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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

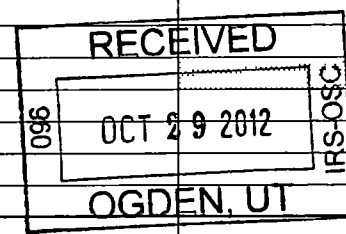
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

Name of foundation The Frederic C. Hamilton Family Foundation		A Employer identification number 54-2099318
Number and street (or P.O. box number if mail is not delivered to street address) 1560 Broadway Suite 2200	Room/suite	B Telephone number (303) 863-3000
City or town, state, and ZIP code Denver, CO 80202		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) \$ 34,709,365.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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).)		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		183,300.	173,411.		Statement 2
4 Dividends and interest from securities		66,417.	64,157.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,339,784.			Statement 1
b Gross sales price for all assets on line 6a		3,164,421.			
7 Capital gain net income (from Part IV, line 2)			1,334,264.		
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		<148,255.>	<130,816.>		Statement 4
12 Total. Add lines 1 through 11		1,441,246.	1,441,016.		
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		45,062.	45,062.		0.
17 Interest		65.	65.		0.
18 Taxes Stmt 6		<10,561.>	3,431.		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		34,566.	48,558.		0.
25 Contributions, gifts, grants paid		7,108,003.			7,108,003.
26 Total expenses and disbursements. Add lines 24 and 25		7,142,569.	48,558.		7,108,003.
27 Subtract line 26 from line 12		<5,701,323.>			
a Excess of revenue over expenses and disbursements			1,392,458.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



The Frederic C. Hamilton
Family Foundation

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54-2099318

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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			143,279.	123,761.	123,761.
	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					
	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	22,069,757.	21,918,654.	26,179,005.	
	b Investments - corporate stock					
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other	Stmt 8	13,892,443.	8,361,741.	8,406,599.	
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)		36,105,479.	30,404,156.	34,709,365.	
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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.			
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	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		36,105,479.	30,404,156.		
	30 Total net assets or fund balances		36,105,479.	30,404,156.		
31 Total liabilities and net assets/fund balances		36,105,479.	30,404,156.			

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	36,105,479.
2 Enter amount from Part I, line 27a	2	<5,701,323.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	30,404,156.
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	30,404,156.

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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 Statement			
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 3,164,421.		1,830,157.	1,334,264.

(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			1,334,264.

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	1,334,264.
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))
2010	781,217.	39,853,805.	.019602
2009	2,339,200.	34,507,048.	.067789
2008	2,510,696.	36,754,305.	.068310
2007	2,048,559.	37,785,699.	.054215
2006	1,728,286.	32,674,328.	.052894

2 Total of line 1, column (d)	2	.262810
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	.052562
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	37,612,377.
5 Multiply line 4 by line 3	5	1,976,982.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,925.
7 Add lines 5 and 6	7	1,990,907.
8 Enter qualifying distributions from Part XII, line 4	8	7,108,003.

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)		1	13,925.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	13,925.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	13,925.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	13,992.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,200.	
d Backup withholding erroneously withheld	6d	924.	
7 Total credits and payments. Add lines 6a through 6d	7	22,116.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,191.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	8,191. Refunded	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?		X
1b 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
1c 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 2011 or the taxable year beginning in 2011 (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)	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>Not Applicable</u>	13	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 ► <u>15</u> N/A			
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2011? ☐ Yes ☒ No	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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) ☐ Yes ☒ No	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 2011 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 2011.) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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 2011? ☐ Yes ☒ No	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.

X

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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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."

[illegible]

Total number of others receiving over \$50,000 for professional services

Part IX-A	Summary of Direct Charitable Activities
------------------	--

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

Expenses

1	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.

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	33,064,233.
b	Average of monthly cash balances	1b	5,120,921.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	38,185,154.
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	38,185,154.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	572,777.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,612,377.
6	Minimum investment return. Enter 5% of line 5	6	1,880,619.

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	1,880,619.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,925.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,925.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,866,694.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,866,694.
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	1,866,694.

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	7,108,003.
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	7,108,003.
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	13,925.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,094,078.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,866,694.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	179,975.			
b From 2007	230,634.			
c From 2008	711,291.			
d From 2009	845,811.			
e From 2010				
f Total of lines 3a through e	1,967,711.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 7,108,003.				
a Applied to 2010, 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 2011 distributable amount				1,866,694.
e Remaining amount distributed out of corpus	5,241,309.			
5 Excess distributions carryover applied to 2011 (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	7,209,020.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	179,975.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	7,029,045.			
10 Analysis of line 9				
a Excess from 2007	230,634.			
b Excess from 2008	711,291.			
c Excess from 2009	845,811.			
d Excess from 2010				
e Excess from 2011	5,241,309.			

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 2011, 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) 2011

(b) 2010

Prior 3 years

(c) 2009

(d) 2008

(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 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

The Frederic C. Hamilton

Form 990-PF (2011)

Family Foundation

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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 Schedule 1 Attached				7,108,003.
Total			3a	7,108,003.
b <i>Approved for future payment</i> None				
Total			3b	0.

Unrelated business income		Excluded by section 512, 513, or 514		(e)
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
9000000	9,889.	14	173,411.	
9000000	2,260.	14	64,157.	
9000000	<17,439.>	14	<130,816.>	
9000000	5,520.	18	1,334,264.	
	230.		1,441,016.	0.
			13	1,441,246.

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

- | 1 | | Yes | No |
|---|--|-------|----|
| | | | |
| | 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		

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.				May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No		
	Signature of officer or trustee <i>[Signature]</i>		Date <i>10/16/2012</i>			Title <i>TRUSTEE</i>	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	Firm's name					Firm's EIN	
	Firm's address					Phone no	

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	Northern Trust	P		
d	Apex Greater China	P	01/03/08	05/19/11
e	Caxton Global	P	06/30/09	Various
f	Geosphere Fund	P	03/03/08	04/27/11
g	Kelusa Asian Disc. Fund	P	03/03/08	05/06/11
h	Miura Global Fund	P	05/01/07	03/15/11
i	QFS Global Macro	P	01/02/09	Various
j	Shepherd Investments	P	06/03/03	Various
k	Swiftcurrent Offshore	P	01/02/02	Various
l	Tiger Asia	P	02/01/02	Various
m	From Partnerships			
n	From Partnerships			
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 96,868.			96,868.
b 125,155.			125,155.
c		46,258.	<46,258.>
d 27,374.		67,986.	<40,612.>
e 571,000.		500,000.	71,000.
f 504,825.		500,000.	4,825.
g 32,104.		211,058.	<178,954.>
h 132,145.			132,145.
i 573,514.		504,855.	68,659.
j 19,501.			19,501.
k 36,088.			36,088.
l 1,045,847.			1,045,847.
m			0.
n			0.
o			

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			96,868.
b			125,155.
c			<46,258.>
d			<40,612.>
e			71,000.
f			4,825.
g			<178,954.>
h			132,145.
i			68,659.
j			19,501.
k			36,088.
l			1,045,847.
m			0.
n			0.
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	1,334,264.
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, 2011

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
1000 Friends of Florida	PO Box 5948	Tallahassee, FL 32314-5948	2,000
564 Park Avenue Preservation Foundation	564 Park Avenue	New York, NY 10065	250
Alliance for Choice in Education	1201 E. Colfax Avenue, Suite 302	Denver, CO 80218	13,000
American Heart Association	2011 Heart Walk 1280 S. Parker Road	Denver, CO 80231	1,000
Atlantic Salmon Federation (U.S.)	PO Box 807	Calais, ME 04619-0807	5,000
Atlantic Salmon Federation (U.S.), Moise River	PO Box 807	Calais, ME 04619-0807	20,000
Auburn University Foundation, Albany Quail Mgmt.	317 South College Street	Auburn University, AL 36849	5,500
Babson College	PO Box 57310	Babson Park, MA 02457-0310	4,000
Boys & Girls Clubs	2017 West 9th Avenue	Denver, CO 80204	16,000
Caesar Kleberg Wildlife Research Institute, General Fund	c/o Texas A&M University Kingsville	Kingsville, TX 78363	4,000
Clyfford Still Museum	201 West Colfax Avenue, Dept. 1007	Denver, CO 80202	1,000,000
Colorado Council for Economic Education	3443 So. Galena Street, Suite 190	Denver, CO 80231	500
Colorado Rocky Mountain School, 2011-2012 Annual Fund	1493 County Road 10	Carbondale, CO 81623	5,000
Colorado Rocky Mountain School, Gene Herbert Endow	1493 County Road 106	Carbondale, CO 81623	5,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2011

Recipient Name & Purpose of Contribution, if Specified		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Connecticut College 270 Mohegan Avenue	New London, CT 06320-4196	12,000
Conservation Fund 1942 Broadway Street, Suite 323	Boulder, CO 80302	2,000
Convent of the Sacred Heart, Annual Fund 1177 King Street	Greenwich, CT 06831	4,000
Cure Alzheimer's Fund 34 Washington Street, Suite 200	Wellesley Hills, MA 02481	500
Delta Waterfowl Foundation PO Box 3128	Bismarck, ND 58502	2,000
Denver Area Council Boy Scouts of America, Golden Eagle 10455 W. 6th Avenue, Suite 100	Denver, CO 80215-5633	40,000
Denver Art Museum 100 West 14th Avenue Parkway	Denver, CO 80204	7,000
Denver Art Museum, Collectors' Choice 100 West 14th Avenue Parkway	Denver, CO 80204	73,000
Denver Art Museum, DAM Uncorked 2011 100 West 14th Avenue Parkway	Denver, CO 80204	18,730.00
Denver Art Museum, Endowment Campaign 100 West 14th Avenue Parkway	Denver, CO 80204	3,849,275
Denver Botanic Gardens 909 York Street	Denver, CO 80206-3799	4,500
Denver Dumb Friends League 2080 So. Quebec Street	Denver, CO 80231-3298	2,000
Denver Police Foundation 1700 Lincoln Street, Suite 4100	Denver, CO 80203	100,000
Denver Zoological Foundation Inc. 2300 Steele Street	Denver, CO 80205	2,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2011

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Doe Fund	232 East 84th Street	New York, NY 10028	1,000
Ducks Unlimited, Inc.	One Waterfowl Way	Memphis, TN 38120-2351	10,000
Eaglebrook School	Pine Nook Road	Deerfield, MA 01342	10,000
East Harlem School at Exodus House	309 East 103rd Street.	New York, NY 10029	500
Fishers Island Community Center Inc.	PO Box 464	Fishers Island , NY 06390	400
Fishers Island Conservancy	PO Box 553	Fishers Island, NY 06390	200
Fishers Island Fire Department	PO Box 123	Fishers Island, NY 06390	1,250
Fishers Island People's Project	PO Box 523	Fishers Island, NY 06390	250
Freedom Institute Inc.	515 Madison Avenue, 26th Floor	New York, NY 10022	1,000
George Washington's Fredericksburg Fdn	1201 Washington Avenue	Fredericksburg, VA 22401	10,000
Graland Country Day School, Annual Fund	30 Birch Street	Denver, CO 80220	44,000
Graland Country Day School, Commons Building	30 Birch Street	Denver, CO 80220	500,000
Graland Country Day School, Parent Association Eagle Nest Egg	30 Birch Street	Denver, CO 80220	3,000
Harlem Children's Zone	35 East 125th Street	New York, NY 10035	2,000
Henry L. Ferguson Museum	PO Box 554	Fishers Island, NY 06390	200

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2011

Recipient Name & Purpose of Contribution, if Specified		Amount
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	
Heritage Foundation 214 Massachusetts Avenue NE	Washington, DC 20002	250
Hobe Sound Community Chest PO Box 511	Hobe Sound, FL 33475-0511	1,000
Horizons at Colorado Academy 3800 So. Pierce Street	Denver, CO 80235	200
Hospital for Special Surgery PO Box 30610	New York, NY 10087-0610	1,000
Independence Institute 13952 Denver West Parkway, Ste 400	Golden, CO 80401-3141	250
Institute for Depression Studies & Treatment c/o CU Foundationn Depression Ctr 1600 Broadway, Ste 1030	Denver, CO 80202	20,000
Island Health Project, Inc. PO Box 344	Fishers Island, NY 06390	26,250
Junior Achievement, 2011 Colo Business Hall of Fame 1445 Market Street, Suite 200	Denver, CO 80202	5,000
Jupiter Island Medical Clinic 100 Estrada Square	Hobe Sound, FL 33455	1,000
Jupiter Medical Center Foundation, Capital Campaign 1210 South Old Dixie Highway	Jupiter, FL 33458-9972	10,500
Kent Denver School 4000 East Quincy Avenue	Englewood, CO 80110-9908	3,000
Kieve-Wavus Education Inc., Annual Fund PO Box 169	Nobleboro, ME 04555	300
KIPP San Antonio 731 Fredericksburg Rd	San Antonio, TX 78201	10,000
Lawrenceville School, Lawrenceville Fund PO Box 6125,	Lawrenceville, NJ 08648	1,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2011

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Millbrook School, Annual Fund School Road		Millbrook, NY 12545	4,000
Millbrook School, FCH Chair in English School Road		Millbrook, NY 12545	200,000
Mizel Museum 400 South Kearney Street		Denver, CO 80224	2,500
National Audubon Society, Birdathon 613 Riversville Road		Greenwich, CT 06831	248
National Gallery of Art, Collectors Committee 2000B South Club Dr.		Landover, MD 20785	30,000
National Gallery of Art, The Circle 2000B South Club Dr		Landover, MD 20785	20,000
National Jewish Health 1400 Jackson Street		Denver, CO 80206	5,000
National Tay-Sachs & Allied Diseases NY Area, Lord Restricted Fund 1202 Lexington Avenue, Suite 288		New York, NY 10028	2,500
National Western Scholarship Trust, 2012 Citizen of the West 4655 Humboldt Street		Denver, CO 80216-2818	700
Park People James Fleming House, 1510 S. Grant St.		Denver, CO 80210	2,000
Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue		Denver, CO 80207	500
Pomfret School PO Box 128		Pomfret, CT 06258-0128	40,000
Project Pave, 15th Transformations Scholarship Luncheon 2051 York Street		Denver, CO 80205-5713	1,000
Rocky Mountain PBS PO Box 173704		Denver, CO 80217	200

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2011

Recipient Name & Purpose of Contribution, if Specified		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Saint Mary's Hall PO Box 33430	San Antonio, TX 78265-9974	1,000
Salisbury School 251 Canaan Road	Salisbury, CT 06068	6,000
Seeds of Hope 1300 South Steele Street	Denver, CO 80210-2599	12,000
Smithsonian Institution 1000 Jefferson Drive, SW, 4th Fl	Washington, DC 20013-7012	10,000
St. John's Cathedral, Peter Dominick Park 1350 Washington Street	Denver, CO 80203	5,000
St. Luke's Episcopal School 15 St. Luke's Lane	San Antonio, TX 78209	1,000
St. Paul's School 325 Pleasant Street	Concord, NH 03301-2591	40,000
St. Paul's School, Math & Science Center 325 Pleasant Street	Concord, NH 03301-2591	500,000
St. Timothy's School 8400 Greenspring Avenue	Stevenson, MD 21153	2,000
Student/Sponsor Partnership 286 Madison Avenue, Suite 1601	New York, NY 10017	2,000
Tall Timbers 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	1,000
Tall Timbers Foundation 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	1,600
Texas Christian University, General Fund TCU Box 297440	Ft. Worth, TX 76129	4,000
The Peregrin Fund, General Fund World Center for Birds of Prey 5668 West Flying Hawk Lane	Boise, ID 83709	11,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2011

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Thomasville Antiques Show Foundation Inc.	PO Box 1633	Thomasville, GA 31799	1,000
United States Seniors' Golf Association, USSGA Memorial Fund	49 Knollwood Road	Elmsford, NY 10523	500
University of Colorado Foundation, Macular Degeneration Research	4740 Walnut Street	Boulder, CO 80301	100,000
University of Colorado Foundation, Melanoma Study	4740 Walnut Street	Boulder, CO 80301	100,000
University of Denver	2190 East Asbury Ave.	Denver, CO 80208	6,000
University of Denver, Chancellors Society	2190 East Asbury Ave.	Denver, CO 80208	7,000
University of Denver, Hamilton Collaborative: Visiting Artist	2190 East Asbury Ave.	Denver, CO 80208	50,000
University of Denver, Institute for Advancement of American Legal System	2044 E. Evans Ave., HRTM Bldg #307	Denver, CO 80208-2101	50,000
University of Denver GSIS 2011 Korbel Dinner Joseph Korbel School of Intl Studies	2190 East Asbury Ave.	Denver, CO 80250	4,250
US Sportmen's Alliance Foundation	801 Kingsmill Parkway	Columbus, OH 43229-1137	1,000
Utah Wetlands Foundation	136 South Main Street, #418	Salt Lake City, UT 84101	1,000
Volunteers of America, Western Fantasy	2660 Larimer Street	Denver, CO 80205	1,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2011

Recipient Name & Purpose of Contribution, if Specified		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Woodrow Wilson Center,+ Woodrow Wilson Awards One Woodrow Wilson Plaza	Washington, DC 20004-3027	5,000
World Monuments Fund 350 Fifth Avenue, Suite 2412	New York, NY 10118	10,000
Wounded Warrior Project WWP National Processing Center Box 758516	Topeka, KS 66675-8516	4,000
Yale Trap and Skeet Club Yale University, Dept. of Athletics, PO Box 208216	New Haven, CT 06520-8216	200
Total		<u>\$7,108,003.00</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	
96,868.	0.	0.	0.	96,868.	

(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	
125,155.	0.	0.	0.	125,155.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Northern Trust			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	46,258.	0.	0.	<46,258.>	

(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	27,374.	67,986.	0.	0.	<40,612.>

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Caxton Global	571,000.	500,000.	0.	0.	71,000.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Geosphere Fund	504,825.	500,000.	0.	0.	4,825.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Kelusa Asian Disc. Fund	32,104.	211,058.	0.	0.	<178,954.>

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Miura Global Fund	132,145.	0.	0.	0.	132,145.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
QFS Global Macro	573,514.	504,855.	0.	0.	68,659.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Shepherd Investments	19,501.	0.	0.	0.	19,501.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Swiftcurrent Offshore	36,088.	0.	0.	0.	36,088.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Tiger Asia					
	1,045,847.	0.	0.	0.	1,045,847.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
From Partnerships					
	0.	<1,696.>	0.	0.	1,696.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
From Partnerships					
	0.	<3,824.>	0.	0.	3,824.

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	1,339,784.

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

Source	Amount
From Partnerships	85,996.
From Partnerships	9,889.
Other	87,415.
Total to Form 990-PF, Part I, line 3, Column A	183,300.

Form 990-PF	Dividends and Interest from Securities	Statement	3
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
From Partnerships	64,157.	0.	64,157.
From Partnerships	2,260.	0.	2,260.
Total to Fm 990-PF, Part I, ln 4	66,417.	0.	66,417.

Form 990-PF	Other Income	Statement	4
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Ordinary Income from Partnerships	<130,816.>	<113,377.>	
Ordinary Income from Partnerships	<17,439.>	<17,439.>	
Total to Form 990-PF, Part I, line 11	<148,255.>	<130,816.>	

Form 990-PF	Other Professional Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	8,545.	8,545.		0.
Other Management Fees	36,517.	36,517.		0.
To Form 990-PF, Pg 1, ln 16c	45,062.	45,062.		0.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Paid	3,431.	3,431.		0.
U.S. UBTI Tax	<13,992.>	0.		0.
To Form 990-PF, Pg 1, ln 18	<10,561.>	3,431.		0.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
OZ Overseas Fund Ltd.	550,000.	1,108,059.
G-Star 2004-4	1,000,000.	262,500.
Sowood Alpha Fund	349,024.	16,032.
Maple Leaf	24,321.	2,623.
Viking Global	450,737.	1,113,764.
CamCap Energy	282,592.	75,450.
CamCap Resources	836,249.	424,196.
Convexity Cap	2,000,739.	4,537,199.
OZ Europe Overseas Fund II	72,645.	22,898.
Apex Greater China Directional Fund	0.	0.
Geosphere Fund	0.	26,570.
Kelusa Asian Discipline	0.	0.
Sandstone Capital India Offshore	247,238.	5,583.
Bay Resource Partners	500,000.	548,144.
Axial Captial	627,656.	402,608.
Bluegold Global Fund	1,000,000.	710,510.
Caxton Global	0.	0.
Brevan Howard Ltd.	870,787.	988,813.
Brevan Howard Emerging Markets	119,715.	105,050.
Brevan Howard Credit Catalysts	480,000.	505,270.
Expo Health Sciences	1,000,000.	1,028,373.
King Street	2,513,668.	2,655,684.
Indus Asia Pacific	3,283.	4,453.
QFS Global Macro Fund	0.	0.
Samlyn Offshore	1,000,000.	1,011,015.
Water Street	300,000.	385,308.
Steadfast International	1,000,000.	1,106,964.
Bay Pond Offshore	500,000.	517,209.
Coatue Offshore Fund	600,000.	735,390.
Healthcor Offshore	1,000,000.	929,613.
Steelmill Fund	1,100,000.	1,013,957.
Rose Grove Offshore	500,000.	491,638.
Bain Absolute Return	400,000.	440,195.
JAT Captial	400,000.	351,908.
Laurion Captial	400,000.	404,731.
Lone Pinon	0.	312,741.
Moore Macro Managers	290,000.	281,673.
Redwood Opportunity Fund	500,000.	500,000.
Shepard International	0.	80,379.
Swiftcurrent Offshore	0.	10,753.
Tiger Global	0.	2,163,316.
Tiger Asia	0.	57,506.
Templeton Global Summits	1,000,000.	840,930.
Total to Form 990-PF, Part II, line 10b	21,918,654.	26,179,005.

Form 990-PF	Other Investments	Statement	8
Description	Valuation Method	Book Value	Fair Market Value
Pinetree FF LP	FMV	966,829.	957,370.
Pinetree IV LP	FMV	0.	0.
Clayton Dubilier and Rice	FMV	191,991.	271,778.
Palo Alto Fund II	FMV	870,919.	537,039.
Denham Commodity Partners Fund IV	FMV	487,478.	638,438.
Highfields Capital	FMV	1,248,432.	1,150,891.
Remington Investment Strategies	FMV	957,022.	913,177.
Newport Asia Inst. Fund	FMV	1,026,341.	1,375,110.
Northern Trust Bonds	COST	2,612,729.	2,562,796.
Total to Form 990-PF, Part II, line 13		8,361,741.	8,406,599.

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	Compen- sation	Employee Ben Plan Expense Contrib 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 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 10

Name of Manager

Frederic C. Hamilton
Jane M. Hamilton