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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

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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 ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 11,661,205		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	1,003,277			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	193,169	193,169		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	410,336			
	b Gross sales price for all assets on line 6a 2,334,282				
	7 Capital gain net income (from Part IV, line 2) . . .		1,335,337		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,606,782	1,528,506		
Operating and Administrative Expenses	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)	79,987	72,252		7,735
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	20,574	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	855	855		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	103,816	74,907		8,335
	25 Contributions, gifts, grants paid	457,900			457,900
	26 Total expenses and disbursements. Add lines 24 and 25	561,716	74,907		466,235
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,045,066			
	b Net investment income (if negative, enter -0-)		1,453,599		
	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)	5,876,634	5,948,309	9,690,132
	c	Investments—corporate bonds (attach schedule).	149,773	149,773	153,882
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	842,617	1,816,001	1,817,009
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	175	182	182	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,869,199	7,914,265	11,661,205	
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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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	6,869,199	7,914,265	
	30	Total net assets or fund balances (see instructions)	6,869,199	7,914,265	
31	Total liabilities and net assets/fund balances (see instructions) . . .	6,869,199	7,914,265		

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 6,869,199
2	Enter amount from Part I, line 27a	2 1,045,066
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 7,914,265
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 7,914,265

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)
1a	See Additional Data Table			
b				
c				
d				
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 See Additional Data Table			
b			
c			
d			
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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,335,337
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2013	417,600	9,487,032	0 044018
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

2	Total of line 1, column (d).	2	0 243963
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 048793
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	11,061,255
5	Multiply line 4 by line 3.	5	539,712
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,536
7	Add lines 5 and 6.	7	554,248
8	Enter qualifying distributions from Part XII, line 4.	8	466,235

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		129,072	
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-)		20	
3		Add lines 1 and 2.		329,072	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		529,072	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	14,440
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	22,000
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		7	36,440
8		Enter any penalty for underpayment of estimated tax. Check here ☐ 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	7,368
11		Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 7,368 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?		1a	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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				
		• 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 2014 or the taxable year beginning in 2014 (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 and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?.	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. 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?. Yes No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).	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 2014?	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))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).		☐ Yes	☒ 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?		☐ Yes	☒ 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.				
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?		☐ Yes	☐ 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?		☐ Yes	☒ 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?		☐ Yes	☒ 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			
MEREDITH DEGEN	SECRETARY	0	0	0
3518 BLACKHAWK DR MADISON, WI 53705	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 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	11,229,701
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	11,229,701
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	11,229,701
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	168,446
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,061,255
6	Minimum investment return. Enter 5% of line 5.	6	553,063

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	553,063
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	29,072
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	29,072
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	523,991
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	523,991
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	523,991

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	466,235
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	466,235
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	466,235

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				523,991
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			457,347	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 466,235				
a Applied to 2013, but not more than line 2a			457,347	
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 2014 distributable amount.				8,888
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				515,103
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIVPrivate 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 2014, 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)

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) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary 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 or email address 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	457,900
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** (2014)

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

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

Sign Here	*****	2015-06-30	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ML PRIVATE EQUITY FUND (K-1)	P		
PUBLICLY TRADED SECURITIES #2617196			
PUBLICLY TRADED SECURITIES #2618177			
PUBLICLY TRADED SECURITIES #2618177			
PUBLICLY TRADED SECURITIES #2626137			
PUBLICLY TRADED SECURITIES #2626137			
SECURITIES LITIGATION	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			-3,581
1,008,005		78,276	929,729
517,241		310,141	207,100
126,378		127,866	-1,488
119,706		115,338	4,368
558,314		363,743	194,571
4,291			4,291
347			347

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,581
			929,729
			207,100
			-1,488
			4,368
			194,571
			4,291
			347

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

PHOEBE R LEWIS
JOHN D LEWIS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALVERNO 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
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	200
ARIZONA THEATER COMPANY 40 E 14TH ST TUCSON, AZ 85701	N/A	PC	THEATER & ARTS	700
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
BELMONT FOOD PANTRY PO BOX 291 BELMONT, MA 02478	N/A	PC	SOCIAL	500
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
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
COMMUNITY COORDINATED CHILD CARE 1736 N 2ND ST MILWAUKEE, WI 53212		PC	SOCIAL	2,000
CRADLES TO CRAYONS 155 NORTH BEACON STREET BRIGHTON, MA 02135	N/A	PC	EDUCATION	2,500
Total  3a				457,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEWYORK,NY 100015004	N/A	PC	HEALTH	1,000
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 W BROADWAY 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	1,000
HABITAT FOR HUMANITY-TUCSON AZ 621 WLESTER ST TUCSON,AZ 85705	N/A	PC	SOCIAL	500
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
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEWYORK,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 NEWYORK,NY 100143684	N/A	PC	EDUCATION	1,000
Total  3a				457,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	2,000
MARTHA'S VINEYARD MUSEUM PO BOX 1310 EDGARTOWN,MA 02539	N/A	PC	EDUCATION	100,000
MASS AUDUBON 208 SOUTH GREAT ROAD LINCOLN,MA 01773	N/A	PC	RELIGIOUS	1,500
MEALS AT HOME 1123 EMERSON ST STE 213 EVANSTON,IL 60201	N/A	PC	HEALTH	1,000
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
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	4,500
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
Total  3a				457,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATIONAL AUDUBON SOCIETY 225 VARICK ST 7TH FLOOR NEWYORK,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
PINEY WOODS SCHOOL PO BOX 57 PINEY WOODS,MS 39148	N/A	PC	EDUCATION	76,000
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	10,000
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
RIVEREDGE NATURE CENTER PO BOX 26 NEWBURG,WI 53060	N/A	PC	ENVIRONMENT	2,000
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
Total  3a				457,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	1,500
SMITH COLLEGE 33 ELM STREET NORTHAMPTON,MA 01063	N/A	PC	EDUCATION	50,000
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	30,000
THE BALDWIN SCHOOL 701 MONTGOMERY AVE BRYN MAWR,PA 19010	N/A	PC	EDUCATION	10,000
TUBAC CENTER OF THE ARTS 9 PLAZA RD TUBAC,AZ 85646	N/A	PC	THEATER & ARTS	500
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
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
Total  3a				457,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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 WISCONSIN 11333 W NATIONAL AVE MILWAUKEE,WI 53227	N/A	PC	MEDICAL	2,000
WEST TISBURY LIBRARY FOUNDATION 1042 STATE ROAD VINEYARD HAVEN,MA 02568	N/A	PC	EDUCATION	500
WISCONSIN CONSERVATORY OF MUSIC 1584 N PROSPECT AVE MILWAUKEE,WI 53202	N/A	PC	THEATER & ARTS	500
WOMEN'S FUND-GTR MILWAUKEE FDN 1020 N BROADWAY MILWAUKEE,WI 53202	N/A	PC	SOCIAL	1,000
WOODS HOLE OCEANOGRAPHIC INSTITUTE MS 8 WOODS HOLE,MA 02543	N/A	PC	EDUCATION	500
Total ▶ 3a				457,900

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors	OMB No 1545-0047
	▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	2014

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

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization PHOEBE R & JOHN D LEWIS FOUNDATION C/O PRL INVESTMENTS LLP	Employer identification number 31-1401478
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	PHOEBE JOHN LEWIS 1800 N PROSPECT AVE APT 20D MILWAUKEE, WI 53202	\$ 1,003,277	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number
31-1401478

Part II

[illegible]

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., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *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
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

TY 2014 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 2014 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
GOLDMAN SACHS 2.9%	149,773	153,882

TY 2014 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	816,847
ACCENTURE PLC SHS CL A NEW	79,639	244,709
APACHE CORP COM	0	0
COGNIZANT TECHNOLOGY SOLUTIONS	165,821	486,578
EBAY INC	152,128	166,396
EXPRESS SCRIPTS INC	0	0
FASTENAL CO COM	106,647	157,661
FRKLN RES INC COM	161,769	252,487
GOOGLE INC CL A	88,658	177,771
GOOGLE INC COM	88,375	176,344
HELMERICH & PAYNE INC COM	188,904	219,452
HOME DEPOT INC COM	172,955	217,288
JACOBS ENGR GROUP	0	0
PETSMART INC	0	0
PNC FINANCIAL SERVICES GROUP	156,249	269,585
SW AIRL CO COM	106,042	261,961
TJX COS INC COM	59,814	273,977
UNITEDHEALTH GROUP INC	134,364	213,300
VISA INC COM CL A	100,933	407,721
ABBOTT LAB COM	94,321	144,064
AMGEN INC COM	100,031	143,361
APACHE CORP COM	131,597	87,738
AT&T INC COM	120,656	144,437
CELGENE CORP COM	45,785	178,976
CHEVRON CORP	64,748	123,398
COCA COLA CO COM	122,023	160,436
DANAHER CORP COM	112,544	222,846
DISCOVERY COMMUNICATIONS INC	201,457	158,470
DOMINION RES INC VA NEW COM	114,475	192,250
DOW CHEMICAL CO COM	120,613	200,684

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DU PONT E I DE NEMOURS & CO	169,741	229,214
EATON CORP COM	122,469	163,104
EOG RESOURCES INC COM	130,793	119,691
EXXON MOBIL CORP COM	72,575	129,430
GENERAL ELECTRIC	132,481	171,836
FEDEX CORP COM	118,734	225,758
GOOGLE INC CL A	107,438	119,399
INTERNATIONAL BUSINESS MACHS CORP	0	0
MERCK & CO INC	106,502	159,012
MICROSOFT CORP	86,300	143,995
ORACLE CORP COM	89,223	139,407
PFIZER INC COM	104,739	177,555
PHILIP MORRIS INTL COM STK	177,916	162,900
PPL CORP COM	145,854	188,916
QUALCOMM INC COM	89,963	133,794
SCHLUMBERGER LTD COM	127,403	145,197
SOUTHERN CO COM	133,416	181,707
STARBUCKS CORP COM	193,957	205,125
THERMO FISHER CORP	56,303	137,819
UNITED TECHNOLOGIES CORP	89,170	195,500
VISA INC COM CL A	152,450	235,980
WALT DISNEY	157,817	226,056

TY 2014 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	1,053	2,061
MFB NORTHERN FDS MUNI & TAXABLE MONEY MKT FDS	AT COST	1,814,948	1,814,948

TY 2014 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	182	182

TY 2014 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	855	855		0

TY 2014 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	6,010	4,510		1,500
INVESTMENT MANAGEMENT FEES	67,742	67,742		0
LEGAL FEES	6,235	0		6,235

TY 2014 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	20,574	0		0