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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
RICHARD H LEWIS FAMILY FOUNDATION

A Employer identification number
84-1568116

Number and street (or P O box number if mail is not delivered to street address) Room/suite
7117 SOUTH LOCUST CIRCLE

B Telephone number (see instructions)
(303) 773-0583

City or town, state or province, country, and ZIP or foreign postal code
ENGLEWOOD, CO 80112

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)*▶$ 10,054,449

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))*

			(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)	351,255			
	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	425,498	425,498		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	153,004			
	b	Gross sales price for all assets on line 6a 3,506,123				
	7	Capital gain net income (from Part IV, line 2)		363,438		
	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)	6,551	33,961		
	12	**Total.** Add lines 1 through 11	936,308	822,897		
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)	18,038	1,804		16,234
	c	Other professional fees (attach schedule)				
	17	Interest	1,666	1,666		0
	18	Taxes (attach schedule) (see instructions)	9,675	205		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	64,995	27,738		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94,374	31,413		16,234
	25	Contributions, gifts, grants paid	558,031			558,031
	26	**Total expenses and disbursements.** Add lines 24 and 25	652,405	31,413		574,265
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	283,903			
	b	**Net investment income** (if negative, enter -0-)		791,484		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	897,693	1,191,319	1,191,319
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,162,660	5,273,106	6,332,557
	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)	2,618,611	2,498,442	2,530,573
	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)	8,678,964	8,962,867	10,054,449
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	8,678,964	8,962,867	
	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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	8,678,964	8,962,867	
	31 **Total liabilities and net assets/fund balances** (see instructions)	8,678,964	8,962,867	

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	8,678,964
2	Enter amount from Part I, line 27a	2	283,903
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	8,962,867
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,962,867

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	363,438
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))
2015	516,330	10,084,380	0 051201
2014	565,140	9,349,863	0 060444
2013	444,100	8,511,819	0 052175
2012	460,089	7,446,584	0 061785
2011	392,168	7,405,758	0 052954

2	**Total** of line 1, column (d)	2	0 278559
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 055712
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	9,637,971
5	Multiply line 4 by line 3	5	536,951
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,915
7	Add lines 5 and 6	7	544,866
8	Enter qualifying distributions from Part XII, line 4	8	574,265

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	7,915
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	7,915
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	7,915
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 10,760		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 9,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d.	7	19,760
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	11,845
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 11,845 **Refunded** ▶	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)? *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	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
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) ▶ CO			
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 2016 or the taxable year beginning in 2016 (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)

			Yes	No
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 ▶RICHARD H LEWIS Telephone no ▶(303) 773-0583

Located at ▶7117 S LOCUST CIRCLE ENGLEWOOD CO ZIP+4 ▶80112

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 2016, 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016).*		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 2016?		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?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	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
RICHARD H LEWIS 7117 S LOCUST CIRCLE ENGLEWOOD, CO 80112	DIRECTOR 1 00	0	0	0
CAROL A LEWIS 7117 S LOCUST CIRCLE ENGLEWOOD, CO 80112	DIRECTOR 1 00	0	0	0
BRADFORD H LEWIS 8805 E PHILLIPS PL CENTENNIAL, CO 80112	DIRECTOR 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

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	8,559,042
b	Average of monthly cash balances.		1b	1,225,700
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	9,784,742
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e 0		
2	Acquisition indebtedness applicable to line 1 assets.		2	0
3	Subtract line 2 from line 1d.		3	9,784,742
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	146,771
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	9,637,971
6	**Minimum investment return.** Enter 5% of line 5.		6	481,899

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	481,899
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 7,915		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	7,915
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	473,984
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	473,984
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	473,984

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	574,265
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	574,265
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	7,915
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	566,350

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					473,984
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.	34,124				
b From 2012.	91,800				
c From 2013.	27,825				
d From 2014.	137,289				
e From 2015.	22,839				
f **Total** of lines 3a through e.		313,877			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 574,265					
a Applied to 2015, but not more than line 2a				0	
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 2016 distributable amount.					473,984
e Remaining amount distributed out of corpus		100,281			
5 Excess distributions carryover applied to 2016 *(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		414,158			
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 2015 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 2017					0
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 2011 not applied on line 5 or line 7 (see instructions)		34,124			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		380,034			
10 Analysis of line 9					
a Excess from 2012.	91,800				
b Excess from 2013.	27,825				
c Excess from 2014.	137,289				
d Excess from 2015.	22,839				
e Excess from 2016.	100,281				

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 2016, 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) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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))

RICHARD H 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**				558,031
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					
4 Dividends and interest from securities			14	425,498	
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	33,961	
8 Gain or (loss) from sales of assets other than inventory			18	153,004	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a UBTI FROM K-1	211110	-27,410			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-27,410		612,463	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 585,053

(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)
N/A	N/A

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

******	2017-11-14	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JUDY A CAIN				P00328711
Firm's name ▶ EKS&H LLLP				Firm's EIN ▶46-1497033
Firm's address ▶ 8181 E TUFTS AVENUE SUITE 600 DENVER, CO 802372579				Phone no (303) 740-9400

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FIDELITY SHORT-TERM		2016-01-01	2016-12-31
FIDELITY LUMINOUS SHORT-TERM		2016-01-01	2016-12-31
SHORT-TERM K-1		2016-01-01	2016-12-31
FIDELITY LONG-TERM		2015-01-01	2016-12-31
FIDELITY LUMINOUS LONG-TERM		2015-01-01	2016-12-31
JP MORGAN LONG-TERM		2015-01-01	2016-12-31
LONG-TERM K-1		2015-01-01	2016-12-31
K-1 CONTRACTS & STRADDLES		2015-01-01	2016-12-31
MPLX		2015-01-01	2016-12-31
NUVEEN PREFERRED INCOME		2015-01-01	2016-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
941,349		922,954	18,395
19,832		19,951	-119
		39	-39
1,782,275		1,649,465	132,810
365,512		366,385	-873
3,398			3,398
26,498			26,498
17,774			17,774
55,821		62,563	-6,742
93,872		37,320	56,552

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			18,395
			-119
			-39
			132,810
			-873
			3,398
			26,498
			17,774
			-6,742
			56,552

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
WELLS FARGO		2015-01-01	2016-12-31
CVS		2015-01-01	2016-12-31
TESORO		2015-01-01	2016-12-31
VALERO		2015-01-01	2016-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
22,727		14,080	8,647
39,796		51,701	-11,905
78,713		13,228	65,485
27,343		4,999	22,344
31,213			31,213

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			8,647
			-11,905
			65,485
			22,344
			31,213

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*				
A VOICE FOR CHILDREN 601 NW 1ST COURT 10TH FLOOR MIAMI, FL 33136	UNRELATED	PC	SERVICE FOR CHILDREN	1,500
ACE SCHOLARSHIPS 1201 E COLFAX AVE 302 DENVER, CO 80218	UNRELATED	PC	EDUCATION	10,000
ACTION YOUTH 1590 S FEDERAL BLVD DENVER, CO 80219	UNRELATED	PC	SERVICE FOR CHILDREN	2,500
ALL SAINTS MINISTRY 6160 S WABASH WAY GREENWOOD VILLAGE, CO 80111	UNRELATED	PC	RELIGIOUS	1,000
ALS 1275 K STREET NW STE 250 WASHINGTON, DC 20005	UNRELATED	PC	HEALTH	10,100
Total . . . . ▶ **3a**				558,031

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*				
ALTAIR DISTRESSED CREDIT OPPORTUNITIES FUND 1888 CENTURY PARK EAST LOS ANGELES, CA 90067	UNRELATED	PC	CHARITABLE	5
ARIZONA CHRISTIAN UNIVERSITY 2625 E CACTUS ROAD PHOENIX, AZ 85032	UNRELATED	PC	EDUCATION	5,000
ASCENT COMMUNITY CHURCH 550 S MCCASLIN BLVD LOUISVILLE, CO 80027	UNRELATED	PC	RELIGIOUS	3,000
ASIAN HOPE PO BOX 16031 DENVER, CO 80216	UNRELATED	PC	RELIGIOUS	5,000
BEAR VALLEY CHURCH 10001 W JEWELL AVE LAKEWOOD, CO 80232	UNRELATED	PC	RELIGIOUS	100
Total . . . . ▶ **3a**				558,031

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*				
BECAUSE OF HOPE PO BOX 30995 SANTA BARBARA, CA 93130	UNRELATED	PC	HUMANITARIAN	2,500
BRENT'S PLACE 11980 E 16TH AVE AURORA, CO 80010	UNRELATED	PC	HEALTH	250
CADENCE INTERNATIONAL 101 W JEFFERSON AVE ENGLEWOOD, CO 80110	UNRELATED	PC	RELIGIOUS	1,000
CALIFORNIA STATE UNIVERSITY NORTHRIDGE 18111 NORDHOFF ST NORTHRIDGE, CA 91330	UNRELATED	PC	EDUCATION	6,000
CHERRY CREEK PRESBYTERIAN CHURCH 10150 E BELLEVIEW ENGLEWOOD, CO 80110	UNRELATED	PC	RELIGIOUS	60,250
Total . . . . ▶ **3a**				558,031

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*				
CHERRY CREEK YOUNG LIFE 6500 S QUEBEC STSTUITE 300 CENTENNIAL, CO 80111	UNRELATED	PC	KIDS SUMMER CAMP	1,000
COLORADO BRAIN & SPINE INSTITUTE (CBSI) 499 EAST HAMPDEN AVE SUITE 220 ENGLEWOOD, CO 80113	UNRELATED	PC	MEDICAL	300
COLORADO CHRISTIAN UNIVERSITY 8787 W ALAMEDA AVE LAKEWOOD, CO 80226	UNRELATED	PC	EDUCATION	12,500
COLORADO UPLIFT 3914 KING STREET DENVER, CO 80211	UNRELATED	PC	EDUCATION	60,000
COMMUNITY BIBLE STUDY 1765 BUSINESS CENTER DRIVE SUITE 200 RESTON, VA 20190	UNRELATED	PC	RELIGIOUS	94,000
Total . . . . ▶ **3a**				558,031

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*				
CREATIVE STRATEGIES FOR CHANGE 3359 HIGH ST DENVER, CO 80205	UNRELATED	PC	EDUCATION	10,000
CRU 100 LAKE HART DRIVE ORLANDO, FL 32832	UNRELATED	PC	RELIGIOUS	2,000
CU FCA 499 EAST HAMPDEN AVE SUITE 220 ENGLEWOOD, CO 80113	UNRELATED	PC	MEDICAL	5,000
CU FOUNDATION 1800 GRANT ST DENVER, CO 80203	UNRELATED	PC	EDUCATION	88,320
DENVER RESCUE MISSION PO BOX 5206 DENVER, CO 80217	UNRELATED	PC	HUMANITARIAN	10,000
Total . . . . ▶ 3a				558,031

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*				
DENVER STREET SCHOOL 1567 MARION STREET DENVER, CO 80218	UNRELATED	PC	CIVIC	5,000
E-TOWN PO BOX 954 BOULDER, CO 80306	UNRELATED	PC	RADIO	2,000
EAST WEST MINISTRIES 4450 SOJOURN DR SUITE 100 ADDISON, TX 750015043	UNRELATED	PC	RELIGIOUS	7,000
ELEVATE USA 5310 WARD ROAD SUITE G-05 ARVADA, CO 80002	UNRELATED	PC	YOUTH	5,000
ELIC 1629 BLUE SPRUCE DR FORT COLLINS, CO 80524	UNRELATED	PC	INTERNATIONAL EDUCATION	2,500
Total . . . . ▶ 3a				558,031

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*				
EVERY HEART FOUNDATION 950 E HARVARD AVE STE 650 DENVER, CO 80210	UNRELATED	PC	HEALTH	1,000
FOOD FOR THE HUNGRY 1224 E WASHINGTON ST PHOENIX, AZ 85034	UNRELATED	PC	FOOD FOR HOMELESS	2,500
GLOBAL OUTREACH 99 BAYLOR DR LONGMONT, CO 80503	UNRELATED	PC	RELIGIOUS	2,000
GREENWOOD COMMUNITY CHURCH 5600 E BELLVIEW AVE GREENWOOD VILLAGE, CO 80111	UNRELATED	PC	RELIGIOUS	1,000
HANDS ACROSS ROXBOROUGH 7129 EAGLE ROCK DR LITTLETON, CO 80125	UNRELATED	PC	FOOD SERVICE	250
Total . . . . ▶ 3a				558,031

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*				
HAPPY VENTURES 1338 E SANTA CLARA ST VENTURA, CA 93001	UNRELATED	PC	EDUCATION	500
HOPE IN OUR CITY PO BOX 101232 DENVER, CO 80250	UNRELATED	PC	HUMANITARIAN/RELIGIOUS	7,500
HOW 101 23990 E ARIZONA PLACE AURORA, CO 80018	UNRELATED	PC	HUMANITARIAN	2,000
JOSIAH VENTURE PO BOX 4317 WHEATON, IL 60189	UNRELATED	PC	FAITH BASED	5,000
KANAKUK MINISTRIES 1353 LAKE SHORE DRIVE BRANSON, MO 65616	UNRELATED	PC	RELIGIOUS	500
Total . . . . ▶ 3a				558,031

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*				
KIDS ACROSS AMERICA P O BOX 930 BRANSON, MO 65615	UNRELATED	PC	SUMMER CAMP FOR INNER CITY KIDS	1,000
KIWANIS CLUB OF CASTLE ROCK PO BOX 222 CASTLE ROCK, CO 80104	UNRELATED	PC	SERVICE TO CHILDREN	500
LLS 1311 MAMARONECK AVENUE SUITE 310 WHITE PLAINS, NY 10605	UNRELATED	PC	HEALTH	1,000
MENDENHALL MINISTRIES PO BOX 368 MENDENHALL, MS 39114	UNRELATED	PC	LOW INCOME AND RELIGIOUS	3,000
METRO DENVER YOUNG LIFE 2401 W 5TH AVE DENVER, CO 80204	UNRELATED	PC	HUMANITARIAN	10,000
Total . . . . ▶ **3a**				558,031

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*				
MISSION CHURCH 2875 ELBA ST VENTURA, CA 93003	UNRELATED	PC	RELIGIOUS	5,000
NATIONAL CAPITALISM SOLUTIONS 11823 N 75TH ST LONGMONT, CO 80503	UNRELATED	PC	SUSTAINABILITY	1,500
NOAH'S ANCHORAGE YOUTH CRISIS SHELTER 301 W FIGUEROA ST SANTA BARBARA, CA 93101	UNRELATED	PC	HUMANITARIAN	500
PROJECT 127 2220 S CHAMBERS ROAD AURORA, CO 80014	UNRELATED	PC	RELIGIOUS	2,500
PROMISE KEEPERS PO BOX 103001 DENVER, CO 80250	UNRELATED	PC	RELIGIOUS	5,000
Total . . . . ▶ **3a**				558,031

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*				
QUIET WATERS MINISTRIES 9185 E KENYON AVE 150 DENVER, CO 80237	UNRELATED	PC	RELIGIOUS	2,500
READING VILLAGE 3210 15TH STREET BOULDER, CO 80304	UNRELATED	PC	EDUCATION	5,000
REGIS JESUIT 6300 S LEWISTON WAY AURORA, CO 80016	UNRELATED	PC	EDUCATION	1,000
SALVATION ARMY 1370 PENNSYLVANIA STREET DENVER, CO 80203	UNRELATED	PC	CIVIC	10,000
SAVE OUR YOUTH 3443 W 23RD AVE DENVER, CO 80211	UNRELATED	PC	HUMANITARIAN	5,000
Total . . . . ▶ **3a**				558,031

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*				
SAVE THE CHILDERN 501 KINGS HIGHWAY EAST STE 400 FAIRFIELD, CT 06825	UNRELATED	PC	HUMANITARIAN	3,000
SLOW MONEY PO BOX 2231 BOULDER, CO 803062231	UNRELATED	PC	FARMS	1,500
SPECIAL OLYMPICS 384 INVERNESS PARKWAY SUITE 100 ENGLEWOOD, CO 80112	UNRELATED	PC	HUMANITARIAN	250
TENNYSON CENTER FOR CHILDREN 2950 TENNYSON ST DENVER, CO 80212	UNRELATED	PC	HUMANITARIAN	2,500
THE BLUE BENCH PO BOX 18951 DENVER, CO 80218	UNRELATED	PC	HUMANITARIAN	100
Total . . . . ▶ **3a**				558,031

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*				
TPH PARTNERS GP K-1 1111 BAGBY ST STE 4950 HOUSTON, TX 77002	UNRELATED	PC	CHARITABLE	1
TPH PARTNERS LL GP K-1 1111 BAGBY ST STE 4950 HOUSTON, TX 770022551	UNRELATED	PC	CHARITABLE	5
URBAN YOUTH MINISTRIES PO BOX 46018 DENVER, CO 80201	UNRELATED	PC	RELIGIOUS	35,000
VENTURA CHARTER SCHOOL OF ARTS 2060 CAMERON ST VENTURA, CA 93001	UNRELATED	PC	EDUCATION	5,500
VETERANS OF FOREIGN WARS 406 WEST 34TH STREET KANSAS CITY, MO 64111	UNRELATED	PC	SUPPORT FOR MILITARY PERSONNEL	100
Total . . . . ▶ **3a**				558,031

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*				
YFC DENVER 7670 S VAUGHN CT ENGLEWOOD, CO 80112	UNRELATED	PC	RELIGIOUS	1,500
YOUNG LIFE PO BOX 520 COLORADO SPRINGS, CO 80901	UNRELATED	PC	RELIGIOUS	20,000
Total . . . . ▶ **3a**				558,031

TY 2016 Accounting Fees Schedule

Name: RICHARD H LEWIS FAMILY FOUNDATION

EIN: 84-1568116

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	18,038	1,804		16,234

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491319004367

TY 2016 Investments Corporate Stock Schedule

Name: RICHARD H LEWIS FAMILY FOUNDATION

EIN: 84-1568116

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK INVESTMENTS	5,273,106	6,332,557

TY 2016 Investments - Other Schedule

Name: RICHARD H LEWIS FAMILY FOUNDATION

EIN: 84-1568116

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MARKWEST ENERGY PARTNERS	FMV	0	0
ALTAIR - FCO II	FMV	117,565	130,942
ALTAIR DISTRESSED CREDIT CAPITAL	FMV	238,139	60,772
ALTAIR NET LEASE INC	FMV	68,942	93,022
TPH PARTNERS, LP	FMV	104,428	157,969
TPH PARTNERS, GP	FMV	13,012	157,969
BLACKSTONE GSO	FMV	341,799	0
ALTAIR DSO, LP	FMV	182,038	290,797
ALTAIR SPECIAL OPPORTUNITIES FUND, LP	FMV	64,036	62,902
ALTAIR GLOBAL CREDIT OPPORTUNITIES FUND, LP	FMV	456,506	681,048
TPH PARTNERS II GP, L.P.	FMV	102,350	157,969
ALTAIR MULTI-FAMILY OPPORTUNITIE FUND	FMV	196,816	232,892
GSSG SOLAR PARTNERS LP	FMV	152,201	182,512
ALTAIR EUROPEAN REAL ESTATE OPPORTUNITIES	FMV	44,653	178,884
UNITED STATES NATURAL GAS FUND	FMV	0	0
UNITED STATES OIL FUND	FMV	0	0
FORTRESS REAL ESTATE OPPORTUNITIES	FMV	273,247	0
BUTTE CAREFREE	FMV	0	0
CENTENNIAL HOMES	FMV	0	0
ALTAIR COMMERCIAL REAL ESTATE	FMV	142,710	142,895

TY 2016 Other Expenses Schedule

Name: RICHARD H LEWIS FAMILY FOUNDATION

EIN: 84-1568116

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PORTFOLIO DEDUCTIONS	27,435	27,435		0
K-1 PORTFOLIO DEDUCTIONS	286	286		0
K-1 NON DEDUCTIBLE EXPENSE	134	0		0
K-1 IDC	37,123	0		0
K-1 DEDUCTIONS ROYALTIES	17	17		0

TY 2016 Other Income Schedule

Name: RICHARD H LEWIS FAMILY FOUNDATION

EIN: 84-1568116

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PORTFOLIO INCOME FROM K-1	33,868	33,868	33,868
ROYALTY INCOME	93	93	93
UBTI FROM K-1	-27,410		-27,410

TY 2016 Taxes Schedule

Name: RICHARD H LEWIS FAMILY FOUNDATION

EIN: 84-1568116

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	9,470	0		0
FOREIGN TAXES	205	205		0

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** ***www irs gov/form990***

OMB No 1545-0047

2016

Name of the organization	**Employer identification number**
RICHARD H LEWIS FAMILY FOUNDATION	84-1568116

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
RICHARD H LEWIS FAMILY FOUNDATION	84-1568116

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD H LEWIS 7117 SOUTH LOCUST CIRCLE ENGLEWOOD, CO80112	$ 351,255	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
RICHARD H LEWIS FAMILY FOUNDATION

Employer identification number
84-1568116

Part II **Noncash Property**

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	STOCK AND MUTUAL FUNDS	$ 351 255	2016-12-15

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
RICHARD H LEWIS FAMILY FOUNDATION

Employer identification number
84-1568116

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $ ______________

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee