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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](http://www.irs.gov/form990pf).

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation Phoebe R & John D Lewis Foundation c/o PRL Investments LLP		<b>A Employer identification number</b>  31-1401478	
Number and street (or P O box number if mail is not delivered to street address) 5205 N Ironwood Rd No 211		Room/suite	<b>B</b> Telephone number (see instructions)  (414) 231-9724
City or town, state or province, country, and ZIP or foreign postal code Milwaukee, WI 53217		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>  <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 11,590,671		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> 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) )		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments	187	187		
	<b>4</b> Dividends and interest from securities . . . . .	206,693	206,693		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	381,845			
	<b>b</b> Gross sales price for all assets on line 6a 2,173,746				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		381,845		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	122	122		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	588,847	588,847		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule). . . . .	1,595	797		797
	<b>b</b> Accounting fees (attach schedule). . . . .				
	<b>c</b> Other professional fees (attach schedule) . . . . .	72,043	57,634		14,409
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions) . . .	35,000	0		0
	<b>19</b> Depreciation (attach schedule) and depletion . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings. . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	2,910	3,504		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	111,548	61,935		15,206
	<b>25</b> Contributions, gifts, grants paid . . . . .	577,000			577,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	688,548	61,935		592,206
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-99,701			
	<b>b Net investment income</b> (if negative, enter -0-)		526,912		
	<b>c Adjusted net income</b> (if negative, enter -0-) . . .				

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	1,814,948	1,338,272	1,338,272	
	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) . . . . .	5,948,309	6,470,410	10,252,399	
	c	Investments—corporate bonds (attach schedule) . . . . .	149,773			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans. . . . .				
	13	Investments—other (attach schedule) . . . . .	1,053			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)	182	0	0		
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	7,914,265	7,808,682	11,590,671		
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .	0	0		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	7,914,265	7,808,682		
	30	Total net assets or fund balances(see instructions) . . . . .	7,914,265	7,808,682		
31	Total liabilities and net assets/fund balances(see instructions) . . . . .	7,914,265	7,808,682			

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	7,914,265
2	Enter amount from Part I, line 27a . . . . .	2	-99,701
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	7,814,564
5	Decreases not included in line 2 (itemize) ▶ _____	5	5,882
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	7,808,682

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr )	Date sold (d) (mo , day, yr )
1 a	Publicly traded investments			
b	PEF I LLC			
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 2,172,312		1,790,848	381,464
b 1,434		1,053	381
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			381,464
b			381
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	381,845
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))
2014	466,235	11,061,255	0 042150
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

2	Total of line 1, column (d). . . . .	2	0 225459
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 045092
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5. . . . .	4	11,534,461
5	Multiply line 4 by line 3. . . . .	5	520,112
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	5,269
7	Add lines 5 and 6. . . . .	7	525,381
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	592,206

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 ☐ and enter "N/A" on line 1  
Date of ruling or determination letter \_\_\_\_\_  
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b . . . . .

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

0

3

Add lines 1 and 2. . . . .

3

5,269

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

5,269

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

17,368

b

Exempt foreign organizations—tax withheld at source . . . . .

6b

c

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

6c

d

Backup withholding erroneously withheld . . . . .

6d

7

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

7

17,368

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

12,099

11

Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 12,099 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 Instructions for definition)? . . . . .  
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

No

c

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

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.  
(1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0

e

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

2

Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .  
If "Yes," attach a detailed description of the activities.

2

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .

3

No

4a

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

4a

No

b

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

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .  
If "Yes," attach the statement required by General Instruction T.

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. . . . .

7

Yes

8a

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

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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

Form 990-PF (2015)

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? Website address ▶N/A	13	Yes	
14	The books are in care of ▶Graham Lewis Located at ▶5205 N Ironwood Road Ste 211 Milwaukee WI Telephone no ▶(414) 231-9724 ZIP+4 ▶53217			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —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 2015, 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? 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 ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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? ( <b>Exception.</b> 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 <b>any</b> 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)? . . . . . <input type="checkbox"/> 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 2015? . . . . . <input type="checkbox"/>	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . <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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . . <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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 2015 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 2015.</i> ) . . . . . <input type="checkbox"/>	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 2015?	4b		No

**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

**5b**

**6b**

**7b**

**7b**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

[illegible]Form **990-PF** (2015)

## Part VIII

**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		

<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	

[illegible]



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	9,863,855
b	Average of monthly cash balances. . . . .	1b	1,846,258
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	11,710,113
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	11,710,113
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	175,652
5	Net value of noncharitable-use assets.Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,534,461
6	Minimum investment return.Enter 5% of line 5. . . . .	6	576,723

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	576,723
2a	Tax on investment income for 2015 from Part VI, line 5. . . . .	2a	5,269
b	Income tax for 2015 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	5,269
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	571,454
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	571,454
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	Distributable amountas adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	571,454

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	592,206
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	592,206
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	5,269
6	Adjusted qualifying distributions.Subtract line 5 from line 4. . . . .	6	586,937

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				571,454
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .			515,103	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010. . . . .				
b From 2011. . . . .				
c From 2012. . . . .				
d From 2013. . . . .				
e From 2014. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 592,206				
a Applied to 2014, but not more than line 2a			515,103	
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 2015 distributable amount. . . . .				77,103
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				494,351
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 2010 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2011. . . . .				
b Excess from 2012. . . . .				
c Excess from 2013. . . . .				
d Excess from 2014. . . . .				
e Excess from 2015. . . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . .

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

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

b

85% of line 2a . . . . .

c

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

d

Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

e

Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

3

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

a

"Assets" alternative test—enter

(1)

Value of all assets . . . . .

(2)

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

b

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

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

Phoebe R Lewis

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	577,000
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
<b>1</b> Program service revenue						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . . .						
<b>3</b> Interest on savings and temporary cash investments . . . . .			14	187		
<b>4</b> Dividends and interest from securities. . . . .			14	206,693		
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property. . . . .						
<b>b</b> Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property . . . . .						
<b>7</b> Other investment income. . . . .			01	122		
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	381,845		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory . . . . .						
<b>11</b> Other revenue <b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .		0		588,847		0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		588,847	

(See worksheet in line 13 instructions to verify calculations )

[illegible]



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
American Players Theater PO BOX 819 SPRING GREEN,WI 53588	None	PC	Program Support	1,500
Aurora Visting Nurses Assn 750 W Virginia St PO Box 341880 MILWAUKEE,WI 53234	None	PC	Program Support	2,000
Belmont Food Pantry PO Box 291 BELMONT,MA 02478	None	PC	Program Support	500
Carleton College 1 N COLLEGE ST NORTHFIELD,MN 55057	None	PC	Program Support	2,000
Cradles To Crayons 155 NORTH BEACON STREET BRIGHTON,MA 02135	None	PC	Program Support	2,500
Family Promise Chicago North Shore PO BOX 484 GLENCOE,IL 60022	None	PC	Program Support	1,000
Family Support and Resource Center 1945 W BROADWAY MADISON,WI 53713	None	PC	Program Support	2,000
First Congrgational Church of Evanston 1417 Hinman Avenue Evanston,IL 60201	None	PC	Program Support	1,000
Horizons for Homeless Children 1705 COLUMBUS AVE ROXBURY,MA 02119	None	PC	Program Support	1,500
Immanuel Presbyterian Church 1100 N ASTOR STREET MILWAUKEE,WI 53202	None	PC	Program Support	2,500
Interfaith Business BuildersInc 1707 WESTWOOD AVE CINCINNATI,OH 45214	None	PC	Program Support	2,000
International Crane Foundation PO BOX 447 BARABOO,WI 53913	None	PC	Program Support	1,500
Loomis Chaffee School 4 Batchelder Road WINDSOR,CT 06095	None	PC	Program Support	2,500
Madison Audubon Society 1400 E WASHINGTON AVE 170 MADISON,WI 53703	None	PC	Program Support	500
Madison Community Foundation PO BOX 5010 MADISN,WI 53705	None	PC	Program Support	2,000
<b>Total . . . . .</b>				577,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Martha's Vineyard Museum PO BOX 1310 EDGARTOWN,MA 02539	None	PC	Program Support	100,000
Mass Audubon 208 SOUTH GREAT ROAD LINCOLN,MA 01773	None	PC	Program Support	1,500
Meals at Home 1123 EMERSON ST STE 213 EVANSTON,IL 60201	None	PC	Program Support	1,000
Milwaukee Art Museum 700 N ART MUSEUM DR MILWAUKEE,WI 53202	None	PC	Program Support	5,000
Nami-Dane County 1410 NORTHPORT DRIVE MADISON,WI 53704	None	PC	Program Support	1,700
National Audubon Society 225 VARICK ST 7TH FLOOR NEWYORK,NY 10014	None	PC	Program Support	1,000
National Outdoor Leadership School 284 Lincoln St Lander,WY 82520	None	PC	Program Support	10,000
One City Early Learning Centers 2012 Fisher St Madison,WI 53713	None	PC	Program Support	2,000
Partners in Health 888 COMMONWEALTH AVE 3RD FLOOR BOSTON,MA 02215	None	Public Charity	Program Support	1,500
Piney Woods School PO BOX 57 PINEY WOODS,MS 39148	None	Public Charity	Program Support	150,000
Piney Woods School PO BOX 57 PINEY WOODS,MS 39148	None	Public Charity	Program Support	100,000
Planned Parenthood of Wisconsin 111 KINO ST SUITE 23 MADISON,WI 53701	None	Public Charity	Program Support	3,000
Planned Parenthood of AZ 5240 E Knight Dr Suite 112 TUCSON,AZ 85712	None	Public Charity	Program Support	4,000
Porchlight Inc 306 N BROOKS ST MADISON,WI 53715	None	Public Charity	Program Support	2,800
Princeton University PO BOX 46 PRINCETON,NJ 08544	None	Public Charity	Program Support	10,000
<b>Total . . . . .</b>			<b>3a</b>	577,000



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
River Revitilization FoundationInc 1845 N FARWELL AVE STE 100 MILWAUKEE, WI 53202	None	Public Charity	Program Support	20,000
Riveredge Nature Center PO BOX 26 NEWBtJRG,WI 53060	None	Public Charity	Program Support	2,000
Sheriff's Meadow Foundation ROUTE 1 BOX 319X VINEYARD HAVEN,MA 02568	None	Public Charity	Program Support	5,000
Smith College 33 ELM STREET NORTHHAMPTON,MA 01063	None	Public Charity	Program Support	51,000
Sparc Inc 3045 Gomer St Yorktown Heights, NY 10598	None	Public Charity	Program Support	1,500
St John's Foundation 150 Highland Avenue Rochester, NY 14620	None	Public Charity	Program Support	5,000
St John's Foundation 150 Highland Avenue Rochester, NY 14620	None	Public Charity	Program Support	5,000
Ten Chimney's Foundation PO BOX 225 GENESEE DEPOT,WI 53127	None	Public Charity	Program Support	25,000
The Baldwin School 701 MONTGOMERY AVE BRYN MAWR,PA 19010	None	Public Charity	Program Support	10,000
The Nature Conservancy of AZ 1510 E FORT LOWELL ROAD TUCSON,AZ 85719	None	Public Charity	Program Support	2,000
University of ChicagoDept of Radiology 5841 SOUTH MARYLAND AVENUE CHICAGO,IL 60637	None	Public Charity	Program Support	1,500
United Way of Milwaukee 225 West Vine Street MILwaukee,WI 53212	None	Public Charity	Program Support	5,000
UPAF 929 N WATER ST MILWAUKEE,WI 53202	None	Public Charity	Program Support	3,500
Urban Ecology Center 1500 E PARK PL MILWAUKEE,WI 53211	None	Public Charity	Program Support	20,000
UWM Foundation PO BOX 413 MILWAUKEE,WI 53201	None	Public Charity	Program Support	2,000
<b>Total . . . . .</b>				577,000

TY 2015 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
ACCENTURE PLC SHS CL A NEW - 2740 shs	79,639	286,330
ALPHABET INC CAP STK CL A CAP STK CL A - 335 shs	88,658	260,633
ALPHABET INC CAP STK CL C CAP STK CL C - 335 shs	88,107	254,225
COGNIZANT TECH SOLUTIONS CORP CL A - 9.24 shs	165,821	554,585
CVS HEALTH CORP COM - 1875 shs	185,184	183,319
EBAY INC COM - 2965 shs	59,742	81,478
FASTENAL CO - 4725 shs	162,884	192,875
FRKLN RES INC - 4560 shs	161,769	167,899
HOME DEPOT INC - 2070 shs	172,955	273,758
PAYPAL HLDGS INC - 2965 shs	92,387	107,333
PNC FINANCIAL SERVICES GROUP - 2955 shs	156,249	281,641
S.W. AIRL CO COM - 6190 shs	106,042	266,541
T ROWE PRICE GROUP INC - 2810 shs	229,442	200,887
TJX COS INC COM - 3995 shs	59,814	283,286
UNITEDHEALTH GROUP INC - 2110 shs	134,364	248,220
VISA INC COM CL A STK - 6220 shs	100,933	482,361
PK National Corp Com - 9232 shs	392,517	835,311
ABBOTT LAB COM - 2400 shs	62,859	107,784
ACE LTD COM - 1300 shs	143,744	151,905
ADOBE SYS INC - 1600 shs	121,829	150,304
ALPHABET INC CAP STK CL A - 225 shs	107,438	175,052
AMGEN INC COM - 700 shs	77,421	113,631
AT&T INC COM - 4700 shs	134,093	161,727
CELGENE CORP COM - 1000 shs	28,615	119,760
CHEVRON CORP COM - 1400 shs	94,017	125,944
COCA COLA CO - 3800 shs	122,023	163,248
CVS HEALTH CORP - 1500 shs	154,164	146,655
DANAHER CORP COM - 1900 shs	71,207	176,472
DOMINION RES INC VA - 2500 shs	114,475	169,100
DOW CHEMICAL CO COM - 3600 shs	98,132	185,328

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DUKE ENERGY CORP NEW COM - 2200 shs	162,739	157,058
EOG RESOURCES INC - 1800 shs	172,741	127,422
EXXON MOBIL CORP COM - 1800 shs	105,391	140,310
FEDEX CORP COM - 900 shs	82,200	134,091
GENERAL ELECTRIC CO - 5800 shs	112,115	180,670
INTERCONTINENTAL EXCHANGE INC - 650 shs	154,862	166,569
JOHNSON & JOHNSON COM - 1000 shs	103,936	102,720
JOHNSON CTL INC COM - 3400 shs	157,464	134,266
LOWES COS INC COM - 2100 shs	155,894	159,684
MERCK & CO INC NEW - 2800 shs	106,502	147,896
MICROSOFT CORP COM - 2700 shs	75,089	149,796
MONDELEZ INTL INC COM - 3500 shs	155,869	156,940
ORACLE CORP COM - 3100 shs	89,223	113,243
PFIZER INC COM - 5700 shs	104,739	183,996
PHILIP MORRIS INTL - 2000 shs	177,916	175,820
PPL CORP COM - 5200 shs	135,848	177,476
SCHLUMBERGER LTD - 1700 shs	127,403	118,575
STARBUCKS CORP - 2900 shs	111,935	174,087
THERMO FISHER CORP - 800 shs	40,948	113,480
UNITEDHEALTH GROUP INC - 1500 shs	164,387	176,460
VISA INC COM CL A - 2400 shs	101,633	186,120
WALT DISNEY CO - 1600 shs	105,052	168,128

TY 2015 Legal 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
Attorney Fees	1,595	797		797

TY 2015 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	182	0	0

**TY 2015 Other Decreases Schedule**

**Name:** Phoebe R & John D Lewis Foundation  
c/o PRL Investments LLP

**EIN:** 31-1401478

Description	Amount
Grants paid reflected on 2014 return - cleared in 2015	3,500
2014 Grant replacement check	1,000
Broker net basis adjustments - no tax effect	1,382

## TY 2015 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
PEF 1 LLC - K-1 Other Deductions	0	594		0
Other Expenses	2,910	2,910		0

TY 2015 Other Income 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
Class Action Settlement	122	122	122



TY 2015 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
Investment Mgt Fee	72,043	57,634		14,409

**TY 2015 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 Excise Tax Paid - prior year	22,000	0		0
Estimated Excise Tax Paid - current year	13,000	0		0