFAITH BUSINESS BUILDERS 1707 WESTWOOD AVE CINCINNATI,OH 45214	N/A	PUBLIC CHARITY	SOCIAL	1,000
INTERNATIONAL CRANE FOUNDATIONPO BOX 447 BARABOO,WI 53913	N/A	PUBLIC CHARITY	ENVIRONMENT	1,250
KUAT COMMUNICATIONS GroupPO BOX 210067 TUCSON,AZ 857210067	N/A	PUBLIC CHARITY	AZ Public media radio stations	500
LAFAYETTE COLLEGEQUAD DRIVE EASTON,PA 18042	N/A	PUBLIC CHARITY	EDUCATION	3,000
LEGAL MOMENTUMNOW LEGAL DEFENSE AND EDUCATION FUND 395 HUDSON STREET NEW YORK,NY 100143684	N/A	PUBLIC CHARITY	EDUCATION	1,000
Total  3a				426,900


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LINCOLN PARK ZOOPO BOX 14903 CHICAGO,IL 60614	N/A	PUBLIC CHARITY	ENVIRONMENT	500
LITERATURE FOR ALL OF US2010 DEWEY AVE EVANSTON,IL 60201	N/A	PUBLIC CHARITY	EDUCATION	1,000
MADISON COMMUNITY FOUNDATIONPO BOX 5010 MADISON,WI 53705	N/A	PUBLIC CHARITY	SOCIAL	1,500
MARTHA'S VINEYARD HOSPITALPO BOX 1477 OAK BLUFFS,MA 02557	N/A	PUBLIC CHARITY	HEALTH	20,000
MARTHA'S VINEYARD MUSEUMPO box 1310 Edgartown,MA 02539	N/A	PUBLIC CHARITY	EDUCATION	500
MEDICAL COLLEGE OF WISCONSIN 8701 WATERTOWN PLANK ROAD MILWAUKEE,WI 53226	N/A	PUBLIC CHARITY	EDUCATION	5,000
MILWAUKEE ART MUSEUM700 N ART MUSEUM DR MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	5,000
MILWAUKEE CHAMBER THEATER 158 N BROADWAY MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	2,000
MILWAUKEE PUBLIC MUSEUM800 W WELLS ST MILWAUKEE,WI 53233	N/A	PUBLIC CHARITY	EDUCATION	500
MILWAUKEE REPERTORY THEATER 108 E WELLS ST MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	2,000
MILWAUKEE ROTARY CLUB Foundation750 N Lincoln Memorial Dr STE 320 MILWAUKEE,WI 53202	N/A	pUBLIC CHARITY	EDUCATION	2,000
MILWAUKEE SYMPHONY ORCHESTRA700 N WATER STREET SUITE 700 MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	2,000
NAMI WISCONSIN1410 NORTHPORT DRIVE MADISON,WI 53704	N/A	PUBLIC CHARITY	EDUCATION	1,500
NATIONAL AUDUBON SOCIETY700 BROADWAY NEW YORK,NY 10003	N/A	PUBLIC CHARITY	ENVIRONMENT	1,250
NATURE CONSERVANCY OF AZ 1510 E FORT LOWELL ROAD TUCSON,AZ 85719	N/A	PUBLIC CHARITY	ENVIRONMENT	2,000
Total  3a				426,900


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATURE CONSERVANCY OF WI 4245 N FAIRFAX DR SUITE 100 ARLINGTON,VA 22203	N/A	PUBLIC CHARITY	ENVIRONMENT	2,000
NEWARK HIGH SCHOOL CALL TO COLLEGE 314 GRANVILLE ST NEWARK,OH 43055	N/A	PUBLIC CHARITY	EDUCATION	2,000
NORTH PARK ELEMENTARY SCHOOL 2017 W MONTROSE CHICAGO,IL 60618	N/A	PUBLIC CHARITY	EDUCATION	2,000
OZAUKEE-WASHINGTON LAND TRUST 141 N MAIN STREET SUITE 209 WEST BEND,WI 53095	N/A	PUBLIC CHARITY	Donges Bay Gorge Project	2,000
PINE STREET INN 444 HARRISON AVE BOSTON,MA 02118	N/A	PUBLIC CHARITY	SOCIAL	3,500
PINEY WOODS SCHOOL PO BOX 57 PINEY WOODS,MS 39148	N/A	PUBLIC CHARITY	EDUCATION	100,000
PLANNED PARENTHOOD OF AZ 127 S FIFTH AVE TUCSON,AZ 85701	N/A	PUBLIC CHARITY	mEDICAL	2,000
PLANNED PARENTHOOD OF WI 111 KING ST SUITE 23 MADISON,WI 532012566	N/A	PUBLIC CHARITY	MEDICAL	4,000
PORCHLIGHT INC 306 N BROOKS ST MADISON,WI 53715	N/A	PUBLIC CHARITY	SOCIAL	4,000
PRINCETON UNIVERSITY PO BOX 46 PRINCETON,NJ 08544	N/A	PUBLIC CHARITY	EDUCATION	4,000
RESOURCE CENTER 222 EAST 135TH PLACE CHICAGO,IL 60627	N/A	PUBLIC CHARITY	ENVIRONMENT	1,000
RIVEREDGE NATURE CENTER PO BOX 26 NEWBURG,WI 53060	N/A	PUBLIC CHARITY	ENVIRONMENT	2,000
ROSIE'S PLACE 889 HARRISON AVE BOSTON,MA 02118	N/A	PUBLIC CHARITY	SOCIAL	3,500
SHERIFF'S MEADOWS FDN ROUTE 1 BOX 319X VINEYARD HAVEN,MA 02568	N/A	PUBLIC CHARITY	ENVIRONMENT	5,000
SILVER SPRING NEIGHBORHOOD CENTER 5460 N 64TH ST MILWAUKEE,WI 53218	N/A	PUBLIC CHARITY	SOCIAL	3,000
Total  3a				426,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SKYLIGHT THEATRE158 N BROADWAY MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	5,000
SMITH COLLEGE33 ELM STREET NORTHAMPTON, MA 01063	N/A	PUBLIC CHARITY	EDUCATION	50,000
SMITH COLLEGE-PRES COUNCIL33 ELM STREET NORTHAMPTON, MA 01063	N/A	PUBLIC CHARITY	EDUCATION	50,000
SPARC1 SPARC CENTER PLAZA 232 BRUM LANE SPRINGFIELD, IL 62702	N/A	PUBLIC CHARITY	EDUCATION	1,500
SUFFIELD ACADEMY185 NORTH MAIN STREET SUFFIELD, CT 06078	N/A	PUBLIC CHARITY	EDUCATION	1,500
TALIESIN PRESERVATION INCPO BOX 399 SPRING GREEN, WI 53588	N/A	PUBLIC CHARITY	ENVIRONMENT	1,250
TEN CHIMNEY'S FOUNDATIONPO BOX 225 GENESEE DEPOT, WI 53127	N/A	PUBLIC CHARITY	THEATER & ARTS	29,000
TUBAC CENTER OF THE ARTS9 PLAZA RD TUBAC, AZ 85646	N/A	PUBLIC CHARITY	THEATER & ARTS	200
TUCSON SYMPHONY ORCHESTRA 2175 N 6th Ave TUCSON, AZ 85705	N/A	PUBLIC CHARITY	THEATER & ARTS	1,000
UNITED COMMUNITY CENTER1028 S 9TH ST MILWAUKEE, WI 53204	N/A	PUBLIC CHARITY	SOCIAL	1,000
UNITED WAY225 W VINE ST MILWAUKEE, WI 53212	N/A	PUBLIC CHARITY	SOCIAL	8,000
UNIVERSITY OF ARIZONA ART MUSEUMPO BOX 210109 TUCSON, AZ 857210109	N/A	PUBLIC CHARITY	EDUCATION	2,000
University of Arizona School of Artpo box 210109 tucson, AZ 857210109	n/A	pUBLIC CHARITY	eDUCATION	1,000
UNIVERSITY OF CHICAGO5801 S ELLIS AVE CHICAGO, IL 60637	N/A	PUBLIC CHARITY	Chairman's Fund-radiology	4,000
UNIVERSITY OF CHICAGO LABORATORY SCHOOLS1362 E 59TH ST CHICAGO, IL 60637	N/A	PUBLIC CHARITY	EDUCATION	5,000
Total  3a				426,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UPAF929 N Water St MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	6,000
UW ARBORETUM1207 SEMINOLE HIGHWAY MADISON, WI 537113726	N/A	PUBLIC CHARITY	ENVIRONMENT	1,250
UW-MILWAUKEE FoundationPO BOX 413 MILWAUKEE, WI 53201	N/A	PUBLIC CHARITY	EDUCATION	2,000
VINEYARD PLAYHOUSEPO BOX 242 VINEYARD HAVEN, MA 02568	N/A	PUBLIC CHARITY	THEATER & ARTS	1,000
VISITING NURSE ASSOCIATION OF MARTHA'S VINEYARD457 A STATE ROAD VINEYARD HAVEN, MA 02568	N/A	PUBLIC CHARITY	MEDICAL	7,000
WELLESLEY COLLEGE106 CENTRAL STREET WELLESLEY, MA 02481	N/A	PUBLIC CHARITY	EDUCATION	5,000
WOMEN'S FUND-GTR MILWAUKEE FDN1020 N BROADWAY MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	SOCIAL	2,000
WOODS HOLE OCEANOGRAPHIC INSTITUTEMS 8 WOODS HOLE, MA 02543	N/A	PUBLIC CHARITY	EDUCATION	500
Total  3a				426,900

TY 2009 Accounting Fees Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION

EIN: 31-1401478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,300	2,475		825

**TY 2009 Investments Corporate
Bonds Schedule****Name:** PHOEBE R & JOHN D LEWIS FOUNDATION**EIN:** 31-1401478

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BELLSOUTH CORP NT 4.75%	0	0
coca cola co nt 3.625%	28,868	29,893
conocophillips gtd nt 4.75%	86,898	92,337
hewlett PACKARD CO glbl nt 4.75%	90,131	96,107

TY 2009 Investments Corporate
Stock Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
EIN: 31-1401478

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PK NATL CORP COM	666,921	923,592
ACCENTURE PLC SHS CL A NEW	117,802	168,075
ADR INFOSYS TECHNOLOGIES LTD	155,510	187,365
CITRIX SYS INC	80,156	116,508
COGNIZANT TECHNOLOGY SOLUTIONS	195,734	248,244
DEvRY INC DEL COM	131,948	163,950
EXPRESS SCRIPTS INC	54,463	180,681
FASTENAL CO COM	16,871	27,066
FIRST SOLAR INC COM	0	0
FRKLN RES INC COM	113,037	109,564
GOLDMAN SACHS GROUP	120,356	161,242
HEARTLAND EXPRESS	31,419	32,571
HELMERICH & PAYNE INC	0	0
JACOBS ENGR GROUP	23,194	42,875
KOHL'S CORP	131,063	163,947
PHARMACEUTICAL PROD DEV	0	0
PNC FINANCIAL SERVICES GROUP	124,655	124,584
PRICE T ROWE	0	0
SCHWAB CHARLES CORP COM	115,235	136,257
TJX Cos inc com	99,216	120,615
visa inc com cl a	130,889	172,296
walgreen co com	118,253	139,536
ABBOTT LAB COM	72,513	102,581
AVON PRODUCTS	126,787	103,950
CATERPILLAR INC	109,447	125,378
CHEVRON CORP	100,066	130,883
CISCO SYS INC	64,241	83,790
CONS EDISON INC	142,874	145,376
DANAHER CORP COM	119,927	120,320
DEVON ENERGY CORP	105,187	124,950
DOW CHEMICAL CO	0	0
DUKE ENERGY CORP	155,032	134,238
ELI LILLY & CO COM	113,636	71,420
EMERSON ELEC CO	108,055	123,540
GENERAL ELECTRIC	132,481	102,884
HEWLETT PACKARD CO	88,695	97,869
INTEL CORP	76,275	91,800
INTERNATIONAL BUSINESS MACHS CORP	114,087	130,900
JOHNSON & JOHNSON COM	78,385	83,733
kroger co com	127,151	123,180
L-3 COMMUNICATIONS HLDG CORP	113,569	130,425
LOEWS CORP COM	103,541	116,320
MCDONALDS CORP COM	68,420	124,880
MICROSOFT CORP	81,278	88,421
OCCIDENTAL PETE CORP	0	0
PARKER-HANNIFIN CORP	117,681	118,536
PFIZER INC COM	149,483	141,882
PROCTER & GAMBLE CO	71,466	78,819
SCHLUMBERGER LTD COM	15,986	26,036
SOUTHERN CO COM	144,414	139,944
UNITED TECHNOLOGIES CORP	40,229	69,410
XTO ENERGY INC	133,996	165,182
3m co com	16,825	33,068

TY 2009 Investments - Other Schedule**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION**EIN:** 31-1401478

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ML PRIVATE EQUITY FUND LLC	AT COST	173,621	183,920
MFB NORTHERN FDS MUNI & TAXABLE MONEY MKT FDs	AT COST	1,014,575	1,014,575
MERRILL LYNCH MONEY MKT	AT COST	0	0
CASH IN TRANSIT	AT COST	10	10
accrued purchase interest	AT COST	0	0

TY 2009 Other Expenses Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION

EIN: 31-1401478

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ML PRIVATE EQUITY FUND-INV EXPENSE	5,476	5,476		0

TY 2009 Other Income Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION

EIN: 31-1401478

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
ML PRIVATE EQUITY FUND LLC (K-1) MISC INVESTMENT INCOME	2,182	2,182	2,182

TY 2009 Other Professional Fees Schedule**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION**EIN:** 31-1401478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE EXPENSE	3,500	2,625		875
INVESTMENT MANAGEMENT FEES	47,989	47,989		0
BANK FEES	287	287		0

TY 2009 Taxes Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION

EIN: 31-1401478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
foreign taxes	125	125		0