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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation PHOEBE R & JOHN D LEWIS FOUNDATION C/O PRL INVESTMENTS LLP		A Employer identification number 31-1401478	
Number and street (or P O box number if mail is not delivered to street address) 5205 N IRONWOOD ROAD NO 211		B Telephone number (see instructions) (414) 231-9724	
City or town, state, and ZIP code MILWAUKEE, WI 53217		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,589,875	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	158,678			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	205,267	205,267		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	260,202			
	b Gross sales price for all assets on line 6a _____ 1,915,516				
	7 Capital gain net income (from Part IV, line 2)		260,202		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	624,147	465,469		
	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)	2,215	1,661		554
	c Other professional fees (attach schedule)	61,831	60,581		1,250
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,881	24		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,028	1,028		0
	24 Total operating and administrative expenses. Add lines 13 through 23	67,955	63,294		1,804
	25 Contributions, gifts, grants paid	409,071			409,071
	26 Total expenses and disbursements. Add lines 24 and 25	477,026	63,294		410,875
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	147,121			
	b Net investment income (if negative, enter -0-)		402,175		
	c Adjusted net income (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)	5,525,347	5,420,966	7,378,975
	c	Investments—corporate bonds (attach schedule).	438,683	268,268	281,560
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	507,881	937,316	929,340
	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)	6,471,911	6,626,550	8,589,875
	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 ▶ _____)	0	345	
	23	Total liabilities (add lines 17 through 22)	0	345	
Net Assets or Fund Balances		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	6,471,911	6,626,205	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,471,911	6,626,205	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,471,911	6,626,550	

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	6,471,911
2	Enter amount from Part I, line 27a	2	147,121
3	Other increases not included in line 2 (itemize) ▶ _____	3	7,173
4	Add lines 1, 2, and 3	4	6,626,205
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	6,626,205

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	PUBLICLY TRADED SECURITIES			
c	PUBLICLY TRADED SECURITIES			
d	SECURITES LITIGATION	P		
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			-48,995
b 431,020		420,751	10,269
c 1,484,442		1,185,568	298,874
d 54			54
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			-48,995
b			10,269
c			298,874
d			54
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	260,202
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		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))
2011	384,323	8,304,374	0 046280
2010	348,420	7,805,596	0 044637
2009	427,311	7,045,079	0 060654
2008	475,752	8,624,079	0 055166
2007	448,665	9,620,462	0 046637

2	Total of line 1, column (d).	2	0 253374
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 050675
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	8,493,800
5	Multiply line 4 by line 3.	5	430,423
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,022
7	Add lines 5 and 6.	7	434,445
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	410,875

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 <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,044
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	8,044
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	8,044
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,320		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,750		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	11,070
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,026
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 3,026 Refunded		11	0

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?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶JOHN D LEWIS Telephone no ▶(414) 231-9724 Located at ▶5205 N IRONWOOD ROAD STE 211 MILWAUKEE WI ZIP +4 ▶53217			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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 2012?	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 instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				<input type="checkbox"/>
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PHOEBE R LEWIS	PRESIDENT	0	0	0
1800 N PROSPECT AVE APT 20D MILWAUKEE, WI 53202	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
1800 N PROSPECT AVE APT 20D MILWAUKEE, WI 53202	2 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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 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	8,623,147
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,623,147
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	8,623,147
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	129,347
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,493,800
6	Minimum investment return. Enter 5% of line 5.	6	424,690

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	424,690
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	8,044
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,044
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	416,646
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	416,646
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	416,646

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	410,875
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	410,875
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	410,875
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				416,646
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			409,038	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 410,875				
a Applied to 2011, but not more than line 2a			409,038	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,837
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			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 instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				414,809
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 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	409,071
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 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	205,267	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	260,202	
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		465,469	0
13	Total. Add line 12, columns (b), (d), and (e).			13	465,469	

[illegible]

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

**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.

*****		2013-06-20	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee		Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00073773
	KARIN HARMS	KARIN HARMS			
	Firm's name <input type="checkbox"/>	SCHENCK SC 11414 W PARK PLACE STE 200		Firm's EIN <input type="checkbox"/> 39-1173131	
	Firm's address <input type="checkbox"/>	MILWAUKEE, WI 53224		Phone no (414) 463-4411	

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 <i>Paid during the year</i>				
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 - S ARIZONA 5301 EAST BROADWAY BLVD TUCSON, AZ 85711	N/A	PUBLIC CHARITY	MEDICAL	500
ATTIC ANGEL PLACE INC 8301 OLD SAUK ROAD MIDDLETON, WI 53562	N/A	PUBLIC CHARITY	SOCIAL	2,000
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	500
ARIZONA PUBLIC MEDIA PO BOX 210067 TUCSON, AZ 85721	N/A	PUBLIC CHARITY	COMMUNITY	500
AURORA HEALTH CARE FOUNDATION 750 W VIRGINA STREET MILWAUKEE, WI 53234	N/A	PUBLIC CHARITY	MEDICAL	5,000
AURORA REGIONAL FIRE MUSEUM PO BOX 1782 AURORA, IL 60507	N/A	PUBLIC CHARITY	EDUCATION	500
BALDWIN SCHOOL 701 MONTGOMERY AVE BRYN MAWR, PA 190103597	N/A	PUBLIC CHARITY	EDUCATION	10,000
BELMONT FOOD PANTRY PO BOX 291 BELMONT, MA 02478	N/A	PUBLIC CHARITY	SOCIAL	1,250
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

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 <i>Paid during the year</i>				
CLEAN LAKE ALLIANCE 150 EAST GILMAN STREET SUITE 2600 MADISON,WI 53703	N/A	PUBLIC CHARITY	ENVIRONMENT	1,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEWYORK,NY 100015004	N/A	PUBLIC CHARITY	HEALTH	1,000
ECONOMICS WISCONSIN 161 W WISCONSIN AVE SUITE 3143 MILWAUKEE,WI 53203	N/A	PUBLIC CHARITY	EDUCATION	1,000
FAMILY PROMISE CHICAGO NORTH SHORE PO BOX 484 GLENCOE,IL 60022	N/A	PUBLIC CHARITY	SOCIAL	1,000
FAMILY SUPPORT & RESOURCE CENTER 1945 W BROADWAY MADISON,WI 53713	N/A	PUBLIC CHARITY	SOCIAL	2,000
FIRST CONGREGATIONAL CHURCH PO BOX 3000 WEST TISBURY,MA 02575	N/A	PUBLIC CHARITY	RELIGIOUS	1,000
GRAND AVENUE CLUB 210 E MICHIGAN ST MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	EDUCATION	500
HABITAT FOR HUMANITY-TUCSON AZ 621 WLESTER 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
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVE ROXBURY,MA 02119	N/A	PUBLIC CHARITY	SOCIAL	1,250
HOSPICE OF MARTHA'S VINEYARD PO BOX 2549 OAK BLUFFS,MA 02557	N/A	PUBLIC CHARITY	HEALTH	500
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEWYORK,NY 10118	N/A	PUBLIC CHARITY	SOCIAL	1,000
INTERFAITH BUSINESS BUILDERS 1707 WESTWOOD AVE CINCINNATI,OH 45214	N/A	PUBLIC CHARITY	SOCIAL	2,000
INTERNATIONAL CRANE FOUNDATION PO BOX 447 BARABOO,WI 53913	N/A	PUBLIC CHARITY	ENVIRONMENT	1,900
LINCOLN PARK ZOO PO BOX 14903 CHICAGO,IL 60614	N/A	PUBLIC CHARITY	ENVIRONMENT	500

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 <i>Paid during the year</i>				
LOOMIS CHAFFEE SCHOOL 4 BATCHEDLER ROAD WINDSOR,CT 06095	N/A	PUBLIC CHARITY	EDUCATION	2,500
MADISON COMMUNITY FOUNDATION PO BOX 5010 MADISON,WI 53705	N/A	PUBLIC CHARITY	SOCIAL	2,000
MALAIKA EARLY LEARNING CENTER 125 WAUER AVENUE MILWAUKEE,WI 53212	N/A	PUBLIC CHARITY	EDUCATION	1,000
MARTHA'S VINEYARD HOSPITAL PO BOX 1477 OAK BLUFFS,MA 02557	N/A	PUBLIC CHARITY	HEALTH	5,000
MARTHA'S VINEYARD MUSEUM PO BOX 1310 EDGARTOWN,MA 02539	N/A	PUBLIC CHARITY	EDUCATION	52,848
MASS AUDUBON 208 SOUTH GREAT ROAD LINCOLN,MA 01773	N/A	PUBLIC CHARITY	RELIGIOUS	1,250
MEDICAL COLLEGE OF WISCONSIN 8701 WATERTOWN PLANK ROAD MILWAUKEE,WI 53226	N/A	PUBLIC CHARITY	EDUCATION	15,000
MILWAUKEE ART MUSEUM 700 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	2,100
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 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 225 VARICK ST 7TH FLOOR NEWYORK,NY 10014	N/A	PUBLIC CHARITY	ENVIRONMENT	1,400
NATIONAL ORGANIZATION FOR WOMEN FOUNDATION 1100 H STREET NW SUITE 300 WASHINGTON,DC 20005	N/A	PUBLIC CHARITY	SOCIAL	100

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 <i>Paid during the year</i>				
NATIVE SEED SEARCH 3061 N CAMPBELL AVENUE TUCSON,AZ 85719	N/A	PUBLIC CHARITY	ENVIRONMENT	100
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	3,000
NEXT ACT THEATER 219 N MILWAUKEE ST MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	1,000
NORTH PARK ELEMENTARY SCHOOL 2017 W MONTROSE CHICAGO,IL 60618	N/A	PUBLIC CHARITY	EDUCATION	1,000
OLD TOWN SCHOOL OF FOLK MUSIC 4544 N LINCOLN AVE CHICAGO,IL 60625	N/A	PUBLIC CHARITY	THEATER & ARTS	500
ORIENTAL INSTITUTE 1155 EAST 58TH STREET CHICAGO,IL 60637	N/A	PUBLIC CHARITY	MUSEUM	500
PARTNERS IN HEALTH 888 COMMONWEALTH AVE 3RD FLOOR BOSTON,MA 02215	N/A	PUBLIC CHARITY	HEALTH	2,500
PINE STREET INN 444 HARRISON AVE BOSTON,MA 02118	N/A	PUBLIC CHARITY	SOCIAL	1,250
PINEY WOODS SCHOOL PO BOX 57 PINEY WOODS,MS 39148	N/A	PUBLIC CHARITY	EDUCATION	36,000
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	2,000
PRINCETON UNIVERSITY PO BOX 46 PRINCETON,NJ 08544	N/A	PUBLIC CHARITY	EDUCATION	25,174
RESOURCE CENTER 222 EAST 135TH PLACE CHICAGO,IL 60627	N/A	PUBLIC CHARITY	ENVIRONMENT	1,000

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 <i>Paid during the year</i>				
RIVER REVITALIZATION FOUNDATION 1845 N FARWELL AVE STE 100 MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	ENVIRONMENT	20,000
RIVEREDGE NATURE CENTER PO BOX 26 NEWBURG,WI 53060	N/A	PUBLIC CHARITY	ENVIRONMENT	2,000
ROTARY CLUB - MILWAUKEE 750 N LINCOLN MEMORIAL DRIVESUITE 320 MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	SOCIAL	2,000
SAINT JOHN'S ON THE LAKE 1840 N PROSPECT AVE MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	RELIGIOUS	5,000
SCHLITZ AUDUBON NATURE CENTER 1111 E BROWN DEER RD MILWAUKEE,WI 53217	N/A	PUBLIC CHARITY	ENVIROMENT	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	7,000
SKYLIGHT THEATRE 158 N BROADWAY MILWAUKEE,WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	3,000
SMITH COLLEGE 33 ELM STREET NORTHAMPTON,MA 01063	N/A	PUBLIC CHARITY	EDUCATION	52,749
SPARC 1 SPARC CENTER PLAZA 232 BRUM LANE SPRINGFIELD,IL 62702	N/A	PUBLIC CHARITY	EDUCATION	1,500
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	35,000
TUBAC CENTER OF THE ARTS 9 PLAZA RD TUBAC,AZ 85646	N/A	PUBLIC CHARITY	THEATER & ARTS	2,000
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

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 <i>Paid during the year</i>				
UNITED WAY 225 W VINE ST MILWAUKEE, WI 53212	N/A	PUBLIC CHARITY	SOCIAL	5,000
UNIVERSITY OF ARIZONA ART MUSEUM PO BOX 210109 TUCSON, AZ 857210109	N/A	PUBLIC CHARITY	EDUCATION	2,000
UNIVERSITY OF ARIZONA HUMANITIES PO BOX 210109 TUCSON, AZ 857210109	N/A	PUBLIC CHARITY	EDUCATION	1,000
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	EDUCATION	500
UNIVERSITY OF CHICAGO LABORATORY SCHOOLS 1362 E 59TH ST CHICAGO, IL 60637	N/A	PUBLIC CHARITY	EDUCATION	4,000
UNIVERSITY OF CHICAGO RADIOLOGY DEPT 5841 SOUTH MARYLAND AVENUE CHICAGO, IL 60637	N/A	PUBLIC CHARITY	EDUCATION	1,500
UNIVERSITY OF CHICAGO URBAN EDUCATION INSTITUTE 1313 E 60TH ST CHICAGO, IL 60637	N/A	PUBLIC CHARITY	EDUCATION	2,500
UPAF 929 N WATER ST MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	3,500
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	2,000
VISITING NURSE ASSOCIATION OF WISCONSIN 11333 W NATIONAL AVE MILWAUKEE, WI 53227	N/A	PUBLIC CHARITY	MEDICAL	4,000
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	N/A	PUBLIC CHARITY	EDUCATION	4,000
WEST TISBURY LIBRARY FOUNDATION 1042 STATE ROAD VINEYARD HAVEN, MA 02568	N/A	PUBLIC CHARITY	EDUCATION	1,000
WISCONSIN CONSERVATORY OF MUSIC 1584 N PROSPECT AVE MILWAUKEE, WI 53202	N/A	PUBLIC CHARITY	THEATER & ARTS	1,000

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 <i>Paid during the year</i>				
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
Total ▶ 3a				409,071

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	<div>OMB No 1545-0047</div>
		<div>2012</div>

<div>Name of the organization</div> <div>PHOEBE R & JOHN D LEWIS FOUNDATION C/O PRL INVESTMENTS LLP</div>	<div>Employer identification number</div> <div>31-1401478</div>
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization PHOEBE R & JOHN D LEWIS FOUNDATION C/O PRL INVESTMENTS LLP	Employer identification number 31-1401478
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

TY 2012 Accounting Fees Schedule**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION

C/O PRL INVESTMENTS LLP

EIN: 31-1401478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,215	1,661		554

**TY 2012 Investments Corporate
Bonds Schedule**

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
C/O PRL INVESTMENTS LLP

EIN: 31-1401478

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SHELL INTL FIN 3.1%	94,728	98,521
AMGEN INC 1.875%	0	0
HEWLETT PACKARD CO GLBL NT 4.75%	0	0
JPMORGAN CHASE 3.15%	98,529	103,826
WESTPAC BKG CORP 3%	75,011	79,213

TY 2012 Investments Corporate
Stock Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
C/O PRL INVESTMENTS LLP
EIN: 31-1401478

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PK NATL CORP COM	514,030	781,376
ACCENTURE PLC SHS CL A NEW	79,639	182,210
ADR INFOSYS TECHNOLOGIES LTD	0	0
APACHE CORP COM	178,508	152,683
CME GROUP INC COM STK	0	0
COGNIZANT TECHNOLOGY SOLUTIONS	146,634	319,896
EXPRESS SCRIPTS INC	54,463	225,720
FASTENAL CO COM	42,096	90,579
FRKLN RES INC COM	161,769	191,064
GOOGLE INC CL A	177,033	237,639
HEARTLAND EXPRESS	31,419	27,878
HELMERICH & PAYNE INC COM	187,640	181,192
JACOBS ENGR GROUP	51,788	75,349
JOHNSON CONTROL INC OCM	0	0
ORACLE CORP COM	164,858	221,245
PNC FINANCIAL SERVICES GROUP	156,249	172,306
TJX COS INC COM	59,814	169,588
UNITEDHEALTH GROUP INC	74,472	75,394
VISA INC COM CL A	100,933	235,707
ABBOTT LAB COM	68,696	117,900
AMER ELEC PWR CO INC COM	0	0
AT&T INC COM	129,082	155,066
CATERPILLAR INC	60,216	134,370
CELGENE CORP COM	85,846	118,080
CHEVRON CORP	100,066	183,838
CISCO SYS INC	91,837	108,075
COCA COLA CO COM	122,023	137,750
CONS EDISON INC	0	0
DANAHER CORP COM	108,684	162,110
DOMINION RES INC VA NEW COM	114,475	129,500

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOW CHEMICAL CO COM	129,043	151,904
DU PONT E I DE NEMOURS & CO	124,067	107,928
EATON CORP COM	123,972	130,080
EXXON MOBIL CORP COM	101,042	166,089
GENERAL ELECTRIC	132,481	142,732
FEDEX CORP COM	127,867	128,408
INTEL CORP	68,214	86,646
INTERNATIONAL BUSINESS MACHS CORP	91,270	153,240
KROGER CO COM	0	0
MCDONALDS CORP COM	58,157	149,957
MERCK & CO INC	133,984	143,290
MICROSOFT CORP	81,278	77,517
NEXTERA ENERGY	136,442	145,299
ORACLE CORP COM	89,223	103,292
PFIZER INC COM	123,915	165,528
PHILIP MORRIS INTL COM STK	144,028	133,824
PPL CORP COM	137,078	140,287
QUALCOMM INC COM	94,961	117,838
SCHLUMBERGER LTD COM	142,535	131,651
SOUTHERN CO COM	99,256	124,149
THERMO FISHER CORP	92,133	114,804
UNITED TECHNOLOGIES CORP	89,170	139,417
WAL-MART STORES INC COM	0	0
3M CO COM	0	0
PHILLIPS 66 STOCK	38,580	38,580

TY 2012 Investments - Other Schedule**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION

C/O PRL INVESTMENTS LLP

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	31,736	23,760
MFB NORTHERN FDS MUNI & TAXABLE MONEY MKT FDS	AT COST	905,580	905,580
CASH IN TRANSIT	AT COST	0	0

TY 2012 Other Expenses Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION

C/O PRL INVESTMENTS LLP

EIN: 31-1401478

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ML PRIVATE EQUITY FUND-INV EXPENSE	1,028	1,028		0

TY 2012 Other Increases Schedule**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION

C/O PRL INVESTMENTS LLP

EIN: 31-1401478

Description	Amount
APPRECIATION ON DONATED STOCK	7,173

TY 2012 Other Liabilities Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION

C/O PRL INVESTMENTS LLP

EIN: 31-1401478

Description	Beginning of Year - Book Value	End of Year - Book Value
CASH IN TRANSIT	0	345

TY 2012 Other Professional Fees Schedule**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION

C/O PRL INVESTMENTS LLP

EIN: 31-1401478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE EXPENSE	5,000	3,750		1,250
INVESTMENT MANAGEMENT FEES	56,831	56,831		0

TY 2012 Taxes Schedule**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION

C/O PRL INVESTMENTS LLP

EIN: 31-1401478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	24	24		0
FEDERAL TAXES	2,857	0		0