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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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 or province, country, and ZIP or foreign postal 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) <input checked="" type="checkbox"/> \$ 10,491,779		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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.)			

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	180,799	180,799		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	597,523			
	b Gross sales price for all assets on line 6a 1,800,518				
	7 Capital gain net income (from Part IV, line 2) . . .		597,523		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	778,322	778,322		
	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)	2,400	1,800		600
	c Other professional fees (attach schedule)	66,604	65,104		1,500
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,804	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	716	716		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	81,524	67,620		2,100
	25 Contributions, gifts, grants paid	415,500			415,500
	26 Total expenses and disbursements. Add lines 24 and 25	497,024	67,620		417,600
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	281,298			
	b Net investment income (if negative, enter -0-)		710,702		
	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 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)	5,420,966	5,876,634	9,499,185
	c	Investments—corporate bonds (attach schedule).	268,268	149,773	152,651
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	937,316	842,617	839,768
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	0	175	175	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,626,550	6,869,199	10,491,779	
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 ▶ _____)	345	0	
	23	Total liabilities (add lines 17 through 22)	345	0	
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	6,626,205	6,869,199	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,626,205	6,869,199	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,626,550	6,869,199	

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	6,626,205
2	Enter amount from Part I, line 27a	2	281,298
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,907,503
5	Decreases not included in line 2 (itemize) ▶ _____	5	38,304
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,869,199

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	ML PRIVATE EQUITY FUND (K-1)	P		
b	PUBLICLY TRADED SECURITIES			
c	PUBLICLY TRADED SECURITIES			
d	SECURITES LITIGATION	P		
e	ML PRIVATE EQUITY			

(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			-219
b18,439		17,241	1,198
c1,732,463		1,185,258	547,205
d274			274
e49,342		277	49,065

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			-219
b			1,198
c			547,205
d			274
e			49,065

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	597,523
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))
2012	410,875	8,493,800	0 048374
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

2	Total of line 1, column (d).	2	0 255111
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 051022
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	9,487,032
5	Multiply line 4 by line 3.	5	484,047
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,107
7	Add lines 5 and 6.	7	491,154
8	Enter qualifying distributions from Part XII, line 4.	8	417,600

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

Part VI Excise 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		1	14,214
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			
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	14,214
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	14,214
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,080	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	18,080
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	3,866
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,866 Refunded		11	0

Part VII-A Statements 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?		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)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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 2013 or the taxable year beginning in 2013 (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 2013, 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	Yes	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 2013?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <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 2013 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 2013.</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 2013?	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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<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	9,631,505
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	9,631,505
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	9,631,505
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	144,473
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,487,032
6	Minimum investment return. Enter 5% of line 5.	6	474,352

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	474,352
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	14,214
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,214
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	460,138
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	460,138
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	460,138

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	417,600
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	417,600
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	417,600
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				460,138
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			414,809	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ➤ \$ 417,600				
a Applied to 2012, but not more than line 2a			414,809	
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 2013 distributable amount.				2,791
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				457,347
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 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . ▶

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Qualifying distributions from Part XII,
line 4 for each year listed

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

Complete 3a, b, or c for the
alternative test relied upon

"Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying
under section 4942(j)(3)(B)(i)

• "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .

(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

1 Information Regarding Foundation Managers:

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

• 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

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	415,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


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	PC	EDUCATION	1,000
AMERICAN PLAYERS THEATER PO BOX 819 SPRING GREEN, WI 53588	N/A	PC	THEATER & ARTS	2,000
AMERICAN RED CROSS - S ARIZONA 5301 EAST BROADWAY BLVD TUCSON, AZ 85711	N/A	PC	MEDICAL	500
AMERIND FOUNDATION 2100 N AMERIND ROAD DRAGOON, AZ 85609	N/A	PC	EDUCATION	1,000
ARIZONA LAND & WATER TRUST 3127 N CHERRY AVENUE TUSCON, AZ 85719	N/A	PC	ENVIRONMENT	1,000
ARIZONA PUBLIC MEDIA PO BOX 210067 TUCSON, AZ 85721	N/A	PC	COMMUNITY	500
ARIZONA THEATER COMPANY 40 E 14TH ST TUCSON, AZ 85701	N/A	PC	THEATER & ARTS	1,000
AURORA HEALTH CARE FOUNDATION 750 W VIRGINA STREET MILWAUKEE, WI 53234	N/A	PC	MEDICAL	1,000
AURORA REGIONAL FIRE MUSEUM PO BOX 1782 AURORA, IL 60507	N/A	PC	EDUCATION	500
BALDWIN SCHOOL 701 MONTGOMERY AVE BRYN MAWR, PA 190103597	N/A	PC	EDUCATION	10,000
BELMONT FOOD PANTRY PO BOX 291 BELMONT, MA 02478	N/A	PC	SOCIAL	500
BLOOD CENTER PO BOX 2178 MILWAUKEE, WI 53201	N/A	PC	MEDICAL	1,000
CALL TO COLLEGE 10 W LOCUST ST NEWARK, OH 43055	N/A	PC	EDUCATION	2,000
CARLETON COLLEGE 1 N COLLEGE ST NORTHFIELD, MN 55057	N/A	PC	EDUCATION	2,000
CHICAGO HIGH SCHOOL FOR THE ARTS 521 E 35TH STREET CHICAGO, IL 60616	N/A	PC	EDUCATION	1,000
Total  3a				415,500


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 Paid during the year				
CIRCUS WORLD MUSEUM 550 WATER ST HIGHWAY 113 BARABOO,WI 53913	N/A	PC	SOCIAL	1,000
CLEAN LAKE ALLIANCE 150 EAST GILMAN STREET SUITE 2600 MADISON,WI 53703	N/A	PC	ENVIRONMENT	500
CRADLES TO CRAYONS 155 NORTH BEACON STREET BRIGHTON,MA 02135	N/A	PC	EDUCATION	2,500
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEWYORK,NY 100015004	N/A	PC	HEALTH	1,000
DOMESTIC ABUSE INTERVENTION SERVICES PO BOX 1761 MADISON,WI 53701	N/A	PC	SOCIAL	2,000
ECONOMICS WISCONSIN 161 W WISCONSIN AVE SUITE 3143 MILWAUKEE,WI 53203	N/A	PC	EDUCATION	1,000
FAMILY PROMISE CHICAGO NORTH SHORE PO BOX 484 GLENCOE,IL 60022	N/A	PC	SOCIAL	1,000
FAMILY SUPPORT & RESOURCE CENTER 1945 WBROADWAY MADISON,WI 53713	N/A	PC	SOCIAL	2,000
FIRST CONGREGATIONAL CHURCH PO BOX 3000 WEST TISBURY,MA 02575	N/A	PC	RELIGIOUS	1,000
FRANK LLOYD WRIGHT HERITAGE PO BOX 6339 MADISON,WI 537160339	N/A	PC	COMMUNITY	1,000
FRIENDS OF BOERNER BOTANICAL GARDENS 9400 BOERNER DRIVE HALES CORNERS,WI 53130	N/A	PC	ENVIRONMENT	2,000
HABITAT FOR HUMANITY-TUCSON AZ 621 WLESTER ST TUCSON,AZ 85705	N/A	PC	SOCIAL	500
HANDS OF PEACE 1000 ELM STREET GLENVIEW,IL 60025	N/A	PC	RELIGIOUS	1,000
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVE ROXBURY,MA 02119	N/A	PC	SOCIAL	1,500
HOSPICE OF MARTHA'S VINEYARD PO BOX 2549 OAK BLUFFS,MA 02557	N/A	PC	HEALTH	500
Total  3a				415,500

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 Paid during the year				
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEW YORK,NY 10118	N/A	PC	SOCIAL	1,000
IMMANUEL PRESBYTERIAN CHURCH 1100 N ASTOR STREET MILWAUKEE,WI 53202	N/A	PC	RELIGIOUS	1,000
INTERFAITH BUSINESS BUILDERS 1707 WESTWOOD AVE CINCINNATI,OH 45214	N/A	PC	SOCIAL	2,000
INTERNATIONAL CRANE FOUNDATION PO BOX 447 BARABOO,WI 53913	N/A	PC	ENVIRONMENT	1,500
LEGAL MOMENTUMNOW LEGAL DEFENSE AND EDUCATION FUND 395 HUDSON STREET NEW YORK,NY 100143684	N/A	PC	EDUCATION	1,000
LINCOLN PARK ZOO PO BOX 14903 CHICAGO,IL 60614	N/A	PC	ENVIRONMENT	500
LOOMIS CHAFFEE SCHOOL 4 BATCHEDLER ROAD WINDSOR,CT 06095	N/A	PC	EDUCATION	2,500
MADISON AUDUBON SOCIETY 1400 E WASHINGTON AVE 170 MADISON,WI 53703	N/A	PC	ENVIRONMNET	500
MADISON COMMUNITY FOUNDATION PO BOX 5010 MADISON,WI 53705	N/A	PC	SOCIAL	2,000
MALAIKA EARLY LEARNING CENTER 125 WAUER AVENUE MILWAUKEE,WI 53212	N/A	PC	EDUCATION	1,000
MARTHA'S VINEYARD HOSPITAL PO BOX 1477 OAK BLUFFS,MA 02557	N/A	PC	HEALTH	5,000
MARTHA'S VINEYARD MUSEUM PO BOX 1310 EDGARTOWN,MA 02539	N/A	PC	EDUCATION	102,500
MASS AUDUBON 208 SOUTH GREAT ROAD LINCOLN,MA 01773	N/A	PC	RELIGIOUS	1,500
MEDICAL COLLEGE OF WISCONSIN 8701 WATERTOWN PLANK ROAD MILWAUKEE,WI 53226	N/A	PC	EDUCATION	15,000
MILWAUKEE ART MUSEUM 700 N ART MUSEUM DR MILWAUKEE,WI 53202	N/A	PC	THEATER & ARTS	5,000
Total  3a				415,500


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 Paid during the year				
MILWAUKEE CHAMBER THEATER 158 N BROADWAY MILWAUKEE, WI 53202	N/A	PC	THEATER & ARTS	1,500
MILWAUKEE REPERTORY THEATER 108 E WELLS ST MILWAUKEE, WI 53202	N/A	PC	THEATER & ARTS	2,000
MILWAUKEE SYMPHONY ORCHESTRA 700 N WATER STREET SUITE 700 MILWAUKEE, WI 53202	N/A	PC	THEATER & ARTS	1,000
NAMI WISCONSIN 1410 NORTHPORT DRIVE MADISON, WI 53704	N/A	PC	EDUCATION	1,700
NATIONAL AUDUBON SOCIETY 225 VARICK ST 7TH FLOOR NEW YORK, NY 10014	N/A	PC	ENVIRONMENT	1,000
NATURE CONSERVANCY OF AZ 1510 E FORT LOWELL ROAD TUCSON, AZ 85719	N/A	PC	ENVIRONMENT	2,000
NATURE CONSERVANCY OF WI 4245 N FAIRFAX DR SUITE 100 ARLINGTON, VA 22203	N/A	PC	ENVIRONMENT	3,000
ORIENTAL INSTITUTE 1155 EAST 58TH STREET CHICAGO, IL 60637	N/A	PC	MUSEUM	500
PARTNERS IN HEALTH 888 COMMONWEALTH AVE 3RD FLOOR BOSTON, MA 02215	N/A	PC	HEALTH	2,500
PLANNED PARENTHOOD OF AZ 127 S FIFTH AVE TUCSON, AZ 85701	N/A	PC	MEDICAL	4,000
PLANNED PARENTHOOD OF WI 111 KING ST SUITE 23 MADISON, WI 532012566	N/A	PC	MEDICAL	5,000
PORCHLIGHT INC 306 N BROOKS ST MADISON, WI 53715	N/A	PC	SOCIAL	2,800
PRINCETON UNIVERSITY PO BOX 46 PRINCETON, NJ 08544	N/A	PC	EDUCATION	30,000
RESOURCE CENTER 222 EAST 135TH PLACE CHICAGO, IL 60627	N/A	PC	ENVIRONMENT	1,000
RIVER REVITALIZATION FOUNDATION 1845 N FARWELL AVE STE 100 MILWAUKEE, WI 53202	N/A	PC	ENVIRONMENT	20,000
Total  3a				415,500

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 Paid during the year				
RIVEREDGE NATURE CENTER PO BOX 26 NEWBURG,WI 53060	N/A	PC	ENVIRONMENT	2,000
ROTARY CLUB - MILWAUKEE 750 N LINCOLN MEMORIAL DRIVESUITE 320 MILWAUKEE,WI 53202	N/A	PC	SOCIAL	12,000
SAINT JOHN'S ON THE LAKE 1840 N PROSPECT AVE MILWAUKEE,WI 53202	N/A	PC	RELIGIOUS	5,000
SCHLITZ AUDUBON NATURE CENTER 1111 E BROWN DEER RD MILWAUKEE,WI 53217	N/A	PC	ENVIROMENT	500
SHERIFF'S MEADOWS FDN ROUTE 1 BOX 319X VINEYARD HAVEN,MA 02568	N/A	PC	ENVIRONMENT	5,000
SKYLIGHT THEATRE 158 N BROADWAY MILWAUKEE,WI 53202	N/A	PC	THEATER & ARTS	2,000
SMITH COLLEGE 33 ELM STREET NORTHAMPTON,MA 01063	N/A	PC	EDUCATION	33,000
SPARC 1 SPARC CENTER PLAZA 232 BRUM LANE SPRINGFIELD,IL 62702	N/A	PC	EDUCATION	1,500
SUFFIELD ACADEMY 185 NORTH MAIN STREET SUFFIELD,CT 06078	N/A	PC	EDUCATION	1,000
TEN CHIMNEY'S FOUNDATION PO BOX 225 GENESEE DEPOT,WI 53127	N/A	PC	THEATER & ARTS	35,000
TUBAC CENTER OF THE ARTS 9 PLAZA RD TUBAC,AZ 85646	N/A	PC	THEATER & ARTS	2,000
TUCSON SYMPHONY ORCHESTRA 2175 N 6TH AVE TUCSON,AZ 85705	N/A	PC	THEATER & ARTS	1,000
UNITED COMMUNITY CENTER 1028 S 9TH ST MILWAUKEE,WI 53204	N/A	PC	SOCIAL	1,000
UNITED WAY 225 W VINE ST MILWAUKEE,WI 53212	N/A	PC	SOCIAL	5,000
UNIVERSITY OF ARIZONA HUMANITIES PO BOX 210109 TUCSON,AZ 857210109	N/A	PC	EDUCATION	1,000
Total ▶ 3a				415,500

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>				
UNIVERSITY OF ARIZONA MUSEUM OF ART PO BOX 210109 TUCSON,AZ 857210109	N/A	PC	EDUCATION	2,000
UNIVERSITY OF ARIZONA SCHOOL OF ART PO BOX 210109 TUCSON,AZ 857210109	N/A	PC	EDUCATION	1,000
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE CHICAGO,IL 60637	N/A	PC	EDUCATION	6,500
UNIVERSITY OF CHICAGO RADIOLOGY DEPT 5841 SOUTH MARYLAND AVENUE CHICAGO,IL 60637	N/A	PC	EDUCATION	1,500
UPAF 929 N WATER ST MILWAUKEE,WI 53202	N/A	PC	THEATER & ARTS	3,500
URBAN ECOLOGY CENTER 1500 E PARK PLACE MILWAUKEE,WI 53211	N/A	PC	ENVIRONMENT	20,000
UW-MILWAUKEE FOUNDATION PO BOX 413 MILWAUKEE,WI 53201	N/A	PC	EDUCATION	2,000
VINEYARD PLAYHOUSE PO BOX 242 VINEYARD HAVEN,MA 02568	N/A	PC	THEATER & ARTS	1,000
VISITING NURSE ASSOCIATION OF MARTHA'S VINEYARD 457 A STATE ROAD VINEYARD HAVEN,MA 02568	N/A	PC	MEDICAL	4,000
WEST TISBURY LIBRARY FOUNDATION 1042 STATE ROAD VINEYARD HAVEN,MA 02568	N/A	PC	EDUCATION	1,000
WISCONSIN CONSERVATORY OF MUSIC 1584 N PROSPECT AVE MILWAUKEE,WI 53202	N/A	PC	THEATER & ARTS	1,000
WOMEN'S FUND-S ARIZONA 925 N TYNDALL AVE TUCSON,AZ 857210438	N/A	PC	EDUCATION	1,000
WOODS HOLE OCEANOGRAPHIC INSTITUTE MS 8 WOODS HOLE,MA 02543	N/A	PC	EDUCATION	500
Total  3a				415,500

TY 2013 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	2,400	1,800		600

**TY 2013 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%	0	0
GOLDMAN SACHS 2.9%	149,773	152,651
JPMORGAN CHASE 3.15%	0	0
WESTPAC BKG CORP 3%	0	0

TY 2013 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	392,517	785,366
ACCENTURE PLC SHS CL A NEW	79,639	225,283
APACHE CORP COM	257,492	254,382
COGNIZANT TECHNOLOGY SOLUTIONS	165,821	466,528
EBAY INC	152,128	162,749
EXPRESS SCRIPTS INC	54,463	293,603
FASTENAL CO COM	61,338	110,698
FRKLN RES INC COM	161,769	263,249
GOOGLE INC CL A	177,033	375,438
HEARTLAND EXPRESS	0	0
HELMERICH & PAYNE INC COM	188,904	273,680
JACOBS ENGR GROUP	51,788	111,493
PETSMART INC	115,338	135,315
ORACLE CORP COM	0	0
PNC FINANCIAL SERVICES GROUP	156,249	229,249
SW AIRL CO COM	106,042	116,620
TJX COS INC COM	59,814	254,601
UNITEDHEALTH GROUP INC	74,472	104,667
VISA INC COM CL A	100,933	346,267
ABBOTT LAB COM	27,464	57,495
AMGEN INC COM	56,525	57,080
AT&T INC COM	120,656	151,188
CATERPILLAR INC	0	0
CELGENE CORP COM	51,508	152,064
CHEVRON CORP	88,293	187,365
CISCO SYS INC	0	0
COCA COLA CO COM	122,023	156,978
DANAHER CORP COM	82,450	169,840
DISCOVERY COMMUNICATIONS INC	171,984	180,840
DOMINION RES INC VA NEW COM	114,475	161,725

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOW CHEMICAL CO COM	120,613	195,360
DU PONT E I DE NEMOURS & CO	124,067	155,928
EATON CORP COM	123,972	182,688
EXXON MOBIL CORP COM	109,956	204,323
GENERAL ELECTRIC	132,481	190,604
FEDEX CORP COM	118,734	186,901
GOOGLE INC CL A	113,544	168,107
INTEL CORP	0	0
INTERNATIONAL BUSINESS MACHS CORP	91,270	150,056
MCDONALDS CORP COM	0	0
MERCK & CO INC	133,984	175,175
MICROSOFT CORP	91,905	123,519
NEXTERA ENERGY	0	0
ORACLE CORP COM	89,223	118,606
PFIZER INC COM	104,739	174,591
PHILIP MORRIS INTL COM STK	177,916	174,260
PPL CORP COM	145,854	156,468
QUALCOMM INC COM	94,961	141,075
SCHLUMBERGER LTD COM	142,535	171,209
SOUTHERN CO COM	133,416	152,107
STARBUCKS CORP COM	170,369	172,458
THERMO FISHER CORP	66,540	144,755
UNITED TECHNOLOGIES CORP	89,170	193,460
VISA INC COM CL A	152,450	200,412
WALT DISNEY	157,817	183,360
PHILLIPS 66 STOCK	0	0

TY 2013 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	31,009	28,160
MFB NORTHERN FDS MUNI & TAXABLE MONEY MKT FDS	AT COST	811,608	811,608

TY 2013 Other Assets 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	End of Year - Fair Market Value
CASH IN TRANSIT		175	175

TY 2013 Other Decreases Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION

C/O PRL INVESTMENTS LLP

EIN: 31-1401478

Description	Amount
APPRECIATION ON DONATED STOCK SOLD	38,304

TY 2013 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	716	716		0

TY 2013 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	345	0

TY 2013 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	6,000	4,500		1,500
INVESTMENT MANAGEMENT FEES	60,604	60,604		0

TY 2013 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
FEDERAL TAXES	11,804	0		0