

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

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) 7117 SOUTH LOCUST CIRCLE		Room/suite	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 ☐ 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) \$ 10,813,562	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)	560,736			
	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	332,907	332,907		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	116,375			
	b Gross sales price for all assets on line 6a 4,296,072				
	7 Capital gain net income (from Part IV, line 2)		271,810		
	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)	29,194	20,558		
	12 Total. Add lines 1 through 11	1,039,212	625,275		
	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)	19,388	1,939		17,449
	c Other professional fees (attach schedule)				
	17 Interest	1,089	1,089		0
	18 Taxes (attach schedule) (see instructions)	9,214	214		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	98,713	28,770		0
	24 Total operating and administrative expenses. Add lines 13 through 23	128,404	32,012		17,449
	25 Contributions, gifts, grants paid	596,506			596,506
	26 Total expenses and disbursements. Add lines 24 and 25	724,910	32,012		613,955
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	314,302			
	b Net investment income (if negative, enter -0-)		593,263		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,191,319	521,408	520,408
	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)	5,273,106	6,871,700	7,905,666
	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)	2,498,442	1,884,061	2,387,488
	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)	8,962,867	9,277,169	10,813,562	
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	8,962,867	9,277,169	
	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)	8,962,867	9,277,169	
	31 Total liabilities and net assets/fund balances (see instructions) .	8,962,867	9,277,169	

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	8,962,867
2 Enter amount from Part I, line 27a	2	314,302
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	9,277,169
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	9,277,169

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	271,810
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	566,350	9,637,971	0 058762
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

2 Total of line 1, column (d)	2	0 284367
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 056873
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	10,395,655
5 Multiply line 4 by line 3	5	591,232
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,933
7 Add lines 5 and 6	7	597,165
8 Enter qualifying distributions from Part XII, line 4	8	613,955

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	5,933
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	5,933
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,933
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	11,845
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	30,345
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,412
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 24,412 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)? <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 ☐ \$ 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? <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	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? <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) ☐ 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? <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 2017 or the taxable year beginning in 2017 (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 ► 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			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 2017? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? <i>If "Yes" to 6b, file Form 8870</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. **0**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	734,860
b	Average of monthly cash balances.	1b	9,819,104
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,553,964
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	10,553,964
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	158,309
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,395,655
6	Minimum investment return. Enter 5% of line 5.	6	519,783

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	519,783
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	5,933
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,933
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	513,850
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	513,850
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	513,850

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	613,955
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	613,955
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	5,933
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	608,022

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				513,850
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	91,800			
b From 2013.	27,825			
c From 2014.	137,289			
d From 2015.	22,839			
e From 2016.	100,281			
f Total of lines 3a through e.	380,034			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 613,955				
a Applied to 2016, 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 2017 distributable amount.				513,850
e Remaining amount distributed out of corpus	100,105			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	480,139			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	91,800			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	388,339			
10 Analysis of line 9				
a Excess from 2013.	27,825			
b Excess from 2014.	137,289			
c Excess from 2015.	22,839			
d Excess from 2016.	100,281			
e Excess from 2017.	100,105			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

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) 2017	(b) 2016	(c) 2015	(d) 2014	
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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	596,506
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2018-11-15 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JUDY A CAIN		2018-11-15		P00328711
	Firm's name ▶ PLANTE & MORAN PLLC				Firm's EIN ▶ 38-1357951
	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			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FIDELITY 196142 SHORT-TERM	P	2017-01-01	2017-12-31
FIDELITY 372714 SHORT-TERM	P	2017-01-01	2017-12-31
SHORT-TERM K-1	P	2017-01-01	2017-12-31
FIDELITY 196142 LONG-TERM	P	2016-01-01	2017-12-31
JP MORGAN LONG-TERM	P	2016-01-01	2017-12-31
FIDELITY 372714 LONG-TERM	P	2016-01-01	2017-12-31
LONG-TERM K-1	P	2001-01-01	2017-12-31
ALTAIR GLOBAL CREDIT OPPORTUNITIES FUND	P	2016-01-01	2017-12-31
CITYWIDE BANKS	P	2016-01-01	2017-12-31
CELGENE	D	2017-01-01	2017-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,614,265		1,689,860	-75,595
103,723		116,831	-13,108
3,659			3,659
1,349,002		903,755	445,247
106,065		105,276	789
232,425		232,332	93
		166,187	-166,187
350,000		456,506	-106,506
300,000		300,000	0
54,073		5,115	48,958

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-75,595
			-13,108
			3,659
			445,247
			789
			93
			-166,187
			-106,506
			0
			48,958

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
RICE ENERGY	D	2016-01-01	2017-12-31
VALERO	D	2016-01-01	2017-12-31
SEC 1231 GAIN FROM K-1	P	2016-01-01	2017-12-31
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)
13,250		22,350	-9,100
85,391		26,050	59,341
72,310			72,310
11,909			11,909

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	
			-9,100
			59,341
			72,310
			11,909

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>				
3D CHURCH7322 DEPEW ST WESTMINSTER, CO 80003	UNRELATED	PC	RELIGIOUS	5,000
A VOICE FOR CHILDREN 601 NW 1ST COURT 10TH FLOOR MIAMI, FL 33136	UNRELATED	PC	SERVICE FOR CHILDREN	2,000
ACE SCHOLARSHIPS 1201 E COLFAX AVE 302 DENVER, CO 80218	UNRELATED	PC	EDUCATION	10,000
Total ▶ 3a				596,506

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>				
ACTION YOUTH1590 S FEDERAL BLVD DENVER, CO 80219	UNRELATED	PC	SERVICE FOR CHILDREN	2,500
ALS1275 K STREET NW STE 250 WASHINGTON, DC 20005	UNRELATED	PC	HEALTH	1,000
ALTAIR - DISTRESSED CREDIT OPPORTUNITIES FUND K-1 1888 CENTURY PARK EAST LOS ANGELES, CA 90067	UNRELATED	PC	CHARITABLE	2
Total ▶ 3a				596,506

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>				
AMERICAN RED CROSS 444 SHERMAN ST DENVER, CO 80203	UNRELATED	PC	DISASTER AND EMERGENCY RELIEF	2,000
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	5,000
Total  3a				596,506

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>				
ASIAN HOPEPO BOX 16031 DENVER, CO 80216	UNRELATED	PC	RELIGIOUS	2,500
BEAR VALLEY CHURCH 10001 W JEWELL AVE LAKEWOOD, CO 80232	UNRELATED	PC	RELIGIOUS	100
BECAUSE OF HOPEPO BOX 30995 SANTA BARBARA, CA 93130	UNRELATED	PC	HUMANITARIAN	3,500
Total ▶ 3a				596,506

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>				
BETHEL CHURCH1091 S PARKER RD DENVER, CO 80231	UNRELATED	PC	RELIGIOUS	1,000
BRENT'S PLACE11980 E 16TH AVE AURORA, CO 80010	UNRELATED	PC	HEALTH	250
BRINGING MUSIC TO LIFE REPAIR FUND 2390 SOUTH FILLMORE ST DENVER, CO 80210	UNRELATED	PC	MUSICAL INSTRUMENT REPAIR	250
Total ▶ 3a				596,506

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>				
CHERRY CREEK PRESBYTERIAN CHURCH 10150 E BELLEVIEW ENGLEWOOD, CO 80110	UNRELATED	PC	RELIGIOUS	69,000
COLORADO CHRISTIAN UNIVERSITY 8787 W ALAMEDA AVE LAKEWOOD, CO 80226	UNRELATED	PC	EDUCATION	17,500
COLORADO UPLIFT3914 KING STREET DENVER, CO 80211	UNRELATED	PC	EDUCATION	72,500
Total ▶ 3a				596,506

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 Paid during the year				
COMMUNITY BIBLE STUDY 1765 BUSINESS CENTER DRIVE SUITE 200 RESTON, VA 20190	UNRELATED	PC	RELIGIOUS	103,500
CREATIVE STRATEGIES FOR CHANGE 3359 HIGH ST DENVER, CO 80205	UNRELATED	PC	EDUCATION	5,000
CRU100 LAKE HART DRIVE ORLANDO, FL 32832	UNRELATED	PC	RELIGIOUS	500
Total ▶ 3a				596,506

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>				
CU FCA 499 EAST HAMPDEN AVE SUITE 220 ENGLEWOOD, CO 80113	UNRELATED	PC	MEDICAL	5,000
CU FOUNDATION1800 GRANT ST DENVER, CO 80203	UNRELATED	PC	EDUCATION	75,000
DENVER AREA YOUTH FOR CHRIST 7670 S VAUGHN CT ENGLEWOOD, CO 80112	UNRELATED	PC	RELIGIOUS	2,000
Total 				596,506
3a				

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>				
DENVER RESCUE MISSIONPO BOX 5206 DENVER, CO 80217	UNRELATED	PC	HUMANITARIAN	10,000
DENVER STREET SCHOOL 1567 MARION STREET DENVER, CO 80218	UNRELATED	PC	CIVIC	10,000
DENVER YOUNG LIFE2401 W 5TH ST DENVER, CO 80204	UNRELATED	PC	RELIGIOUS	10,000
Total ▶ 3a				596,506

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 Paid during the year				
DILLON COMMUNITY CHURCH 371 E LA BONTE ST DILLON, CO 80435	UNRELATED	PC	RELIGIOUS	10,000
EAST WEST MINISTRIES 4450 SOJOURN DR SUITE 100 ADDISON, TX 750015043	UNRELATED	PC	RELIGIOUS	5,000
ELEVATE USA 5310 WARD ROAD SUITE G-05 ARVADA, CO 80002	UNRELATED	PC	YOUTH	10,000
Total ▶ 3a				596,506

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>				
ELIC1629 BLUE SPRUCE DR FORT COLLINS, CO 80524	UNRELATED	PC	INTERNATIONAL EDUCATION	2,500
EVERY HEART FOUNDATION 950 E HARVARD AVE STE 650 DENVER, CO 80210	UNRELATED	PC	HEALTH	1,000
GREENWOOD COMMUNITY CHURCH 5600 E BELLVIEW AVE GREENWOOD VILLAGE, CO 80111	UNRELATED	PC	RELIGIOUS	2,000
Total 				596,506
3a				

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>				
HAPPY VENTURES 1338 E SANTA CLARA ST VENTURA, CA 93001	UNRELATED	PC	EDUCATION	500
HOPE IN OUR CITYPO BOX 101232 DENVER, CO 80250	UNRELATED	PC	HUMANITARIAN/RELIGIOUS	7,500
HOW 10123990 E ARIZONA PLACE AURORA, CO 80018	UNRELATED	PC	HUMANITARIAN	250
Total ▶ 3a				596,506

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>				
JOSIAH VENTUREPO BOX 4317 WHEATON, IL 60189	UNRELATED	PC	FAITH BASED	5,000
KANAKUK MINISTRIES 1353 LAKE SHORE DRIVE BRANSON, MO 65616	UNRELATED	PC	RELIGIOUS	1,000
KIDS ACROSS AMERICAP O BOX 930 BRANSON, MO 65615	UNRELATED	PC	SUMMER CAMP FOR INNER CITY KIDS	1,000
Total ▶ 3a				596,506

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 Paid during the year				
KIWANIS CLUB OF CASTLE ROCK PO BOX 222 CASTLE ROCK, CO 80104	UNRELATED	PC	SERVICE TO CHILDREN	500
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD 2 DENVER, CO 77030	UNRELATED	PC	MEDICAL	500
MENDENHALL MINISTRIESPO BOX 368 MENDENHALL, MS 39114	UNRELATED	PC	LOW INCOME AND RELIGIOUS	1,000
Total ▶ 3a				596,506

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>				
MISSION CHURCH2875 ELBA ST VENTURA, CA 93003	UNRELATED	PC	RELIGIOUS	4,000
NATIONAL CAPITALISM SOLUTIONS 11823 N 75TH ST LONGMONT, CO 80503	UNRELATED	PC	SUSTAINABILITY	2,000
NATURE CONSERVANCY1228 15TH ST DENVER, CO 80202	UNRELATED	PC	CONSERVATION	2,000
Total ▶ 3a				596,506

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>				
NOAH'S ANCHORAGE YOUTH CRISIS SHELTER 301 W FIGUEROA ST SANTA BARBARA, CA 93101	UNRELATED	PC	HUMANITARIAN	500
PARKER HILLS BIBLE 7137 PARKER HILLS CT PARKER, CO 80138	UNRELATED	PC	RELIGIOUS	200
PORTER HOSPICE FOUNDATION 2525 S DOWNING ST MASON HALL 2ND FLOOR DENVER, CO 80210	UNRELATED	PC	HEALTHCARE	200
Total ▶ 3a				596,506

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>				
PROJECT 1272220 S CHAMBERS ROAD AURORA, CO 80014	UNRELATED	PC	RELIGIOUS	5,000
PROMISE KEEPERSPO BOX 103001 DENVER, CO 80250	UNRELATED	PC	RELIGIOUS	52,500
QUIET WATERS MINISTRIES 9185 E KENYON AVE 150 DENVER, CO 80237	UNRELATED	PC	RELIGIOUS	2,500
Total ▶ 3a				596,506

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>				
RCE INTERNATIONAL 209 E LIBERTY DRIVE WHEATON, IL 60187	UNRELATED	PC	RELIGIOUS AND EDUCATIONAL	250
READING VILLAGE3210 15TH STREET BOULDER, CO 80304	UNRELATED	PC	EDUCATION	5,000
SALVATION ARMY 1370 PENNSYLVANIA STREET DENVER, CO 80203	UNRELATED	PC	CIVIC	12,500
Total ▶ 3a				596,506

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 Paid during the year				
SAVE OUR YOUTH3443 W 23RD AVE DENVER, CO 80211	UNRELATED	PC	HUMANITARIAN	10,000
SAVORY INSTITUTE60100 E CO RD 42 STRASBURG, CO 80136	UNRELATED	PC	NATURE RESTORATION	2,000
SLOW MONEYPO BOX 2231 BOULDER, CO 803062231	UNRELATED	PC	FARMS	2,000
Total ▶ 3a				596,506

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>				
STEP DENVER2029 LARIMER ST DENVER, CO 80205	UNRELATED	PC	ADDICTION REHABILITATION	500
THE BLUE BENCHPO BOX 18951 DENVER, CO 80218	UNRELATED	PC	HUMANITARIAN	200
TPH PARTNERS LL GP K-1 1111 BAGBY ST STE 4950 HOUSTON, TX 770022551	UNRELATED	PC	CHARITABLE	4
Total ▶ 3a				596,506

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>				
VENTURA CHARTER SCHOOL OF ARTS 2060 CAMERON ST VENTURA, CA 93001	UNRELATED	PC	EDUCATION	5,300
YOUNG LIFEPO BOX 520 COLORADO SPRINGS, CO 80901	UNRELATED	PC	RELIGIOUS	22,000
Total ▶ 3a				596,506

TY 2017 Accounting Fees Schedule**Name:** RICHARD H LEWIS FAMILY FOUNDATION**EIN:** 84-1568116**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	19,388	1,939		17,449

TY 2017 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	6,871,700	7,905,666

TY 2017 Investments - Other Schedule

Name: RICHARD H LEWIS FAMILY FOUNDATION

EIN: 84-1568116

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTAIR - FCO II	FMV	111,160	119,045
ALTAIR DISTRESSED CREDIT CAPITAL	FMV	7,312	648
ALTAIR NET LEASE INC	FMV	66,398	93,037
TPH PARTNERS, LP	FMV	74,151	93,701
TPH PARTNERS, GP	FMV	7,811	12,428
BLACKSTONE GSO	FMV	341,799	55,303
ALTAIR DSO, LP	FMV	178,478	319,804
ALTAIR SPECIAL OPPORTUNITIES FUND, LP	FMV	37,914	31,327
ALTAIR GLOBAL CREDIT OPPORTUNITIES FUND, LP	FMV	0	391,337
TPH PARTNERS II GP, L.P.	FMV	97,768	89,848
ALTAIR MULTI-FAMILY OPPORTUNITIE FUND	FMV	194,070	252,357
GSSG SOLAR PARTNERS LP	FMV	10,839	0
ALTAIR EUROPEAN REAL ESTATE OPPORTUNITIES	FMV	44,653	186,061
FORTRESS REAL ESTATE OPPORTUNITIES	FMV	298,870	331,638
ALTAIR COMMERCIAL REAL ESTATE	FMV	145,103	138,405
BRIDGE SENIORS HOUSING CO-INVESTMENT	FMV	93,403	91,253
AJ CAPITAL REAL ESTATE FUND	FMV	174,332	181,296

TY 2017 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	28,729	28,729		0
K-1 PORTFOLIO DEDUCTIONS	1	1		0
K-1 NON DEDUCTIBLE EXPENSE	4,122	0		0
K-1 IDC	65,356	0		0
OTHER DEDUCTIONS FROM PASS-THROUGH	465	0		0
K-1 DEDUCTIONS ROYALTIES	40	40		0

TY 2017 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	18,038	18,038	18,038
ROYALTY INCOME	528	528	528
OTHER K-1 INVESTMENT INCOME	1,992	1,992	1,992
UBTI FROM K-1	8,636		8,636

TY 2017 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	9,000	0		0
FOREIGN TAXES	214	214		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 2017
	Name of the organization RICHARD H LEWIS FAMILY FOUNDATION	Employer identification number 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 33¹/₃% 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization RICHARD H LEWIS FAMILY FOUNDATION	Employer identification number 84-1568116
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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	 \$ 560,736	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization RICHARD H LEWIS FAMILY FOUNDATION	Employer identification number 84-1568116
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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	\$ 560,736	2017-12-31
(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
		\$	
(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
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(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	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	