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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

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

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

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

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

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,734,730

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
31-1401478

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

C If exemption application is pending, check here

D 1. Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

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))

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

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

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)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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	1,929,887	1,632,904	1,632,904		
	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)	5,828,458	6,336,940	11,101,826		
	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)	7,758,345	7,969,844	12,734,730			
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	7,758,345	7,969,844			
30 Total net assets or fund balances (see instructions)	7,758,345	7,969,844				
31 Total liabilities and net assets/fund balances (see instructions) .	7,758,345	7,969,844				

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	7,758,345
2 Enter amount from Part I, line 27a	2	211,500
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	7,969,845
5 Decreases not included in line 2 (itemize) ▶ _____	5	1
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	7,969,844

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 CLASS ACTION SETTLEMENTS			
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 2,285,640		1,577,302	708,338
b 4,417			4,417
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			708,338
b			4,417
c			
d			
e			

2 Capital gain net income or (net capital loss) <div style="float: right; border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	712,755
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))
2017	547,586	12,980,634	0 042185
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

2 Total of line 1, column (d)	2	0 224072
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 044814
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	14,075,913
5 Multiply line 4 by line 3	5	630,798
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,748
7 Add lines 5 and 6	7	639,546
8 Enter qualifying distributions from Part XII, line 4	8	642,019

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	8,748
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	8,748
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,748
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	13,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	13,000
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,252
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 4,252 Refunded <input type="checkbox"/>	11	0

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). <i>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</i>	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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i> .	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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ► N/A	13	Yes	
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 ► <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 2018, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. <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 2018? <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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	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 2018?	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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	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			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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 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 DEGEN 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	(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	
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	12,279,835
b	Average of monthly cash balances.	1b	2,010,432
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,290,267
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	14,290,267
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	214,354
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,075,913
6	Minimum investment return. Enter 5% of line 5.	6	703,796

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	703,796
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	8,748
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,748
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	695,048
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	695,048
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	695,048

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	642,019
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	642,019
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	8,748
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	633,271

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				695,048
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			635,342	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>642,019</u>				
a Applied to 2017, but not more than line 2a			635,342	
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 2018 distributable amount.				6,677
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				688,371
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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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 foundation 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 <input checked="" type="checkbox"/> 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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

Part XVII

- ## Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

* * * * *

Title

(see instr)? ☒ Yes ☐ No

Part XVII

Part XVII

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>				
AUDOBON MASS - HABITAT 10 JUNIPER RD BELMONT, MA 02478	NONE	PC	HABITAT SANCTUARY	1,000
BEAVER COUNTRY DAY SCHOOL 791 HAMMOND ST CHESTNUT HILL, MA 02467	NONE	PC	ANNUAL FUND	5,000
BELMONT DAY SCHOOL 55 DAY SCHOOL LN BELMONT, MA 02478	NONE	PC	ANNUAL FUND AND PLEDGE PAYMENT	30,000
Total ▶ 3a				637,342

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>				
BOYS & GIRLS CLUB OF DANE COUNTY 1818 W BELTLINE HWY MADISON, WI 53713	NONE	PC	MINDFULNESS PROGRAM	7,000
CARE DIMENSIONS75 SYLVAN ST DANVERS, MA 01923	NONE	PC	PROGRAM SUPPORT	1,000
CLEAN LAKES ALLIANCE 150 E GILMAN ST MADISON, WI 53703	NONE	PC	WATERSHED PROTECTION AND RESTORATION	12,000
Total ▶ 3a				637,342

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>				
CONNECTIONS FOR THE HOMELESS 2121 DEWEY AVE EVANSTON, IL 60201	NONE	PC	PROGRAM SUPPORT	5,000
CRADLES TO CRAYONS 155 N BEACON ST BRIGHTON, MA 02135	NONE	PC	BOSTON AREA PROGRAM SUPPORT	2,500
ENVIROMENTAL DEFENSE FUND 257 PARK AVE S NEW YORK, NY 10010	NONE	PC	PROGRAM SUPPORT	5,000
Total ▶ 3a				637,342

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>				
EPIPHANY SCHOOL154 CENTRE ST DORCHESTER, MA 02124	NONE	PC	PROGRAM SUPPORT	2,000
FAMILY PROMISE CHICAGO NORTH SHORE 1417 HINMAN AVE EVANSTON, IL 60201	NONE	PC	PROGRAM SUPPORT	5,000
FAMILY SUPPORT AND RESOURCE CENTER 101 NOB HILL RD MADISON, WI 53713	NONE	PC	PROGRAM SUPPORT	5,000
Total ► 3a				637,342

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>				
GLOBAL VOICES INIATIVE 5551 S UNIVERSITY AVE CHICAGO, IL 60637	NONE	PC	PROGRAM SUPPORT	2,000
GROUNDSWELL CONSERVANCY 303 PATERSON ST MADISON, WI 53703	NONE	PC	PROGRAM SUPPORT	10,000
INTERNATIONAL CRANE FOUNDATION E11376 SHADY LANE RD BARABOO, WI 53913	NONE	PC	PROGRAM SUPPORT	5,000
Total ▶ 3a				637,342

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>				
MORAN CENTER FOR YOUTH ADVOCACY 1123 EMERSON ST EVANSTON, IL 60201	NONE	PC	PROGRAM SUPPORT	5,000
LAFAYETTE COLLETEBOX 3000 EASTON, PA 18042	NONE	PC	PROGRAM SUPPORT	5,000
LOOMIS CHAFFEE SCHOOL 4 BATCHELDER RD WINDSOR, CT 06095	NONE	PC	ANNUAL FUND	22,750
Total ▶ 3a				637,342

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LOOMIS CHAFFEE SCHOOL 4 BATCHELDER RD WINDSOR, CT 06095	NONE	PC	PLEDGE PAYMENT	5,000
MADISON AUDUBON SOCIETY 1400 E WASHINGTON AVE 170 MADISON, WI 53703	NONE	PC	LAND ACQUISITION AND MAINTENANCE	20,000
MADISON COMMUNITY FOUNDATION 2 SCIENCE COURT 3 MADISON, WI 53711	NONE	PC	NAMI, APT, FOPBC, LITERACY NETWORK	15,000
Total ► 3a				637,342

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>				
MADISON COMMUNITY FOUNDATION 2 SCIENCE COURT 3 MADISON, WI 53711	NONE	PC	PLANNED PARENTHOOD FUND, PORCHLIGHT FUND	30,000
MARTHA'S VINEYARD MUSEUM 59 SCHOOL ST EDGARTOWN, MA 02539	NONE	PC	PROGRAM SUPPORT	20,000
MEALS AT HOME1123 EMERSON ST 213 EVANSTON, IL 60201	NONE	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				637,342

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>				
NATIONAL OUTDOOR LEADARSHIP SCHOOL 502 LINCOLN ST LANDER, WY 82520	NONE	PC	JOHN D LEWIS SCHOLARSHIP FUND	15,500
NATIONAL OUTDOOR LEADARSHIP SCHOOL 502 LINCOLN ST LANDER, WY 82520	NONE	PC	LEWIS SCHOLARSHIPCURRENT USE	11,000
NATIONAL OUTDOOR LEADARSHIP SCHOOL 502 LINCOLN ST LANDER, WY 82520	NONE	PC	LEWIS SCHOLARSHIP	26,500
Total ▶ 3a				637,342

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>				
NATIONAL OUTDOOR LEADARSHIP SCHOOL 502 LINCOLN ST LANDER, WY 82520	NONE	PC	LEWIS SCHOLARSHIP	5,500
NELSON INST FOR ENV STUDIES 550 N PARK ST MADISON, WI 53706	NONE	PC	PROGRAM SUPPORT	5,000
ONE CITY EARLY LEARNING CENTER 2012 FISHER ST MADISON, WI 53713	NONE	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				637,342

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>				
PINEY WOODS SCHOOLPO BOX 57 PINEY WOODS, MS 39148	NONE	PC	CAPACITY BUILDING	277,342
PINEY WOODS SCHOOLPO BOX 57 PINEY WOODS, MS 39148	NONE	PC	PROGRAM SUPPORT	15,500
REFUGEEONE 4753 N BROADWAY ST 401 CHICAGO, IL 60640	NONE	PC	PROGRAM SUPPORT	3,000
Total ▶ 3a				637,342

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>				
SPARCINC3045 GOMER ST YORKTOWN HEIGHTS, NY 10598	NONE	PC	PROGRAM SUPPORT	3,000
SQUASH BUSTERS795 COLUMBUS AVE ROXBURY CROSSING, MA 02120	NONE	PC	PROGRAM SUPPORT	2,000
SUFFIELD ACADEMY185 N MAIN ST SUFFIELD, CT 06078	NONE	PC	ANNUAL FUND	22,750
Total ▶ 3a				637,342

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>				
SUMMER SEARCH DEPT 34425 PO BOX 39000 SAN FRANCISCO, CA 94139	NONE	PC	BOSTON AREA PROGRAM SUPPORT	2,000
U OF CHICAGO-DEPT OF RADIOLOGY 5841 S MARYLAND AVE CHICAGO, IL 60637	NONE	PC	PROGRAM SUPPORT	8,000
Total ▶ 3a				637,342

TY 2018 Accounting 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
TAX PREPARATION FEE	1,925	1,444		481

TY 2018 Investments Corporate Stock Schedule

Name: PHOEBE R & JOHN D LEWIS FOUNDATION
C/O R LAUGHLIN WIPFLI
EIN: 31-1401478

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC SHS CL A NEW - 2740 SHS	79,639	386,367
ALPHABET INC CAP STK CL C - 335 SHS	88,107	346,929
ALPHABET INC CAP STK CL A - 335 SHS	88,658	350,062
COGNIZANT TECH SOLUTIONS CORP CL A - 5290 SHS	86,312	335,809
COSTCO WHOLESALE CORP - 1400 SHS	217,126	285,194
FASTENAL CO - 2360 SHS	58,848	123,404
HOME DEPOT INC - 2070 SHS	172,955	355,667
PAYPAL HLDGS INC - 2965 SHS	92,387	249,327
PNC FINANCIAL SERVICES GROUP - 2955 SHS	156,249	345,469
S.W. AIRL CO COM - 6190 SHS	106,041	287,711
SCHWAB CHARLES CORP COM NEW - 7390 SHS	258,560	306,907
T ROWE PRICE GROUP INC - 3490 SHS	276,473	322,197
TJX COS INC COM - 9360 SHS	106,151	418,766
UNITEDHEALTH GROUP INC - 2110 SHS	134,364	525,643
VISA INC COM CL A STK - 4025 SHS	64,161	531,059
PK NATIONAL CORP COM - 7232 SHS	307,483	614,358
ABBOTT LAB - 2050 SHS	49,713	148,277
ABBVIE INC COM - 2000 SHS	198,696	184,380
ADOBE SYS INC - 700 SHS	53,133	158,368
ALEXION PHARMACEUTICALS INC - 1250 SHS	151,534	121,700
ALPHABET INC A - 160 SHS	68,404	167,194
AMER ELEC PWR CO INC - 2200 SHS	146,542	164,428
APTIV PLC - 2950 SHS	230,430	181,632
AT&T INC - 5850 SHS	173,015	166,959
BANK NEW YORK MELLON CORP - 2700 SHS	147,838	127,089
BOEING CO COM - 600 SHS	214,006	193,500
BROADCOM INC - 750 SHS	165,160	190,710
CARNIVAL CORP COM - 3400 SHS	210,335	167,620
CELGENE CORP - 2150 SHS	125,587	137,794
CHEVRON CORP - 1100 SHS	70,794	119,669

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHUBB LTD ORD - 1000 SHS	115,568	129,180
D R HORTON INC - 5350 SHS	221,526	185,431
DANAHER CORP - 1900 SHS	53,715	195,928
DOMINION ENERGY INC - 2300 SHS	108,725	164,358
DOWDUPONT INC - 3600 SHS	133,969	192,528
DUKE ENERGY CORP NEW - 1950 SHS	144,246	168,285
EOG RESOURCES INC - 1250 SHS	117,663	109,013
FACEBOOK INC - 1250 SHS	159,574	163,863
FEDEX CORP - 1000 SHS	116,091	161,330
INTERCONTINENTAL EXCHANGE INC COM - 2450 SHS	116,337	184,559
JOHNSON & JOHNSON COM - 1050 SHS	118,780	135,503
KINDER MORGAN INC - 8000 SHS	148,087	123,040
MERCK & CO INC NEW - 2250 SHS	84,909	171,923
MICROSOFT CORP COM - 1650 SHS	45,660	167,591
ORACLE CORP - 3750 SHS	117,368	169,313
PFIZER INC - 3950 SHS	70,411	172,418
THERMO FISHER CORP - 600 SHS	30,711	134,274
UNITEDHEALTH GROUP INC - 700 SHS	75,613	174,384
VISA INC COM CL A - 1400 SHS	59,286	184,716

TY 2018 Legal 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
ATTORNEY FEES	5,595	1,399		4,196

TY 2018 Other Decreases Schedule**Name:** PHOEBE R & JOHN D LEWIS FOUNDATION

C/O R LAUGHLIN WIPFLI

EIN: 31-1401478

Description	Amount
ADJUSTMENT TO BEGINNING BALANCE	1

TY 2018 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	86,231	86,231		0

TY 2018 Taxes 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
FEDERAL EXCISE TAX PAID - PRIOR YEAR	8,292	0		0
ESTIMATED EXCISE TAX PAID - CURRENT YEAR	13,000	0		0