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

Name of foundation THE WILLIAMS FAMILY FOUNDATION		A Employer identification number 84-6023379	
Number and street (or P.O. box number if mail is not delivered to street address) 626 EAST PLATTE AVENUE		Room/suite	B Telephone number (see instructions) (970) 867-1199
City or town, state or province, country, and ZIP or foreign postal code FORT MORGAN, CO 80701		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 16,507,275	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)				
	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 . . .	531,350	531,350	531,350	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	-43,558			
	b Gross sales price for all assets on line 6a _____ 1,063,195				
	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 _____				
Operating and Administrative Expenses	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	487,792	531,350	531,350	
	13 Compensation of officers, directors, trustees, etc	12,000	6,000		6,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) 	3,738	3,738		
	b Accounting fees (attach schedule) 	4,760	4,760		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	 1,764	1,764		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	290	290		
	22 Printing and publications				
	23 Other expenses (attach schedule) 	17,054	17,054		
	24 Total operating and administrative expenses. Add lines 13 through 23	39,606	33,606		6,000
	25 Contributions, gifts, grants paid	1,374,093			1,374,093
	26 Total expenses and disbursements. Add lines 24 and 25	1,413,699	33,606		1,380,093
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-925,907			
	b Net investment income (if negative, enter -0-)		497,744		
				531,350	

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	
	2	Savings and temporary cash investments	83,765	194,703			194,703
	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)	179,019	178,468			188,342
	b	Investments—corporate stock (attach schedule)	2,791,722	2,809,744			15,168,811
	c	Investments—corporate bonds (attach schedule)	597,553	543,553			597,456
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	367,858	278,688			357,963
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)		462				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,019,917	4,005,616			16,507,275	
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 ▶ _____)		906			
	23	Total liabilities (add lines 17 through 22)		906			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	4,019,917	4,004,710			
	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)	4,019,917	4,004,710				
31	Total liabilities and net assets/fund balances (see instructions) .	4,019,917	4,005,616				

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 4,019,917
2	Enter amount from Part I, line 27a	2 -925,907
3	Other increases not included in line 2 (itemize) ▶ _____	3 910,700
4	Add lines 1, 2, and 3	4 4,004,710
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 4,004,710

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			

(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			
b			
c			
d			
e			

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	
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	439,945	16,029,135	0 027447
2014	754,274	16,336,000	0 046173
2013	878,785	15,178,366	0 057897
2012	728,610	13,819,917	0 052722
2011	1,017,711	13,232,134	0 076912
2 Total of line 1, column (d)			2 0 261151
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 052230
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 15,828,498
5 Multiply line 4 by line 3			5 826,722
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,977
7 Add lines 5 and 6			7 831,699
8 Enter qualifying distributions from Part XII, line 4			8 1,380,093

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	4,977
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	
3	Add lines 1 and 2.	3	4,977
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,977
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	13,402
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	13,402
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	8,425
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 8,425 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
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) ☐ _____		
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 2016 or the taxable year beginning in 2016 (see 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 ► EDWARD L ZORN Telephone no ► (970) 867-1199			

Located at **►** 626 E PLATTE AVENUE FORT MORGAN CO ZIP+4 **►** 80701

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

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

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		
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)

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)? ☐ Yes ☒ No 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)	5b		
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? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	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	Expense account, (e) other allowances
EDWARD L ZORN 626 E PLATTE AVENUE FORT MORGAN, CO 80701	TRUSTEE 2 00	3,000	0	0
PATRICK L THOMPSON 17437 HWY 34 FORT MORGAN, CO 80701	TRUSTEE 2 00	3,000	0	0
KATHY THOMPSON 17437 HWY 34 FORT MORGAN, CO 80701	TRUSTEE 2 00	3,000	0	0
SHAUN THOMPSON 20301 US HWY 52 FORT MORGAN, CO 80701	TRUSTEE 2 00	3,000	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	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ▶				

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. ▶		

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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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	15,833,703
b	Average of monthly cash balances.	1b	235,838
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,069,541
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	16,069,541
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	241,043
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	15,828,498
6	Minimum investment return. Enter 5% of line 5.	6	791,425

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	791,425
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	4,977
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,977
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	786,448
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	786,448
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	786,448

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	1,380,093
b	Program-related investments—total from Part IX-B.	1b	
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	1,380,093
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	4,977
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,375,116

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				786,448
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013. 112,689				
d From 2014.				
e From 2015. 439,945				
f Total of lines 3a through e.	552,634			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,380,093				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				786,448
e Remaining amount distributed out of corpus	593,645			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,146,279			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,146,279			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013. 112,689				
c Excess from 2014.				
d Excess from 2015. 439,945				
e Excess from 2016. 593,645				

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)					
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) 2016	(b) 2015	(c) 2014	(d) 2013	
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))	
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 e-mail address of the person to whom applications should be addressed EDWARD L ZORN 626 E PLATTE AVENUE FORT MORGAN, CO 80701 (970) 867-1199	
b The form in which applications should be submitted and information and materials they should include SCHOLARSHIP APPLICANTS MUST CONTACT THEIR HIGH SCHOOL FOR APPLICATIONS	
c Any submission deadlines THERE ARE NO SUBMISSION DEADLINES	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors FOR SCHOLARSHIPS, FUTURE STUDY MUST BE MEDICAL ORIENTED AND APPLICANT MUST HAVE FINANCIAL NEED	

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	1,374,093
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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.						531,350
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.						
8 Gain or (loss) from sales of assets other than inventory						-43,558
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e).						487,792
13 Total. Add line 12, columns (b), (d), and (e).						487,792

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- ## Part XVII

Part XVII

- ## Part XVII

- ## Part XVII

Part XVII

Part XVII

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Title

Part XVII

Part XVII

P00152062

2017-11-09

Firm's EIN ► 84-0944453

Phone no (970) 867-9422

Form **990-PF** (2016)

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>				
SCHOOL DISTRICT RE-3 SCHOOL DISTRICT RE-3 PO BOX 1425 PO BOX 1425 FORT MORGAN, CO 80701		PUB SCHOOL	SCHOLARSHIPS AND SUMMER PROGRAMS	192,432
SCHOOL DISTRICT RE-2 SCHOOL DISTRICT RE-2 527 IND PARK 527 IND PARK BRUSH, CO 80723		PUB SCHOOL	SCHOLARSHIPS AND SUMMER PROGRAMS	112,050
SCHOOL DISTRICT RE-20 SCHOOL DISTRICT RE-20 911 NORTH AVE 911 NORTH AVE WELDONA, CO 80653		PUB SCHOOL	SCHOLARSHIPS AND SUMMER PROGRAMS	12,100
SCHOOL DISTRICT RE-50 SCHOOL DISTRICT RE-50 320 CHAPMAN 320 CHAPMAN WIGGINS, CO 80654		PUB SCHOOL	SCHOLARSHIPS AND SUMMER PROGRAMS	31,900
CHILDREN'S HOSPITAL TCHF COURAGE CLASSIC 13123 EAST 16TH AVENUE 13123 EAST 16TH AVENUE AURORA, CO 80045		HOSPITAL	HOSPITAL	2,000
Total 3a				1,374,093

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>				
CONVERGE DAY TREATMENT CENTER CONVERGE DAY TREATMENT CENTER 400 STATE STREET 400 STATE STREET FORT MORGAN, CO 80701		501 (C)(3)	GENERAL OPERATIONS OF THE CENTER	2,000
COLORADO MISSION OF MERCY COLORADO MISSION OF MERCY PO BOX 182 PO BOX 182 NIWOT, CO 80544		501)(C)(3)	HELP WITH GENERAL OPERATIONS	2,000
CRAIG REHABILITATION CRAIG REHABILITATION 3425 S CLARKSON 3425 S CLARKSON ENGLEWOOD, CO 80113		PUB HOSPITAL	MEDICAL RESEARCH	5,000
HERITAGE FOUNDATION HERITAGE FOUNDATION PO BOX 184 PO BOX 184 FORT MORGAN, CO 80701		PUBLIC	COMMUNITY MUSEUM BLDG FUND	5,000
HOSPICE OF THE PLAINS HOSPICE OF THE PLAINS 1017 W 7TH STREET 1017 W 7TH STREET WRAY, CO 80758		PUBLIC	MEDICAL CARE	3,000
Total 3a				1,374,093

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>				
MEMORIAL SLOAN KETTING CANCER CENTR MEMORIAL SLOAN KETTING 1275 YORK AVENUE 1275 YORK AVENUE NEW YORK, NY 10065		501(C)(3)	PROVIDE FUNDS FOR CANCER RESEARCH	1,000
BABY BEAR HUGS BABY BEAR HUGS 201 S MAIN STREET 201 S MAIN STREET WRAY, CO 80759		501(C)(3)	FAMILY EDUCATION SERVICES	6,000
NATIONAL JEWISH HOSPITAL NATIONAL JEWISH HOSPITAL 1400 JACKSON STREET 1400 JACKSON STREET DENVER, CO 80206		PUBLIC	FUNDING FOR THE MORGRIDGE ACADEMY	5,000
UNITED WAY OF MORGAN COUNTY UNITED WAY PO BOX 1425 PO BOX 1425 FORT MORGAN, CO 80701		PUBLIC	OPERATING FUNDS FOR 2017-18 CAMPAIGN	12,000
EDUCATION FOUNDATION SCHOLARSHIP EDUCATION FOUNDATION SCHOLARSHIP PO BOX 17550 PO BOX 17550 DENVER, CO 80217		PRIVATE	SCHOLARSHIPS	5,000
Total ► 3a				1,374,093

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>				
NE ALZHEIMER'S ASSOC CO CHAPTER NE ALZHEIMER'S ASSOC 3001 EIGHTH AVENUE 100 3001 EIGHTH AVENUE 100 EVANS, CO 80620		PRIVATE	SERVICES FOR ALZHEIMER'S PATIENTS	1,000
ROCKY MOUNTAIN PBS ROCKY MOUNTAIN PBS 1089 BANNOCK STREET 1089 BANNOCK STREET DENVER, CO 80204		PUBLIC	EDUCATIONAL SERVICE	1,000
THE SALK INSTITUTE THE SALK INSTITUTE 10010 N TORREY PINES ROAD 10010 N TORREY PINES ROAD LA JOLLA, CA 920371002		PUBLIC	BIOLOGICAL STUDIES	5,000
SCOTTISH RITE FOUNDATION OF CO SCOTTISH RITE FOUNDATION 1370 GRANT STREET 1370 GRANT STREET DENVER, CO 80203		PUBLIC	PROVIDING THERAPY FOR CHILDREN	5,000
WEBB-WARING CENTER UNIVERSITY OF CO ANSCHUTZ CAMPUS V20 MAIL STOP C322 12850 E MONTVIEW BLVD AURORA, CO 80045		501(C)(3)	MEDICAL RESEARCH	5,000
Total 3a				1,374,093

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>				
SPALDING REHABILITATION FOUNDATION SPALDING REHABILITATION 900 POTOMAC STREET 900 POTOMAC STREET AURORA, CO 80011		PUBLIC	REHABILITATIVE MEDICAL CARE	1,000
YOUNG READERS OF COLORADO YOUNG READERS OF COLORADO 29305 8TH STREET 29305 8TH STREET SNYDER, CO 80750		501(C)(3)	PROMOTE EARLY LITERACY	1,500
ROCKY MOUNTAIN CHILDREN'S RESOURCES WAPIYAPI 191 UNIVERSITY BOULEVARD 191 UNIVERSITY BLVD DENVER, CO 80206		501(C)(3)	SUPPORT CAMP WAPIYAPI PROGRAM	5,000
UNIVERSITY OF CO FOUNDATION UNIVERSITY OF CO 13001 EAST 17TH PLACE 13001 E 17TH PL AURORA, CO 80045		501(C)(3)	IMPROVE DELIVERY OF HEALTHCARE	204,512
UNIVERSITY OF CO FOUNDATION UNIVERSITY OF CO 13001 EAST 17TH PLACE 13001 E 17TH PL AURORA, CO 80045		501(C)(3)	SUPPORT STUDIES OF HEALTHCARE	249,180
Total ▶ 3a				1,374,093

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF CO FOUNDATION UNIVERSITY OF CO 13001 EAST 17TH PLACE 13001 E 17TH PL AURORA, CO 80045		501(C)(3)	ADVANCE IN DATA DEVELOPMENT	248,976
UNIVERSITY OF CO FOUNDATION UNIVERSITY OF CO 13001 EAST 17TH PLACE 13001 E 17TH PL AURORA, CO 80045		501(C)(3)	HEALTHCARE DELIVERY IMPROVEMENTS	250,343
MCC FOUNDATION CACE 300 MAIN STREET 300 MAIN STREET FORT MORGAN, CO 80701		501(C)(3)	SUPPORT ARTS ACTIVITIES	100
Total ▶ 3a				1,374,093

TY 2016 Accounting Fees Schedule**Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	4,760	4,760		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ADIENT PLC ORDINARY SHARES	2016-10	PURCHASE	2016-11		23	23				
JOHNSON CONTROLS INTL PLC	2016-09	PURCHASE	2016-09		34	32			2	
JOHNSON CONTROLS INC	2012-08	PURCHASE	2016-09		43,912	26,679			17,233	
FNMA SER 1995-24 CL		PURCHASE	2016-12		551	551				
NATIONSBANK CORP SUB NOTES	1997-08	PURCHASE	2016-09		50,000	54,000			-4,000	
EJ ADVISORY ACCT - SEE ATTACHMENT		PURCHASE			772,333	823,681			-51,348	
EJ ADVISORY ACCT - SEE ATTACHMENT		PURCHASE			194,000	201,787			-7,787	
EJ ADVISORY ACCT - SEE ATTACHMENT		PURCHASE			144				144	
CAPITAL GAIN DISTRIBUTIONS		PURCHASE			2,198				2,198	

TY 2016 Investments Corporate Bonds Schedule**Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 84-6023379

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS SENIOR NOTES	48,120	51,492
AT&T GLOBAL	103,214	107,523
BELL SOUTH TELECOM	33,812	35,688
COCA COLA ENT DEBS	53,400	64,042
CONOCO PHILLIPS	50,225	53,719
DEERE & CO NOTE	51,401	59,970
EI DU PONT DE NEMOURS	50,565	54,195
GE GLOBAL INS	51,880	54,064
FORD MOTOR CO	26,500	30,298
FORD MTR CO DEB	24,531	26,664
NATIONSBANK		
WAL-MART CO NOTES	49,905	59,801

TY 2016 Investments Corporate Stock Schedule

Name: THE WILLIAMS FAMILY FOUNDATION
EIN: 84-6023379

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	35,526	71,428
ABBOTT LABS	21,007	554,256
ABBVIE INC	22,780	903,607
ADIENT	3,867	4,864
AGILENT TECH	4,937	69,479
ALL STATE	21,643	274,837
ALLIAN ENERGY	19,522	86,389
AMERICAN ELECTRIC POWER	94,725	220,360
AT&T	46,544	63,795
BANK OF AMERICA CORP	45,365	22,100
BERKSHIRE HATHAWAY CLASS B	1,980	162,980
BERKSHIRE HATHAWAY CLASS A	2,964	244,121
BLACKROCK INC	177,230	380,540
BOEING	1,110	46,081
BP AMOCO	82,845	223,271
CHEMOURS COMPANY	2,686	26,508
CHEVRON TEXACO CORP	47,272	757,753
CITIGROUP	57,305	11,886
COMCAST	12,457	100,468
CONOCOPHILLIPS	24,328	252,154
INGREDION	486	99,968
CSX CORP	15,643	727,583
DELTA AIRLINES		6,050
DUPONT	50,135	440,400
EXXON MOBIL CORP	29,434	1,000,081
GENERAL ELECTRIC CO	71,947	1,364,741
GENERAL MILLS	81,094	123,540
GLAXOSMITHKLINE PLC	80,952	662,372
HALLIBURTON CO	6,358	108,180
HALYARD HEALTH	2,613	4,623

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HP INC	12,086	118,720
HEWLETT PACKARD ENTERPRISE	13,547	185,120
IBM	195,225	1,498,890
JOHNSON CONTROLS INC		
JOHNSON CONTROLS INTERNATIONAL	38,151	34,394
KEYSIGHT TECHNOLOGIES	1,882	27,866
KIMBERLY CLARK CORP	60,309	114,120
MORGAN STANLEY DEAN WITTER	13,005	131,820
NEXTERA ENERGY INC	38,439	238,920
PEPSICO	65,217	104,630
PFIZER	24,932	453,811
PHILLIPS 66	7,229	217,235
PINNACLE WEST CAPITAL CORP	30,236	78,030
ILLINOIS TOOL WORKS INC	1,397	118,541
PROCTOR & GAMBLE	66,045	84,080
ROCKWELL AUTOMATION INC		
ROCKWELL COLLINS INC	2,665	189,230
SKYWORKS SOLUTIONS		92,728
SCHLUMBERGER	15,990	167,900
SOUTHERN CO	15,126	122,975
SYSCO	29,529	55,370
TARGET CORP	61,340	72,230
TUPPERWARE CORP	1,035	31,572
VERIZON COMMUNICATIONS	57,012	80,070
WNDY'S/ARBY'S GROUP	8,393	127,615
WESTAR ENERGY	30,143	56,350
WISCONSIN ENERGY CORP	61,937	703,800
EDWARD JONES ADVISORY ACCOUNT	894,119	1,048,379

TY 2016 Investments Government Obligations Schedule**Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 84-6023379**US Government Securities - End
of Year Book Value:**

52,524

**US Government Securities - End
of Year Fair Market Value:**

54,792

**State & Local Government
Securities - End of Year Book
Value:**

125,944

**State & Local Government
Securities - End of Year Fair
Market Value:**

133,550

TY 2016 Investments - Other Schedule**Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 84-6023379

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EUROPACIFIC MUTUAL FUND		63,764	106,376
INCOME FUND OF AMERICA		61,258	75,026
CAPITAL INCOME BUILDER		60,000	66,739
AMERICAN BALANCED FUND		69,499	85,410
EDWARD JONES ADVISORY ACCOUNT		24,167	24,412

TY 2016 Legal Fees Schedule**Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	3,738	3,738		

TY 2016 Other Assets Schedule

Name: THE WILLIAMS FAMILY FOUNDATION

EIN: 84-6023379

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PENDING STOCK PURCHASES		462	

TY 2016 Other Expenses Schedule**Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 84-6023379**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	3	3		
DUES & SUBSCRIPTIONS	823	823		
ADVISORY FEES	16,228	16,228		

TY 2016 Other Increases Schedule

Name: THE WILLIAMS FAMILY FOUNDATION
EIN: 84-6023379

Description	Amount
FMV OVER COST OF GIFTED STOCK	910,700

TY 2016 Other Liabilities Schedule**Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 84-6023379

Description	Beginning of Year - Book Value	End of Year - Book Value
PENDING STOCK SALES		906

TY 2016 Taxes Schedule**Name:** THE WILLIAMS FAMILY FOUNDATION**EIN:** 84-6023379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,764	1,764		