Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

Name of foundation
PHOEBE R & JOHN D LEWIS FOUNDATION
C/O R LAUGHLIN WIPFLI

A Employer identification number
31-1401478

Number and street (or P O box number if mail is not delivered to street address) 469 SECURITY BLVD | Room/suite

B Telephone number (see instructions)
(414) 231-9724

City or town, state or province, country, and ZIP or foreign postal code
GREEN BAY, WI 54313

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)*▶$ 13,803,284

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	6,913	6,913		
	4	Dividends and interest from securities	217,685	217,685		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	483,644			
	b	Gross sales price for all assets on line 6a 2,329,350				
	7	Capital gain net income (from Part IV, line 2)		483,644		
	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)	99	99		
	12	**Total.** Add lines 1 through 11	708,341	708,341		
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)	1,800	1,800		0
	c	Other professional fees (attach schedule)	59,562	59,562		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	23,444	23,444		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	84,806	84,806		0
	25	Contributions, gifts, grants paid	547,586			547,586
	26	**Total expenses and disbursements.** Add lines 24 and 25	632,392	84,806		547,586
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	75,949			
	b	**Net investment income** (if negative, enter -0-)		623,535		
	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)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,140,459	1,929,887	1,929,887
	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)	6,545,909	5,828,458	11,873,397
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	7,686,368	7,758,345	13,803,284
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	7,686,368	7,758,345	
	30	**Total net assets or fund balances** (see instructions)	7,686,368	7,758,345	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,686,368	7,758,345	

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	7,686,368
2	Enter amount from Part I, line 27a	2	75,949
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	7,762,317
5	Decreases not included in line 2 (itemize) ▶	5	3,972
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,758,345

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES			
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	2,329,350		1,845,706	483,644
b				
c				
d				
e				

	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	
a				483,644
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	483,644
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))
2016	520,000	11,598,726	0 044833
2015	586,937	11,534,461	0 050886
2014	466,235	11,061,255	0 042150
2013	417,600	9,487,032	0 044018
2012	410,875	8,493,800	0 048374

2 Total of line 1, column (d)	2	0 230261
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 046052
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	12,980,634
5 Multiply line 4 by line 3	5	597,784
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,235
7 Add lines 5 and 6	7	604,019
8 Enter qualifying distributions from Part XII, line 4 , ...	8	547,586

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 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			1	12,471
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	12,471
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	12,471
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	4,179		
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	0		
7	Total credits and payments Add lines 6a through 6d			7	4,179
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	8,292
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
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)?	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? *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 2017 or the taxable year beginning in 2017 (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 ▶GRAHAM 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

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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 2017?.	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?. ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017).*	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 2017?	4b		No

Part VII-B **Statements Regarding Activities for Which Form 4720 May Be Required** (Continued)

			Yes	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			
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? *If "Yes" to 6b, file Form 8870*	**6b**		No
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	Title, and average hours per week **(b)** 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 1800 N PROSPECT AVE APT 20D MILWAUKEE, WI 53202	PRESIDENT 1 00	0	0	0
GRAHAM D LEWIS 5638 S DORCHESTER AVE CHICAGO, IL 60637	TREASURER 1 00	0	0	0
MEREDITH DEGAN 3518 BLACKHAWK DR MADISON, WI 53705	SECRETARY 1 00	0	0	0
BRADLEY LEWIS 70 SOMERSET ST BELMONT, MA 02478	VICE-PRESIDENT 1 00	0	0	0

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	Title, and average hours per week **(b)** 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

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	
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	
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	11,751,945
b	Average of monthly cash balances.	1b	1,426,364
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	13,178,309
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	13,178,309
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	197,675
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,980,634
6	**Minimum investment return.** Enter 5% of line 5.	6	649,032

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	649,032
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	12,471		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	12,471
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	636,561
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	636,561
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	636,561

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	547,586
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	547,586
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	547,586

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				636,561
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			546,367	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 547,586				
a Applied to 2016, but not more than line 2a			546,367	
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 2017 distributable amount.				1,219
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 *(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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				635,342
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 2012 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 Name and address (home or business)	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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				547,586
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,913	
4 Dividends and interest from securities			14	217,685	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	99	
8 Gain or (loss) from sales of assets other than inventory			18	483,644	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		708,341	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 708,341

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2018-05-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
RYAN LAUGHLIN CPA		2018-05-11		P00674586
Firm's name ▶ WIPFLI LLP				Firm's EIN ▶39-0758449
Firm's address ▶ PO BOX 12237 GREEN BAY, WI 543072237				Phone no (920) 662-0016

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
GLOBAL VOICES INIATIVE 5551 S UNIVERSITY AVE CHICAGO, IL 60637	NONE	PC	PROGRAM SUPPORT	2,000
FAMILY PROMISE CHICAGO NORTH SHORE 1417 HINMAN AVE EVANSTON, IL 60201	NONE	PC	PROGRAM SUPPORT	2,000
CARLETON COLLEGE1 N COLLEGE ST NORTHFIELD, MN 55057	NONE	PC	PROGRAM SUPPORT	4,000
MEALS AT HOME1123 EMERSON ST 213 EVANSTON, IL 60201	NONE	PC	PROGRAM SUPPORT	5,000
FIRST CONGREGATIONAL CHURCH OF EVANSTON 1417 HINMAN AVE EVANSTON, IL 60201	NONE	PC	PROGRAM SUPPORT	2,000
Total . . . . ▶ **3a**				547,586

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
PINEY WOODS SCHOOLPO BOX 57 PINEY WOODS, MS 39148	NONE	PC	PROGRAM SUPPORT	5,000
JAMES B MORAN CENTER FOR YOUTH ADVOCACY 1123 EMERSON ST EVANSTON, IL 60201	NONE	PC	PROGRAM SUPPORT	2,000
CONNECTIONS FOR THE HOMELESS 2121 DEWEY AVE EVANSTON, IL 60201	NONE	PC	PROGRAM SUPPORT	2,000
UW FOUNDATION - NELSON INST FOR ENV STUDIES 1848 UNIVERSITY AVE MADISON, WI 53726	NONE	PC	NELSON INSTITUTE FOR ENVIRONMENTAL STUDIES	4,000
BELMONT DAY SCHOOL 55 DAY SCHOOL LN BELMONT, MA 02478	NONE	PC	PROGRAM SUPPORT	10,000
Total . . . . ▶ **3a**				547,586

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
PINEY WOODS SCHOOLPO BOX 57 PINEY WOODS, MS 39148	NONE	PC	PROGRAM SUPPORT	10,000
NATIONAL OUTDOOR LEADARSHIP SCHOOL 502 LINCOLN ST LANDER, WY 82520	NONE	PC	PROGRAM SUPPORT	10,000
NATIONAL OUTDOOR LEADARSHIP SCHOOL 502 LINCOLN ST LANDER, WY 82520	NONE	PC	PROGRAM SUPPORT	20,000
LOOMIS CHAFFEE SCHOOL 4 BATCHELDER RD WINDSOR, CT 06095	NONE	PC	PROGRAM SUPPORT	10,000
MARTHA'S VINEYARD MUSEUM 59 SCHOOL ST EDGARTOWN, MA 02539	NONE	PC	PROGRAM SUPPORT	47,586
Total . . . . ▶ **3a**				547,586

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
URBAN ECOLOGY CENTER 1500 E PARK PL MILWAUKEE, WI 53211	NONE	PC	PROGRAM SUPPORT	20,000
NATIONAL OUTDOOR LEADARSHIP SCHOOL 502 LINCOLN ST LANDER, WY 82520	NONE	PC	PROGRAM SUPPORT	130,000
CLEAN LAKES ALLIANCE 150 E GILMAN ST 2600 MADISON, WI 53703	NONE	PC	PROGRAM SUPPORT	1,000
NATURAL HERITAGE LAND TRUST 303 S PATERSON ST STE 6 MADISON, WI 53703	NONE	PC	PROGRAM SUPPORT	2,000
MADISON AUDUBON SOCIETY 1400 E WASHINGTON AVE 170 MADISON, WI 53703	NONE	PC	PROGRAM SUPPORT	4,000
Total . . . . ▶ 3a				547,586

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
NATIONAL AUDUBON SOCIETY 225 VARICK ST NEW YORK, NY 10014	NONE	PC	PROGRAM SUPPORT	2,000
INTERNATIONAL CRANE FOUNDATION E11376 SHADY LANE RD BARABOO, WI 53913	NONE	PC	PROGRAM SUPPORT	4,000
ENVIROMENTAL DEFENSE FUND 257 PARK AVE S NEW YORK, NY 10010	NONE	PC	PROGRAM SUPPORT	5,000
CLEAN LAKES ALLIANCE 150 E GILMAN ST 2600 MADISON, WI 53703	NONE	PC	PROGRAM SUPPORT	1,000
MADISON COMMUNITY FOUNDATION 2 SCIENCE COURT 3 MADISON, WI 53711	NONE	PC	PROGRAM SUPPORT	7,000
Total . . . . ▶ **3a**				547,586

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
MADISON COMMUNITY FOUNDATION 2 SCIENCE COURT 3 MADISON, WI 53711	NONE	PC	PROGRAM SUPPORT	18,000
FAMILY SUPPORT AND RESOURCE CENTER 101 NOB HILL RD MADISON, WI 53713	NONE	PC	PROGRAM SUPPORT	2,000
NATIONAL OUTDOOR LEADARSHIP SCHOOL 502 LINCOLN ST LANDER, WY 82520	NONE	PC	PROGRAM SUPPORT	10,000
SPARCINC3045 GOMER ST YORKTOWN HEIGHTS, NY 10598	NONE	PC	PROGRAM SUPPORT	2,000
U OF CHICAGO-DEPT OF RADIOLOGY 5841 S MARYLAND AVE CHICAGO, IL 60637	NONE	PC	PROGRAM SUPPORT	2,000
Total . . . . ▶ **3a**				547,586

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
REFUGEEONE4753 N BROADWAY ST 401 CHICAGO, IL 60640	NONE	PC	PROGRAM SUPPORT	2,000
PINEY WOODS SCHOOLPO BOX 57 PINEY WOODS, MS 39148	NONE	PC	PROGRAM SUPPORT	200,000
Total . . . . ▶ **3a**				547,586

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TY 2017 Accounting Fees Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
C/O R LAUGHLIN WIPFLI

EIN: 31-1401478

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEE	1,800	1,800		0

TY 2017 Investments Corporate Stock Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
C/O R LAUGHLIN WIPFLI

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	419,467
ALPHABET INC CAP STK CL A CAP STK CL A - 335 SHS	88,107	350,544
ALPHABET INC CAP STK CL C CAP STK CL C - 335 SHS	88,658	352,889
COGNIZANT TECH SOLUTIONS CORP CL A - 6990 SHS	116,720	496,430
COSTCO WHOLESALE CORP - 1400 SHS	217,126	260,568
FASTENAL CO - 2360 SHS	58,848	129,068
HOME DEPOT INC - 2070 SHS	172,955	392,327
PAYPAL HLDGS INC - 2965 SHS	92,387	218,283
PNC FINANCIAL SERVICES GROUP - 2955 SHS	156,249	426,377
S.W. AIRL CO COM - 6190 SHS	106,042	405,136
SCHWAB CHARLES CORP COM NEW - 5160 SHS	150,947	265,069
T ROWE PRICE GROUP INC - 3490 SHS	276,473	366,206
TJX COS INC COM - 4680 SHS	106,151	357,833
UNITEDHEALTH GROUP INC - 2110 SHS	134,364	465,171
VISA INC COM CL A STK - 6220 SHS	100,933	709,204
PK NATIONAL CORP COM - 7232 SHS	307,483	752,128
ABBOTT LAB COM - 2600 SHS	80,752	148,382
ADOBE SYS INC - 1000 SHS	75,974	175,240
ALPHABET INC CAP STK CL A - 175 SHS	77,412	184,345
AMGEN INC COM - 600 SHS	66,361	104,340
APTIV PLC - 2300 SHS	193,206	195,109
AT&T INC COM - 4800 SHS	139,955	186,624
BROADCOM LIMITED - 700 SHS	152,812	179,830
CELGENE CORP COM - 1350 SHS	66,710	140,886
CHEVRON CORP COM - 1000 SHS	58,862	125,190
CHUBB LTD ORD CHF24.15 - 750 SHS	82,929	109,598
DANAHER CORP COM - 2100 SHS	72,477	194,922
DOMINION RES INC VA - 2100 SHS	96,159	170,226
DOW CHEMICAL CO COM - 2700 SHS	85,708	192,294
DUKE ENERGY CORP NEW COM - 2000 SHS	147,944	168,220

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EOG RESOURCES INC - 1150 SHS	107,345	124,097
EXXON MOBIL CORP COM - 1400 SHS	72,575	117,096
FACEBOOK INC CL A - 1000 SHS	123,898	176,460
FEDEX CORP COM - 800 SHS	73,067	199,632
INTERCONTINENTAL EXCHANGE INC - 2800 SHS	138,823	197,568
JOHNSON & JOHNSON COM - 1050 SHS	118,780	146,706
KRAFT HEINZ CO - 2200 SHS	193,956	171,072
LOWES COS INC COM - 2250 SHS	168,762	209,115
MERCK & CO INC NEW - 2700 SHS	102,576	151,929
MICROSOFT CORP COM - 2200 SHS	61,075	188,188
MONDELEZ INTL INC COM - 4500 SHS	196,901	192,600
ORACLE CORP COM - 3500 SHS	105,702	165,480
PFIZER INC COM - 4700 SHS	83,780	170,234
PHILIP MORRIS INTL - 1600 SHS	141,909	169,040
PPL CORP COM - 4600 SHS	119,723	142,370
STARBUCKS CORP - 3250 SHS	132,890	186,648
THERMO FISHER CORP - 750 SHS	59,774	142,410
UNITEDHEALTH GROUP INC - 900 SHS	108,823	198,414
VISA INC COM CL A - 1600 SHS	67,756	182,432

TY 2017 Other Decreases Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
C/O R LAUGHLIN WIPFLI

EIN: 31-1401478

Description	Amount
BROKER NET BASIS ADJUSTMENTS - NO TAX EFFECT	3,968
ADJUSTMENT TO BEGINNING CASH BALANCE	4

TY 2017 Other Expenses Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
C/O R LAUGHLIN WIPFLI

EIN: 31-1401478

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER EXPENSES - TRANSFER	9,940	9,940		0
BROKER CUSTODY/PERFORMANCE FEES	13,504	13,504		0

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TY 2017 Other Income Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
C/O R LAUGHLIN WIPFLI

EIN: 31-1401478

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION SETTLEMENT	99	99	99

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TY 2017 Other Professional Fees Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
C/O R LAUGHLIN WIPFLI

EIN: 31-1401478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGT FEE	59,562	59,562		0