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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

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

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)**\$** 8,467,311

**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	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	182,294	182,294		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	163,340			
	<b>b</b> Gross sales price for all assets on line 6a <u>1,851,511</u>				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		163,340		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	2,358	2,358		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	347,992	347,992		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule). . . . .	30	22		8
	<b>b</b> Accounting fees (attach schedule). . . . .	3,343	2,506		837
	<b>c</b> Other professional fees (attach schedule) . . . . .	54,317	53,442		875
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	136	136		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	4,556	4,556		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	62,382	60,662		1,720
	<b>25</b> Contributions, gifts, grants paid . . . . .	346,700			346,700
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	409,082	60,662		348,420
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-61,090			
	<b>b Net investment income</b> (if negative, enter -0-)		287,330		
<b>c Adjusted net income</b> (if negative, enter -0-)					

Part II

Balance Sheets

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

		Beginning of year	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) . . . . .	5,318,449	5,789,407
	c	Investments—corporate bonds (attach schedule). . . . .	205,897	259,870
	11	Investments—land, buildings, and equipment basis  _____ Less accumulated depreciation (attach schedule)  _____		
	12	Investments—mortgage loans . . . . .		
	13	Investments—other (attach schedule) . . . . .	1,188,206	697,134
	14	Land, buildings, and equipment basis  _____ Less accumulated depreciation (attach schedule)  _____		
	15	Other assets (describe  _____)		
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	6,712,552	6,746,411
Liabilities	17	Accounts payable and accrued expenses . . . . .		
	18	Grants payable . . . . .		
	19	Deferred revenue . . . . .		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule) . . . . .		
	22	Other liabilities (describe  _____)	0	94,949
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	94,949
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here  <input type="checkbox"/></b> <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  <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>		
	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	6,712,552	6,651,462
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	6,712,552	6,651,462
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	6,712,552	6,746,411

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	6,712,552
2	Enter amount from Part I, line 27a . . . . .	2	-61,090
3	Other increases not included in line 2 (itemize)  _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	6,651,462
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	6,651,462

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	SECURITIES LITIGATION INCOME	P		
c	PUBLICLY TRADED SECURITIES			
d	PUBLICLY TRADED SECURITIES			
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			3,959
b			2,745
c335,937		315,708	20,229
d1,515,574		1,379,167	136,407
e			

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			3,959
b			2,745
c			20,229
d			136,407
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7</div><div>If (loss), enter -0- in Part I, line 7</div></div>	2	163,340
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
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				

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))
2009	427,311	7,045,079	0 060654
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

2	Total of line 1, column (d).	2	0 256408
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 051282
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	7,805,596
5	Multiply line 4 by line 3.	5	400,287
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,873
7	Add lines 5 and 6.	7	403,160
8	Enter qualifying distributions from Part XII, line 4.	8	348,420

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)			
1aExempt 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)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	5,747
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2. . . . .		3	5,747
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	5,747
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,438
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,500
d	Backup withholding erroneously withheld . . . . .	6d	
7Total credits and payments Add lines 6a through 6d. . . . .		7	8,938
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	3,191
11Enter the amount of line 10 to be Credited to 2011 estimated tax 3,191 Refunded		11	0

Part VII-AStatements Regarding Activities			
1aDuring 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? . . . . .			YesNo
bDid 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.		1a1b	NoNo
cDid the foundation file Form 1120-POL for this year? . . . . .		1c	No
dEnter 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			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		2	No
3Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		5	No
6Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6	Yes
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) WI			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities *(continued)*

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.			
16	At any time during calendar year 2010, 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?	15		
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.		16		No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ).			
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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?			
b	If "Yes," did it have excess business holdings in 2010 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 2010.).	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 2010?	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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

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

YesNo

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.

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?

YesNo

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

b

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

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

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

5b

6b

No

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. 		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 24 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. 	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	7,924,463
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	7,924,463
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	7,924,463
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	118,867
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,805,596
6	Minimum investment return. Enter 5% of line 5. . . . .	6	390,280

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	390,280
2a	Tax on investment income for 2010 from Part VI, line 5. . . . .	2a	5,747
b	Income tax for 2010 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	5,747
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	384,533
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	384,533
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	384,533

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	348,420
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	348,420
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	348,420
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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. . . . . 346,326			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2010			
a	From 2005. . . . .			
b	From 2006. . . . .			
c	From 2007. . . . .			
d	From 2008. . . . .			
e	From 2009. . . . .			
f	Total of lines 3a through e. . . . . 0			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 348,420			
a	Applied to 2009, but not more than line 2a 346,326			
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 2010 distributable amount. . . . . 2,094			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2010 0			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . . 0			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . . 382,439			
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions). . . . . 0			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a. . . . . 0			
10	Analysis of line 9			
a	Excess from 2006. . . . .			
b	Excess from 2007. . . . .			
c	Excess from 2008. . . . .			
d	Excess from 2009. . . . .			
e	Excess from 2010. . . . .			

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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	346,700
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	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . . .			14	182,294	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			14	2,358	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	163,340	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .		0		347,992	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		347,992

[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?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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
--------------------------	--------------------------	---------------------------------

Sign Here

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

\*\*\*\*\*

Signature of officer or trustee

2011-08-30

Date

\*\*\*\*\*

Title

Paid Preparer's Use Only

Preparer's Signature

KARIN HARMS

Firm's name

SCHENCK SC

11414 W PARK PLACE STE 200

Firm's address

MILWAUKEE, WI 53224

Date

Check if self-employed

PTIN

Firm's EIN

Phone no (414) 463-4411

Form 990-PF (2010)


**Additional Data**

**Software ID:**  
**Software Version:**  
**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)				
<b>a</b> Paid during the year				
ALVERNO COLLEGE 3400 S 43RD ST MILWAUKEE, WI 53234	N/A	PUBLIC CHARITY	EDUCATION	1,000
AMERICAN PLAYERS THEATER PO BOX 819 SPRING GREEN, WI 53588	N/A	PUBLIC CHARITY	THEATER & ARTS	2,000
AMERICAN RED CROSS - MILWAUKEE 2600 W WISCONSIN AVE MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	MEDICAL	1,000
AMERICAN RED CROSS - S ARIZONA 5301 EAST BROADWAY BLVD TUCSON, AZ 85711	N/A	PUBLIC CHARITY	MEDICAL	1,000
ARIZONA LAND & WATER TRUST 3127 N CHERRY AVENUE TUSCON, AZ 85719	N/A	PUBLIC CHARITY	ENVIRONMENT	500
ARIZONA THEATER COMPANY 40 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 SCHOOL 701 MONTGOMERY AVE BRYN MAWR, PA 190103597	N/A	PUBLIC CHARITY	EDUCATION	2,000
BLOOD CENTER PO BOX 2178 MILWAUKEE, WI 53201	N/A	PUBLIC CHARITY	MEDICAL	1,000
BORDERLINKS 620 S 6TH AVE TUSCON, AZ 85701	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	1,000
CARLETON COLLEGE 1 N COLLEGE ST NORTHFIELD, MN 55057	N/A	PUBLIC CHARITY	EDUCATION	2,000
CIRCUS WORLD MUSEUM 550 WATER ST HIGHWAY 113 BARABOO, WI 53913	N/A	PUBLIC CHARITY	SOCIAL	1,000
COURT THEATRE 5535 S ELLIS AVE CHICAGO, IL 60637	N/A	PUBLIC CHARITY	THEATER & ARTS	500
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 100015004	N/A	PUBLIC CHARITY	HEALTH	2,000
ECONOMICS WISCONSIN 161 W WISCONSIN AVE SUITE 3143 MILWAUKEE, WI 53203	N/A	PUBLIC CHARITY	EDUCATION	1,000
<b>Total . . . . .</b>  <b>3a</b>				346,700




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)				
<b>a</b> Paid during the year				
FAMILY SUPPORT & RESOURCE CENTER 1945 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	1,000
FRIENDS OF SCHLITZ-AUDUBON CENTER INC 1111 E BROWN DEER RD MILWAUKEE, WI 53217	N/A	PUBLIC CHARITY	ENVIRONMENT	500
GRAND AVENUE CLUB 210 E MICHIGAN ST MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	EDUCATION	500
HABITAT FOR HUMANITY-TUCSON AZ 621 W LESTER ST TUCSON, AZ 85705	N/A	PUBLIC CHARITY	SOCIAL	500
HANDS OF PEACE 1000 ELM STREET GLENVIEW, IL 60025	N/A	PUBLIC CHARITY	RELIGIOUS	1,000
INTERFAITH BUSINESS BUILDERS 1707 WESTWOOD AVE CINCINNATI, OH 45214	N/A	PUBLIC CHARITY	SOCIAL	1,000
INTERNATIONAL CRANE FOUNDATION PO BOX 447 BARABOO, WI 53913	N/A	PUBLIC CHARITY	ENVIRONMENT	1,500
KUAT COMMUNICATIONS GROUP PO BOX 210067 TUCSON, AZ 857210067	N/A	PUBLIC CHARITY	AZ PUBLIC MEDIA RADIO STATIONS	500
LAFAYETTE COLLEGE QUAD DRIVE EASTON, PA 18042	N/A	PUBLIC CHARITY	EDUCATION	5,000
LEGAL MOMENTUMNOW LEGAL DEFENSE AND EDUCATION FUND 395 HUDSON STREET NEW YORK, NY 100143684	N/A	PUBLIC CHARITY	EDUCATION	1,000
LINCOLN PARK ZOO PO BOX 14903 CHICAGO, IL 60614	N/A	PUBLIC CHARITY	ENVIRONMENT	500
LITERATURE FOR ALL OF US 2010 DEWEY AVE EVANSTON, IL 60201	N/A	PUBLIC CHARITY	EDUCATION	1,000
LOOMIS CHAFFEE SCHOOL 4 BATCHEDLER ROAD WINDSOR, CT 06095	N/A	PUBLIC CHARITY	EDUCATION	2,000
MADISON COMMUNITY FOUNDATION PO BOX 5010 MADISON, WI 53705	N/A	PUBLIC CHARITY	SOCIAL	1,700
<b>Total . . . . .</b>  <b>3a</b>				346,700


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)				
<b>a</b> Paid during the year				
MALAIKA EARLY LEARNING CENTER 125 WAUER AVENUE MILWAUKEE, WI 53212	N/A	PUBLIC CHARITY	EDUCATION	1,000
MARTHA'S VINEYARD HOSPICE PO BOX 2549 OAK BLUFFS, MA 02557	N/A	PUBLIC CHARITY	HEALTH	500
MARTHA'S VINEYARD HOSPITAL PO BOX 1477 OAK BLUFFS, MA 02557	N/A	PUBLIC CHARITY	HEALTH	20,000
MARTHA'S VINEYARD MUSEUM PO 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	2,500
MILWAUKEE ART MUSEUM 700 N ART MUSEUM DR MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	6,000
MILWAUKEE CHAMBER THEATER 158 N BROADWAY MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	2,000
MILWAUKEE PUBLIC MUSEUM 800 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 FOUNDATION 750 N LINCOLN MEMORIAL DR STE 320 MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	EDUCATION	2,000
MILWAUKEE SYMPHONY ORCHESTRA 700 N WATER STREET SUITE 700 MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	1,000
NAMI WISCONSIN 1410 NORTHPORT DRIVE MADISON, WI 53704	N/A	PUBLIC CHARITY	EDUCATION	1,700
NATIONAL AUDUBON SOCIETY 700 BROADWAY NEW YORK, NY 10003	N/A	PUBLIC CHARITY	ENVIRONMENT	1,400
NATURE CONSERVANCY OF AZ 1510 E FORT LOWELL ROAD TUCSON, AZ 85719	N/A	PUBLIC CHARITY	ENVIRONMENT	2,000
NATURE CONSERVANCY OF WI 4245 N FAIRFAX DR SUITE 100 ARLINGTON, VA 22203	N/A	PUBLIC CHARITY	ENVIRONMENT	4,000
<b>Total . . . . .</b>  <b>3a</b>				346,700


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)				
<b>a</b> Paid during the year				
NEWARK HIGH SCHOOL CALL TO COLLEGE 314 GRANVILLE ST NEWARK, OH 43055	N/A	PUBLIC CHARITY	EDUCATION	2,000
NEXT ACT THEATER 219 N MILWAUKEE ST MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	5,000
NORTH PARK ELEMENTARY SCHOOL 2017 W MONTROSE CHICAGO, IL 60618	N/A	PUBLIC CHARITY	EDUCATION	2,000
OPTIMIST THEATRE 2010 N 1ST ST MILWAUKEE, WI 53212	N/A	PUBLIC CHARITY	THEATER & ARTS	1,000
PINE STREET INN 444 HARRISON AVE BOSTON, MA 02118	N/A	PUBLIC CHARITY	SOCIAL	1,500
PINEY WOODS SCHOOL PO BOX 57 PINEY WOODS, MS 39148	N/A	PUBLIC CHARITY	EDUCATION	66,000
PLANNED PARENTHOOD OF AZ 127 S FIFTH AVE TUCSON, AZ 85701	N/A	PUBLIC CHARITY	MEDICAL	4,000
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	3,000
PRINCETON UNIVERSITY PO BOX 46 PRINCETON, NJ 08544	N/A	PUBLIC CHARITY	EDUCATION	5,000
RESOURCE CENTER 222 EAST 135TH PLACE CHICAGO, IL 60627	N/A	PUBLIC CHARITY	ENVIRONMENT	500
RIVEREDGE NATURE CENTER PO BOX 26 NEWBURG, WI 53060	N/A	PUBLIC CHARITY	ENVIRONMENT	2,000
RIVER REVITALIZATION FOUNDATION 1845 N FARWELL AVE STE 100 MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	ENVIRONMENT	3,000
ROSIE'S PLACE 889 HARRISON AVE BOSTON, MA 02118	N/A	PUBLIC CHARITY	SOCIAL	1,500
SHERIFF'S MEADOWS FDN ROUTE 1 BOX 319X VINEYARD HAVEN, MA 02568	N/A	PUBLIC CHARITY	ENVIRONMENT	5,000
<b>Total . . . . .</b>  <b>3a</b>				346,700

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)				
<b>a</b> Paid during the year				
SILVER SPRING NEIGHBORHOOD CENTER 5460 N 64TH ST MILWAUKEE,WI 53218	N/A	PUBLIC CHARITY	SOCIAL	7,000
SKYLIGHT THEATRE 158 N BROADWAY MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	5,000
SMITH COLLEGE 33 ELM STREET NORTHAMPTON,MA 01063	N/A	PUBLIC CHARITY	EDUCATION	1,000
SMITH COLLEGE MUSEUM OF ART ELM STREET AT BEDFORD TERRACE NORTHAMPTON,MA 01063	N/A	PUBLIC CHARITY	THEATER & ARTS	5,000
SMITH COLLEGE-PRES COUNCIL 33 ELM STREET NORTHAMPTON,MA 01063	N/A	PUBLIC CHARITY	EDUCATION	50,000
SPARC 1 SPARC CENTER PLAZA 232 BRUM LANE SPRINGFIELD,IL 62702	N/A	PUBLIC CHARITY	EDUCATION	1,500
SAINT JOHN'S ON THE LAKE 1840 N PROSPECT AVE MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	RELIGIOUS	2,000
SUFFIELD ACADEMY 185 NORTH MAIN STREET SUFFIELD,CT 06078	N/A	PUBLIC CHARITY	EDUCATION	1,000
TEN CHIMNEY'S FOUNDATION PO BOX 225 GENESEE DEPOT,WI 53127	N/A	PUBLIC CHARITY	THEATER & ARTS	27,000
THE ORIENTAL INSTITUTE OF THE UNIVERSITY OF CHICAGO 1155 E 58TH ST CHICAGO,IL 60637	N/A	PUBLIC CHARITY	EDUCATION	500
THE WEST TISBURY LIBRARY FOUNDATION PO BOX 1238 WEST TISBURY,MA 02575	N/A	PUBLIC CHARITY	EDUCATION	3,000
TUCSON SYMPHONY ORCHESTRA 2175 N 6TH AVE TUCSON,AZ 85705	N/A	PUBLIC CHARITY	THEATER & ARTS	500
UNITED COMMUNITY CENTER 1028 S 9TH ST MILWAUKEE,WI 53204	N/A	PUBLIC CHARITY	SOCIAL	1,000
UNITED WAY 225 W VINE ST MILWAUKEE,WI 53212	N/A	PUBLIC CHARITY	SOCIAL	8,000
UNIVERSITY OF ARIZONA ART MUSEUM PO BOX 210109 TUCSON,AZ 857210109	N/A	PUBLIC CHARITY	EDUCATION	2,000
<b>Total . . . . .</b>  <b>3a</b>				346,700

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)				
<b>a</b> Paid during the year				
UNIVERSITY OF ARIZONA SCHOOL OF ART PO BOX 210109 TUCSON,AZ 857210109	N/A	PUBLIC CHARITY	EDUCATION	1,000
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE CHICAGO,IL 60637	N/A	PUBLIC CHARITY	CHAIRMAN'S FUND-RADIOLOGY	1,500
UNIVERSITY OF CHICAGO LABORATORY SCHOOLS 1362 E 59TH ST CHICAGO,IL 60637	N/A	PUBLIC CHARITY	EDUCATION	5,000
UNIVERSITY OF CHICAGO URBAN EDUCATION INSTITUTE 1313 E 60TH ST CHICAGO,IL 60637	N/A	PUBLIC CHARITY	EDUCATION	2,000
UPAF 929 N WATER ST MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	3,500
UW ARBORETUM 1207 SEMINOLE HIGHWAY MADISON,WI 537113726	N/A	PUBLIC CHARITY	ENVIRONMENT	700
UW-MILWAUKEE FOUNDATION PO BOX 413 MILWAUKEE,WI 53201	N/A	PUBLIC CHARITY	EDUCATION	14,000
VINEYARD PLAYHOUSE PO BOX 242 VINEYARD HAVEN,MA 02568	N/A	PUBLIC CHARITY	THEATER & ARTS	2,500
VISITING NURSE ASSOCIATION OF MARTHA'S VINEYARD 457 A STATE ROAD VINEYARD HAVEN,MA 02568	N/A	PUBLIC CHARITY	MEDICAL	1,000
VISITING NURSE ASSOCIATION OF WISCONSIN 11333 W NATIONAL AVE MILWAUKEE,WI 53227	N/A	PUBLIC CHARITY	MEDICAL	5,000
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY,MA 02481	N/A	PUBLIC CHARITY	EDUCATION	5,000
WOMEN'S FUND-GTR MILWAUKEE FDN 1020 N BROADWAY MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	SOCIAL	1,000
WOODS HOLE OCEANOGRAPHIC INSTITUTE MS 8 WOODS HOLE,MA 02543	N/A	PUBLIC CHARITY	EDUCATION	500
<b>Total . . . . .</b>  <b>3a</b>				346,700

TY 2010 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	3,343	2,506		837

**TY 2010 Investments Corporate  
Bonds Schedule****Name:** PHOEBE R & JOHN D LEWIS FOUNDATION**EIN:** 31-1401478

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
SHELL INTL FIN 3.1%	94,728	95,506
COCA COLA CO NT 3.625%	0	0
CONOCOPHILLIPS GTD NT 4.75%	0	0
HEWLETT PACKARD CO GLBL NT 4.75%	90,131	98,611
WESTPAC BKG CORP 3%	75,011	75,379

TY 2010 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	1,139,902
ACCENTURE PLC SHS CL A NEW	117,802	196,385
ADR INFOSYS TECHNOLOGIES LTD	155,510	257,911
APACHE CORP COM	130,043	170,499
CITRIX SYS INC	0	0
CME GROUP INC COM STK	131,051	159,266
COGNIZANT TECHNOLOGY SOLUTIONS	146,634	316,613
DEVRY INC DEL COM	169,308	179,685
EXPRESS SCRIPTS INC	54,463	225,929
FASTENAL CO COM	16,871	38,942
FRKLN RES INC COM	161,769	169,039
GOLDMAN SACHS GROUP	0	0
HEARTLAND EXPRESS	31,419	34,171
HEWLETT PACKARD CO	162,239	135,141
JACOBS ENGR GROUP	23,194	52,269
KOHL'S CORP	131,063	165,194
ORACLE CORP COM	164,858	207,832
PNC FINANCIAL SERVICES GROUP	156,249	179,428
SCHWAB CHARLES CORP COM	0	0
TJX COS INC COM	99,216	146,487
VISA INC COM CL A	177,743	188,970
WALGREEN CO COM	0	0
ABBOTT LAB COM	72,513	91,029
AMER ELEC PWR CO INC COM	138,783	136,724
AVON PRODUCTS	0	0
CATERPILLAR INC	60,216	140,490
CELGENE CORP COM	91,569	94,624
CHEVRON CORP	100,066	155,125
CISCO SYS INC	64,241	70,805
COCA COLA CO COM	122,023	124,963



Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONS EDISON INC	142,874	158,624
CVS CAREMARK CORP COM STK	117,704	132,126
DANAHER CORP COM	108,684	136,793
DEVON ENERGY CORP	0	0
DUKE ENERGY CORP	173,460	158,509
EATON CORP COM	120,942	121,812
ELI LILLY & CO COM	0	0
EMERSON ELEC CO	0	0
EXXON MOBIL CORP COM	117,498	162,253
GENERAL ELECTRIC	132,481	124,372
HEWLETT PACKARD CO	88,695	79,990
INTEL CORP	76,275	94,635
INTERNATIONAL BUSINESS MACHS CORP	91,270	117,408
JOHNSON & JOHNSON COM	0	0
KROGER CO COM	127,151	134,160
L-3 COMMUNICATIONS HLDG CORP	0	0
LOEWS CORP COM	103,541	124,512
MCDONALDS CORP COM	58,157	130,492
MICROSOFT CORP	81,278	80,968
NEWMONT MINING CORP NEW COM	30,708	43,001
ORACLE CORP COM	89,223	97,030
PARKER-HANNIFIN CORP	0	0
PFIZER INC COM	149,483	136,578
PROCTER & GAMBLE CO	0	0
QUALCOMM INC COM	94,961	94,031
SCHLUMBERGER LTD COM	0	0
SOUTHERN CO COM	127,045	141,451
THERMO FISHER CORP	92,133	99,648
UNITED TECHNOLOGIES CORP	89,170	133,824
WAL-MART STORES INC COM	122,059	124,039

Name of Stock	End of Year Book Value	End of Year Fair Market Value
XTO ENERGY INC	0	0
3M CO COM	108,851	129,450

## TY 2010 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	149,488	117,040
MFB NORTHERN FDS MUNI & TAXABLE MONEY MKT FDS	AT COST	547,646	547,646
CASH IN TRANSIT	AT COST	0	0

# TY 2010 Legal Fees Schedule

**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION

**EIN:** 31-1401478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	30	22		8

TY 2010 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 Charit able Purposes
ML PRIVATE EQUITY FUND-INV EXPENSE	4,556	4,556		0

TY 2010 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	2,358	2,358	2,358

TY 2010 Other Liabilities Schedule

**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION

**EIN:** 31-1401478

Description	Beginning of Year - Book Value	End of Year - Book Value
CASH IN TRANSIT	0	94,949

**TY 2010 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	50,667	50,667		0
BANK FEES	150	150		0



TY 2010 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	136	136		0