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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

The Frederic C. Hamilton
Family Foundation

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

1560 Broadway Suite 2200

Room/suite

City or town, state, and ZIP code

Denver, CO 80202

A Employer identification number

54-2099318

B Telephone number

(303) 863-3000

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 40,259,296.

J Accounting method

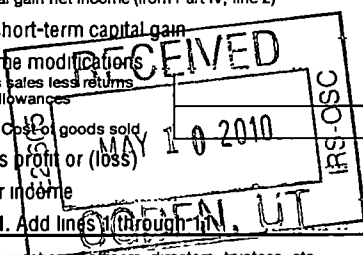
☒ Cash☐ Accrual☐ Other (specify)

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

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))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received	10,061,400.		N/A	
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	224,553.	197,800.		Statement 2
4	Dividends and interest from securities	36,502.	34,237.		Statement 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	607,055.			Statement 1
b	Gross sales price for all assets on line 6a	12,304,356.			
7	Capital gain net income (from Part IV, line 2)		10,622,217.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	160,687.	98,226.		Statement 4
12	Total. Add lines 1 through 11	11,090,197.	10,952,480.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees Stmt 5	60,382.	60,382.		0.
17	Interest	232.	232.		0.
18	Taxes Stmt 6	6,166.	1,699.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	66,780.	62,313.		0.
25	Contributions, gifts, grants paid	2,339,200.			2,339,200.
26	Total expenses and disbursements. Add lines 24 and 25	2,405,980.	62,313.		2,339,200.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	8,684,217.			
b	Net investment income (if negative, enter -0-)		10,890,167.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash - non-interest-bearing		176,921.	57,098.	57,098.		
	2 Savings and temporary cash investments		6,207,003.	10,746,242.	10,761,827.		
	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						
	7 Other notes and loans receivable ▶						
	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	Stmt 7	15,887,726.	20,361,482.	23,466,466.		
	b Investments - corporate stock						
	c Investments - corporate bonds						
Liabilities	11 Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
	12 Investments - mortgage loans	Stmt 8	6,221,910.	6,012,955.	5,973,905.		
	13 Investments - other						
	14 Land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
	15 Other assets (describe ▶)						
	16 Total assets (to be completed by all filers)		28,493,560.	37,177,777.	40,259,296.		
	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							
22 Other liabilities (describe ▶)							
23 Total liabilities (add lines 17 through 22)		0.	0.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐						
	and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ ☒						
	and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds		0.	0.			
28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.				
29 Retained earnings, accumulated income, endowment, or other funds		28,493,560.	37,177,777.				
30 Total net assets or fund balances		28,493,560.	37,177,777.				
31 Total liabilities and net assets/fund balances		28,493,560.	37,177,777.				

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	28,493,560.
2 Enter amount from Part I, line 27a	2	8,684,217.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	37,177,777.
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	37,177,777.

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			
b See Attached Statements			
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			
b			
c			
d			
e 12,304,356.		1,682,139.	10,622,217.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			10,622,217.

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	10,622,217.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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))
2008	2,510,696.	36,754,305.	.068310
2007	2,048,559.	37,785,699.	.054215
2006	1,728,286.	32,674,328.	.052894
2005	3,464,026.	22,880,322.	.151398
2004	1,451,165.	20,074,790.	.072288

2 Total of line 1, column (d)	2	.399105
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	.079821
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	34,507,048.
5 Multiply line 4 by line 3	5	2,754,387.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	108,902.
7 Add lines 5 and 6	7	2,863,289.
8 Enter qualifying distributions from Part XII, line 4	8	2,339,200.

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	217,803.
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	217,803.
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	217,803.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	30,818.	
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	30,818.	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	3,094.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	190,079.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>Not Applicable</u>		X	
14	The books are in care of ► <u>The Foundation</u> Telephone no ► <u>(303) 863-3000</u> Located at ► <u>1560 Broadway Suite 2200 Denver Colorado, Denver,</u> ZIP+4 ► <u>80202</u>			
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	N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 2009?		1c X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ►		
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)	N/A	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 ►		
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 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
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 2009?		4b X

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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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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 0.	

Form **990-PF** (2009)

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	25,054,146.
b	Average of monthly cash balances	1b	9,978,390.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	35,032,536.
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	35,032,536.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	525,488.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,507,048.
6	Minimum investment return. Enter 5% of line 5	6	1,725,352.

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	1,725,352.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	217,803.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	14,160.
c	Add lines 2a and 2b	2c	231,963.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,493,389.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,493,389.
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	1,493,389.

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	2,339,200.
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	2,339,200.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,339,200.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,493,389.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	531,643.			
b From 2005	2,497,430.			
c From 2006	179,975.			
d From 2007	230,634.			
e From 2008	711,291.			
f Total of lines 3a through e	4,150,973.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	2,339,200.			
a Applied to 2008, 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 2009 distributable amount				1,493,389.
e Remaining amount distributed out of corpus	845,811.			
5 Excess distributions carryover applied to 2009 (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	4,996,784.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	531,643.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,465,141.			
10 Analysis of line 9				
a Excess from 2005	2,497,430.			
b Excess from 2006	179,975.			
c Excess from 2007	230,634.			
d Excess from 2008	711,291.			
e Excess from 2009	845,811.			

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2009)

54-2099318 Page 10

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2009

(b) 2008

Prior 3 years

(c) 2007

(d) 2006

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the 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))

See Statement 10

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

None

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 of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Schedule 1 Attached				2339200.
Total				2339200.
b Approved for future payment None				
Total				0.

Analysis of Income-Producing Activities

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	900000	26,753.	14	197,800.	
4 Dividends and interest from securities	900000	2,265.	14	34,237.	
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	900000	62,461.	14	98,226.	
8 Gain or (loss) from sales of assets other than inventory			18	607,055.	
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)		91,479.		937,318.	0.
13 Total. Add line 12, columns (b), (d), and (e)					1,028,797.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

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

[illegible]

- 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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Felt [Signature] Date 5/5/01 Title TRUSTEE Signature of officer or trustee Date Title	
	Paid Preparer's Use Only Preparer's signature _____ Firm's name (or yours if self-employed), address, and ZIP code _____	Date _____ Check if self-employed ☐ EIN _____ Phone no. _____

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.

OMB No 1545-0047

2009**Name of the organization**The Frederic C. Hamilton
Family Foundation**Employer identification number**

54-2099318

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 foundationCheck 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization
The Frederic C. Hamilton
Family Foundation

Employer identification number

54-2099318

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	\$ 618.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	\$ 45,619.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

The Frederic C. Hamilton
Family Foundation

Employer identification number

54-2099318

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	100,000 Shares of BHP Billiton Ltd. ADR	\$ 6,351,000.	08/14/09
2	240,000 Shares of Rackspace Hosting Inc.	\$ 3,710,400.	08/12/09
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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	From Partnerships	P		
b	From Partnerships	P		
c	QFS Currency Fund	P	01/02/09	09/01/09
d	Apex Greater China Enhanced	P	01/03/08	05/13/09
e	Delta Fund Europe	P	04/06/05	05/22/09
f	Kirykos Investors Ltd.	P	07/01/08	07/02/09
g	Indus Asia Overseas	P	10/01/03	04/21/09
h	Longbow Captial	P	04/03/07	04/09/09
i	Ospraie Fund	P	01/30/04	05/07/09
j	Palo Alto Healthcare Fund	P	04/01/04	12/31/09
k	Shepard Investments	P	06/03/03	04/14/09
l	Swiftcurrent Offshore	P	01/02/02	01/23/09
m	Tiger Global	P	07/01/02	07/03/09
n	Tiger Asia Overseas Fund	P	02/01/02	01/06/09
o	BHP	D	12/31/81	08/14/09

(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		89,082.	<89,082.>
b		128,440.	<128,440.>
c	254,855.	250,000.	4,855.
d	7,665.	24,431.	<16,766.>
e	326,125.	200,000.	126,125.
f	147,199.	250,000.	<102,801.>
g	61,111.		61,111.
h		53,741.	<53,741.>
i	35,474.		35,474.
j	20,045.		20,045.
k	29,695.		29,695.
l	401,871.		401,871.
m	1,000,000.	440,207.	559,793.
n	370,000.	200,000.	170,000.
o	6,257,869.	619.	6,257,250.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<89,082.>
b			<128,440.>
c			4,855.
d			<16,766.>
e			126,125.
f			<102,801.>
g			61,111.
h			<53,741.>
i			35,474.
j			20,045.
k			29,695.
l			401,871.
m			559,793.
n			170,000.
o			6,257,250.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

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	Rackspace Hosting	D	12/02/99	08/20/09
b	Capital Gains Dividends			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 3,380,340.		45,619.	3,334,721.
b 12,107.			12,107.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			3,334,721.
b			12,107.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	10,622,217.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2009

Recipient Name & Purpose of Contribution, if Specified		Amount
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	
1000 Friends of Florida PO Box 5948	Tallahassee, FL 32314-5948	500
Alliance for Choice in Education 1201 E. Colfax Avenue, Suite 302	Denver, CO 80218	2,500
American Heart Association, 2009 Heart Walk 1280 S. Parker Road	Denver, CO 80231	1,000
Americans for the Arts Inc, BCA Ten 2009 One East 53rd Street, 2nd Floor	New York, NY 10022	5,000
Atlantic Salmon Federation (U.S.) PO Box 807	Calais, ME 04619-0807	2,500
Atlantic Salmon Federation (U.S.), Moise River PO Box 807	Calais, ME 04619-0807	10,000
Auburn University Foundation, Albany Quail Mgmt. 317 South College Street	Auburn University, AL 36849	3,000
Babson College PO Box 57310	Babson Park, MA 02457-0310	2,000
Boys & Girls Clubs 2017 West 9th Avenue	Denver, CO 80204	8,000
Caesar Kleberg Wildlife Research Institute, General Fund c/o Texas A&M University Kingsville	Kingsville, TX 78363	1,000
Children's Diabetes Foundation, 2009 High Hopes Carousel Ball 777 Grant Street, Suite 302	Denver, CO 80203	5,000
Childrens Hospital Foundation, Gala 2009 13123 E. 16th Avenue B045	Aurora, CO 80045	3,500
Childrens Hospital Foundation, Imagine the Miracles Campaign 13123 E. 16th Avenue, B045	Aurora, CO 80045	1,000,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2009

Recipient Name & Purpose of Contribution, if Specified		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Christus Spohn Health System Foundation 4730 Ocean Drive	Corpus Christi, TX 78412	20,000
Colorado Rocky Mountain School, Gene Herbert Endow 1493 County Road 106	Carbondale, CO 81623	5,000
Connecticut College 270 Mohegan Avenue	New London, CT 06320-4196	2,500
Conservation Fund 1942 Broadway Street, Suite 323	Boulder, CO 80302	1,000
Convent of the Sacred Heart, Annual Fund 1177 King Street	Greenwich, CT 06831	2,000
Delta Waterfowl Foundation PO Box 3128	Bismarck, ND 58502	2,000
Denver Area Council Boy Scouts of America 10455 W. 6 th Avenue, Suite 100	Denver, CO 80215	200
Denver Area Council Boy Scouts of America Golden Eagle 10455 W. 6 th Avenue, Suite 100	Denver, CO 80215-5633	20,000
Denver Art Museum 100 West 14th Avenue Parkway	Denver, CO 80204	3,500
Denver Art Museum, Collectors' Choice 100 West 14th Avenue Parkway	Denver, CO 80204	47,000
Denver Art Museum, DAM Uncorked 2009 100 West 14th Avenue Parkway	Denver, CO 80204	5,000
Denver Art Museum, Endowment Campaign 100 West 14th Avenue Parkway	Denver, CO 80204	500,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2009

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Denver Art Museum, Petrie Institute of Western American Art- C. M. Russell	100 West 14th Avenue Parkway	Denver, CO 80204	25,000
Denver Botanic Gardens	909 York Street	Denver, CO 80206-3799	2,500
Denver Museum of Nature & Science, Museum After Dark 2009	2001 Colorado Blvd.	Denver, CO 80205	5,000
Denver Police Foundation	1700 Lincoln Street, Suite 4100	Denver, CO 80203	50,000
Doe Fund	232 East 84th Street	New York, NY 10028	500
Ducks Unlimited, Inc., Gary Slot Project	One Waterfowl Way	Memphis, TN 38120-2351	5,000
Dumb Friends League	2080 So. Quebec Street	Denver, CO 80231-3298	1,000
Eaglebrook School	Pine Nook Road	Deerfield, MA 01342	5,000
Fishers Island Community Center Inc.	PO Box 464	Fishers Island , NY 06390	500
Fishers Island Conservancy	PO Box 553	Fishers Island, NY 06390	100
Fishers Island Fire Department	PO Box 123	Fishers Island, NY 06390	600
Fishers Island People's Project	PO Box 523	Fishers Island, NY 06390	50
Friends of Bear River Refuge	2155 West Forest Street	Brigham City, UT 84302	1,000
George Washington's Fredericksburg Foundation	1201 Washington Avenue	Fredericksburg, VA 22401	10,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2009

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Global Down Syndrome Foundation, BBBY Jet Set Fashion Show c/o Children's Hospital Foundation, 13123 E. 16th Avenue B045		Aurora, CO 80045	5,000
Graland Country Day School, Annual Fund 30 Birch Street		Denver, Co 80220	18,100
Graland Country Day School, Parent Association Eagle Nest Egg 30 Birch Street		Denver, Co 80220	1,500
Greater Houston Community Fdn James A. Baker, III Statue Fund 4550 Post Oak Place, Suite 100		Houston, TX 77027	25,000
Harlem Children's Zone 35 East 125th Street		New York, NY 10035	1,000
Henry L. Ferguson Museum PO Box 554		Fishers Island, NY 06390	10,000
Hobe Sound Community Chest PO Box 511		Hobe Sound, FL 33475-0511	500
Hospital for Special Surgery, Paget Chair Rheumatology 535 East 70th St., Suite 842 West		New York, NY 10021	5,000
Island Health Project, Inc. PO Box 344, ,		Fishers Island, NY 06390	750
Jupiter Island Medical Clinic 100 Estrada Square		Hobe Sound, FL 33455	1,000
Jupiter Medical Center Foundation 1210 South Old Dixie Highway		Jupiter, FL 33458-9972	500
Kent Denver School 4000 East Quincy Avenue		Englewood, CO 80110-9908	1,500
Kieve-Wavus Education Inc., Annual Fund PO Box 169		Nobleboro, ME 04555	100

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2009

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
KIPP Foundation	135 Main Street, Suite 1700	San Francisco, CA 94105	5,000
Lawrenceville School, Lawrenceville Fund	PO Box 6125	Lawrenceville, NJ 08648	500
Lawrenceville School, Lawrenceville Fund Bicentennial Campaign	PO Box 6125	Lawrenceville, NJ 08648	2,500
Memorial Sloan-Kettering, Special Projects Committee	1233 York Avenue	New York, NY 10065	500
Millbrook School, Annual Fund	School Road	Millbrook, NY 12545	2,000
Millbrook School, FCH Chair in English	School Road	Millbrook, NY 12545	100,000
National Audubon Society - Birdathon	225 Varick Street, 7th Floor	New York, NY 10014	350
National Gallery of Art, Collectors Committee	2000B South Club Dr.	Landover, MD 20785	15,000
National Gallery of Art, Jasper Johns Initiative	2000B South Club Drive	Landover, MD 20785	250,000
National Gallery of Art, The Circle	2000B South Club Dr.	Landover, MD 20785	10,000
National Tay-Sachs & Allied Diseases NY Area, Lord Restricted Fund	1202 Lexington Avenue, Suite 288	New York, NY 10028	1,500
National Western Scholarship Trust, 2010 Citizen of the West	4655 Humboldt Street	Denver, CO 80216-2818	700

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2009

Recipient Name & Purpose of Contribution, if Specified	Amount
<u>Recipient Street Address</u> <u>City/State/Zip</u>	
Navy Seal Warrior Fund 162 West 56th Street, Suite 405 New York, NY 10019	1,000
Outward Bound 910 Jackson Street Golden, CO 80401	7,500
Park People 715 So. Franklin Street Denver, CO 80209	1,000
Planned Parenthood of the Rocky Mtns 7155 E. 38th Avenue Denver, CO 80207	400
Saint Mary's Hall PO Box 33430 San Antonio, TX 78265-9974	500
Salisbury School 251 Canaan Road Salisbury, CT 06068	3,000
Salisbury School, Parents of Alumni Annual Giving 251 Canaan Road Salisbury, CT 06068	1,000
SCFD, Rex Morgan Tribute 899 Logan Street, Suite 500 Denver, CO 80203	250
Seeds of Hope 1300 South Steele Street Denver, CO 80210-2599	6,000
Smithsonian Institution 1000 Jefferson Drive, SW, 4th Fl Washington, DC 20013-7012	10,000
St. Andrew's School 350 Noxontown Rd. Middletown, DE 19709-9902	20,000
St. Luke's Episcopal School 15 St. Luke's Lane San Antonio, TX 78209	500
St. Paul's School 325 Pleasant Street Concord, NH 03301-2591	20,000
St. Timothy's School 8400 Greenspring Avenue Stevenson, MD 21153	500
Student/Sponsor Partnership 286 Madison Avenue, Suite 1601 New York, NY 10017	1,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2009

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Tall Timbers	13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	1,500
The Peregrin Fund, General Fund	5668 West Flying Hawk Lane	Boise, ID 83709	2,000
Thomasville Antiques Show Fdn Inc.	PO Box 1633	Thomasville, GA 31799	500
United Cerebral Palsy Colorado, Capital Campaign	801 Yosemite Street	Denver, CO 80230	500
University of Denver , Dept. 585, Dept. 585		Denver, CO 80291	2,000
University of Denver, Chancellors Society	2199 South University Blvd. – MRB	Denver, CO 80208	2,500
University of Denver, Institute for the Advancement of the American Legal System	2044 E. Evans Ave, HRTM Building, Suite 307	Denver, CO 80208-2101	25,000
University of Denver-GSIS, 2009 Korbel Dinner	PO Box 101884	Denver, CO 80250	5,000
US Sportmen's Alliance Foundation	801 Kingsmill Parkway	Columbus, OH 43229-1137	10,000
Utah Wetlands Foundation	136 South Main Street, #418	Salt Lake City, UT 84101	1,000
Yale University, Yale Trap and Skeet Club	PO Box 208216	New Haven, CT 06520-8216	100
Total			<u>\$2,339,200.00</u>

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Partnerships			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	89,082.	0.	0.		<89,082.>

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Partnerships			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	128,440.	0.	0.		<128,440.>

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
QFS Currency Fund			Purchased	01/02/09	09/01/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
254,855.	250,000.	0.	0.		4,855.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Apex Greater China Enhanced					
	7,665.	24,431.	0.	0.	<16,766.>

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Delta Fund Europe					
	326,125.	200,000.	0.	0.	126,125.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Kirykos Investors Ltd.					
	147,199.	250,000.	0.	0.	<102,801.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Indus Asia Overseas					
	61,111.	0.	0.	0.	61,111.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Longbow Captial			Purchased	04/03/07	04/09/09
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	53,741.	0.	0.	<53,741.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ospraie Fund			Purchased	01/30/04	05/07/09
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
35,474.	0.	0.	0.	35,474.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Palo Alto Healthcare Fund			Purchased	04/01/04	12/31/09
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
20,045.	0.	0.	0.	20,045.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Shepard Investments			Purchased	06/03/03	04/14/09
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
29,695.	0.	0.	0.	29,695.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Swiftcurrent Offshore				Purchased	01/02/02	01/23/09
	401,871.	0.	0.		0.	401,871.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Tiger Global				Purchased	07/01/02	07/03/09
	1,000,000.	440,207.	0.		0.	559,793.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Tiger Asia Overseas Fund				Purchased	02/01/02	01/06/09
	370,000.	200,000.	0.		0.	170,000.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
BHP				Donated	12/31/81	08/14/09
	6,257,869.	6,351,000.	0.		0.	<93,131.>

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Rackspace Hosting					
	3,380,340.	3,710,400.	0.	0.	<330,060.>

Capital Gains Dividends from Part IV 12,107.

Total to Form 990-PF, Part I, line 6a 607,055.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
From Partnerships	75,453.
From Partnerships	26,753.
Other	122,347.
Total to Form 990-PF, Part I, line 3, Column A	224,553.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
From Partnerships	46,344.	12,107.	34,237.
From Partnerships	2,265.	0.	2,265.
Total to Fm 990-PF, Part I, ln 4	48,609.	12,107.	36,502.

Form 990-PF	Other Income		Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Ordinary Income from Partnerships	98,226.	35,765.		
Ordinary Income from Partnerships	62,461.	62,461.		
Total to Form 990-PF, Part I, line 11	160,687.	98,226.		

Form 990-PF	Other Professional Fees		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	10,436.	10,436.		0.
Other Management Fees	49,946.	49,946.		0.
To Form 990-PF, Pg 1, ln 16c	60,382.	60,382.		0.

Form 990-PF	Taxes		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Excise Tax	7,492.	0.		0.
Foreign Tax Paid	1,824.	1,699.		0.
U.S. UBTI Tax	<3,150.>	0.		0.
To Form 990-PF, Pg 1, ln 18	6,166.	1,699.		0.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
OZ Overseas Fund Ltd.	550,000.	1,024,637.
Tiger Global Ltd.	0.	1,574,882.
Tiger Asia Overseas Fund	0.	1,379,016.
G-Star 2004-4	1,000,000.	462,500.
Sowood Alpha Fund	358,572.	20,508.
WRA Investments Offshore	97,011.	203,438.
Delta Fund Europe	0.	0.
Maple Leaf	139,407.	131,192.
Viking Global	1,000,000.	1,547,492.
CamCap Energy	400,011.	110,424.
CamCap Resources	1,150,979.	737,297.
Convexity Cap	2,000,739.	3,311,033.
Fox Point Offshore	1,123,168.	743,252.
Longbow Capital International Fund	0.	0.
Miura Global Fund	1,000,000.	1,315,161.
OZ Europe Overseas Fund II	120,624.	70,970.
Apex Greater China Directional Fund	588,094.	562,862.
Apex Greater China Enhanced Fund	0.	0.
Geosphere Fund	500,000.	492,852.
Kirykos Investors	0.	0.
Kelusa Asian Discipline	500,000.	337,432.
Sandstone Capital India Offshore	500,000.	276,479.
Tontine 25 Overseas Fund	1,024,739.	220,837.
Indus Alternative Equity Fund	0.	0.
Bay Resource Partners	500,000.	500,000.
Axial Captial	1,000,000.	892,473.
Bluegold Global Fund	1,000,000.	976,215.
Caxton Global	500,000.	519,434.
Brevan Howard Ltd.	900,000.	906,251.
Brevan Howard Emerging Markets	450,000.	437,166.
Brevan Howard Credit Catalysts	150,000.	156,586.
Expo Health Sciences	500,000.	587,209.
King Street	2,000,000.	2,128,722.
Indus Asia Pacific	3,283.	2,914.
QFS Global Macro Fund	504,855.	517,515.
Samlyn Offshore	500,000.	539,951.
Water Street	300,000.	329,018.
Lone Pinon	0.	273,041.
Shepard Investments	0.	129,661.
Swiftcurrent Offshore	0.	48,046.
Total to Form 990-PF, Part II, line 10b	20,361,482.	23,466,466.

Form 990-PF	Other Investments	Statement	8
Description	Valuation Method	Book Value	Fair Market Value
Pinetree FF LP	FMV	890,103.	891,060.
Pinetree IV LP	FMV	87,506.	87,505.
Lone Sierra	FMV	77,673.	21,295.
Palo Alto Healthcare	FMV	0.	20,289.
Clayton Dubilier and Rice	FMV	226,658.	230,709.
Palo Alto Fund II	FMV	936,462.	733,255.
Denham Commodity Partners Fund IV	FMV	457,925.	451,547.
Highfields Capital	FMV	1,068,527.	1,043,215.
Lone Dragon Pine	FMV	75,341.	5,825.
Remington Investment Strategies	FMV	1,190,639.	1,114,841.
Newport Asia Inst. Fund	FMV	1,002,121.	1,374,364.
Total to Form 990-PF, Part II, line 13		6,012,955.	5,973,905.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	9
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Conrib	Expense Account
Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Grantor & Trustee 0.00	0.	0.	0.
Jane M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Christy Hamilton McGraw 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Frederic C. Hamilton, Jr. 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Crawford M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.

Thomas M. Hamilton	Trustee			
1560 Broadway Suite 2200	0.00	0.	0.	0.
Denver, CO 80202				

Totals included on 990-PF, Page 6, Part VIII	0.	0.	0.
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Form 990-PF	Part XV - Line 1a	Statement 10
	List of Foundation Managers	

Name of Manager

Frederic C. Hamilton
Jane M. Hamilton