Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2013

ENVELOPE POSTMARK DATE NOV 17 2014

For calendar year 2013, or tax year beginning , 2013, and ending ,

Name of foundation: Hamill Family Foundation

A Employer identification number: 36-6096808

Number and street (or P O box number if mail is not delivered to street address): c/o Briar Hall LLC; 200 W. Madison — Room/suite: 3400

B Telephone number (see the instructions): (312) 676-0300

City or town, state or province, country, and ZIP or foreign postal code: Chicago IL 60606

C If exemption application is pending, check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 22,207,111.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)	11,169,273.			
	2	Ck ► ☐ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	1.	1.		
	4	Dividends and interest from securities	293,567.	293,567.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	1,019,336.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a 1,647,635.				
	7	Capital gain net income (from Part IV, line 2)		1,019,336.		
	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/(loss) (att sch)				
	11	Other income (attach schedule) See Line 11 Stmt	-15,568.	-36,465.		
	12	**Total.** Add lines 1 through 11	12,466,609.	1,276,439.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) L-16a Stmt	7,092.	3,546.		3,546.
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	71,915.	6,124.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	67,575.	67,454.		121.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	146,582.	77,124.		3,667.
	25	Contributions, gifts, grants paid	1,919,800.			1,919,800.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,066,382.	77,124.		1,923,467.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	10,400,227.			
	b	**Net investment income** (if negative, enter -0-)		1,199,315.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	2,726,808.	1,171,086.	1,171,086.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►	369.		
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)	230,933.	145,126.	145,126.
	b Investments — corporate stock (attach schedule) L-10b Stmt	4,325,625.	5,821,080.	5,821,080.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	3,840,729.	15,069,819.	15,069,819.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► L-15 Stmt)	3,405.	0.	0.
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	11,127,869.	22,207,111.	22,207,111.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► L-22 Stmt)	0.	85,446.	
	23 Total liabilities (add lines 17 through 22)	0.	85,446.	
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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	11,127,869.	22,121,665.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	11,127,869.	22,121,665.	
	31 Total liabilities and net assets/fund balances (see instructions)	11,127,869.	22,207,111.	

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	11,127,869.
2	Enter amount from Part I, line 27a	2	10,400,227.
3	Other increases not included in line 2 (itemize) ► Unrealized Gain	3	1,406,655.
4	Add lines 1, 2, and 3	4	22,934,751.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	813,086.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	22,121,665.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	publicly traded securities	D	various	various
b	publicly traded securities	D	various	various
c	From Flow Through Entities	P	various	various
d	From Flow Through Entities	P	various	various
e	from K-1s	D	various	various

	(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	679,711.		522,674.	157,037.
b	135,703.		105,625.	30,078.
c	1,695.		0.	1,695.
d	199,766.		0.	199,766.
e	630,760.		0.	630,760.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				157,037.
b				30,078.
c				1,695.
d				199,766.
e				630,760.

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	1,019,336.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the 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 (column (b) divided by column (c))
2012	1,959,167.	11,557,708.	0.169512
2011	5,662,717.	13,828,095.	0.409508
2010	4,665,997.	16,895,431.	0.276169
2009	3,787,108.	18,305,912.	0.206879
2008	3,275,429.	23,852,548.	0.137320

2	**Total** of line 1, column (d)	2	1.199388
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.239878
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,056,321.
5	Multiply line 4 by line 3	5	3,131,924.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,993.
7	Add lines 5 and 6	7	3,143,917.
8	Enter qualifying distributions from Part XII, line 4	8	1,923,467.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	23,986.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	23,986.
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	23,986.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6a: 36,180.		
b	Exempt foreign organizations — tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	46,180.
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	22,194.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 22,194. **Refunded** ▶	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV.*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL - Illinois			
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*	8 b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10	X	

Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		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?	13	X	

Website address ► N/A

14 The books are in care of ► Briar Hall LLC Telephone no ► (312) 676-0300

Located at ► 200 W. Madison Ste 3400 Chicago IL ZIP + 4 ► 60606

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	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)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions.)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
3 a	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 2013 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 2013.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2013?	4 b		X

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

5 a 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)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5 b		
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).*			
6 a 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? *If 'Yes' to 6b, file Form 8870.*	6 b		X
7 a 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?	7 b		

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

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

(a) Name and address	(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
Corwith Hamill 200 West Madison St, Suite 3400 Chicago IL 60606	Director, Chairman 1.00	0.	0.	0.
Jonathan Hamill 545 Knoll Road Barrington IL 60010	Director, Pres, Treas 1.00	0.	0.	0.
Elizabeth C. Bramsen 26 Ridge Road Barrington IL 60010	Director, VP, Sec 1.00	0.	0.	0.
Nancy C.H. Winter 5229 S. Massbach Road Stockton IL 61085	Director, VP 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(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 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services		None

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 None	
2	
All other program-related investments. See instructions.	
3 None	
Total. Add lines 1 through 3	

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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	5,282,534.
b	Average of monthly cash balances	1b	2,497,780.
c	Fair market value of all other assets (see instructions)	1c	5,474,834.
d	**Total** (add lines 1a, b, and c)	1d	13,255,148.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,255,148.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	198,827.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,056,321.
6	**Minimum investment return.** Enter 5% of line 5	6	652,816.

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	652,816.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,986.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	23,986.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	628,830.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	628,830.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	628,830.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,923,467.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,923,467.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,923,467.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				628,830.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 — 2,095,764.				
b From 2009 — 2,876,448.				
c From 2010 — 3,833,811.				
d From 2011 — 5,003,970.				
e From 2012 — 1,417,462.				
f **Total** of lines 3a through e	15,227,455.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► $ 1,923,467.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				628,830.
e Remaining amount distributed out of corpus	1,294,637.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,522,092.			
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	2,095,764.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	14,426,328.			
10 Analysis of line 9:				
a Excess from 2009 — 2,876,448.				
b Excess from 2010 — 3,833,811.				
c Excess from 2011 — 5,003,970.				
d Excess from 2012 — 1,417,462.				
e Excess from 2013 — 1,294,637.				

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 2013, 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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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					

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).)

Corwith Hamill

See Information Regarding Foundation Managers

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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 Attachment A				
	N/A	501(c)(3)	Unrestricted	1,919,800.
Total . . . . . . ► **3a**				1,919,800.
***b** Approved for future payment*				
Total . . . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	293,567.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	20,592.	
8 Gain or (loss) from sales of assets other than inventory			18	1,019,336.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a UBTI Income-CCP LP, K-1	900099	13,282.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		13,282.		1,333,496.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,346,778.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Jonathan J. Hamill 11/15/2014 President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name: Thomas G. Park	Preparer's signature: Thomas G. Park	Date: 11/15/2014	Check ☐ if self-employed	PTIN: P01058539
Firm's name ► PARK & PARK LLP			Firm's EIN ► 20-0962433	
Firm's address ► 1000 Skokie Boulevard, Suite 255, Wilmette IL 60091			Phone no (847) 251-6700	

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

Schedule of Contributors

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

OMB No. 1545-0047

2013

Name of the organization	Employer identification number
Hamill Family Foundation	36-6096808

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule** .

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $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, total 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 total 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
Hamill Family Foundation	36-6096808

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Nancy C.H. Winter 5229 South Massbach Rd. Stockton IL 61085	$ 199,955.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	Corwith Hamill Declaration of Tr dtd 12-5-86 200 West Madison Street, Suite 3400 Chicago IL 60606	$ 10,969,318.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer Identification number
Hamill Family Foundation	36-6096808

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3,500 shares of Northern Trust Corporation common stock (NASDAQ: NTRS) Fair Market Value: $57.13 per share Basis: $0.11726 per share	$ 199,955.	05/24/13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	All of the limited partnership interest in Cornelius Capital Partners, L.P. owned by the Corwith Hamill Declaration of Trust dated 12-5-86. Basis: $10,589,000	$ 10,158,956.	12/31/13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	All of the limited partnership interest in HCS Family Fund, L.P. owned by the Corwith Hamill Declaration of Trust dated 12-5-86. Basis: $751,000	$ 810,362.	12/31/13

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

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

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

Form 990-PF Part I, Line 6a | **Net Gain or Loss From Sale of Assets** | **2013**

Name: Hamill Family Foundation

Employer Identification Number: 36-6096808

Asset Information:

Description of Property: Publicly Traded Securities
Date Acquired: various — How Acquired:
Date Sold: various — Name of Buyer:
Sales Price: 679,711. — Cost or other basis (do not reduce by depreciation): 522,674.
Sales Expense: — Valuation Method:
Total Gain (Loss): 157,037. — Accumulation Depreciation:

Description of Property: Publicly Traded Securities
Date Acquired: various — How Acquired:
Date Sold: various — Name of Buyer:
Sales Price: 135,703. — Cost or other basis (do not reduce by depreciation): 105,625.
Sales Expense: — Valuation Method:
Total Gain (Loss): 30,078. — Accumulation Depreciation:

Description of Property: from Flow Through Entities
Date Acquired: various — How Acquired:
Date Sold: various — Name of Buyer:
Sales Price: 199,766. — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): 199,766. — Accumulation Depreciation:

Description of Property: from Flow Through Entities
Date Acquired: various — How Acquired:
Date Sold: various — Name of Buyer:
Sales Price: 1,695. — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): 1,695. — Accumulation Depreciation:

Description of Property: from K-1s
Date Acquired: various — How Acquired:
Date Sold: various — Name of Buyer:
Sales Price: 630,760. — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): 630,760. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Non-Dividend Distributns-NT 1099	5,312.	0.	
Ordinary Income CCP, LP K-1	-46,284.	-46,284.	
Rental Loss CCP, LP K-1	-3,609.	-3,609.	
Other Net Rental Inc CCP, LP K-1	2.	2.	
Tax Exempt Interest CCP, LP K-1	383.	383.	
Cancellation of Debt CCP, LP K-1	12,143.	12,143.	
Royalty Income CCP, LP K-1	896.	896.	
Tax Exempt Interest-C Hamill Trust K-1	13,286.	13,286.	
less UBTI (incl on Form 990-T) CCP, LP K-1	0.	-13,282.	
Nontaxable Distributions Lyme Fund LP K-1	2,303.	0.	
Total	-15,568.	-36,465.	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Taxes-NT 1099	1,195.	1,195.		
Foreign Taxes - CCP, LP	498.	498.		
Foreign Taxes-C Hamill Trust	4,431.	4,431.		
Excise Taxes on Net Inv Income	65,791.	0.		
Total	71,915.	6,124.		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Illinois Charity Bureau filing fee	115.	0.		115.
Illinois Secretary of State Fees	0.	0.		
Management Fees	22,138.	22,138.		
Agency Fees	3,031.	3,031.		
Investment Int Exp - CCP K-1	3,762.	3,762.		
Deductions CCP K-1	30,010.	30,010.		
Deductions Lyme Forest Fund Te	2,926.	2,926.		
Contributions CCP K-1	6.	0.		6.
Royalty Deductions CCP K-1	46.	46.		
Sec 59(E)(2) Exp. CCP K-1	4,842.	4,842.		
Portfolio (Other) CCP K-1	6.	6.		
Other Deductions-State Taxes CCP K-1	288.	288.		
Non-Deductible CCP K-1	332.	332.		
Other Expenses	73.	73.		
Total	67,575.	67,454.		121.

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

Adjustment due to amortization & dividend reclassifictn to capital	1,655.
Adjustment due to income recognized as part of contributions received	811,431.

Form 990-PF, Page 2, Part III, Line 5 Continued
Other Decreases Stmt

Total	813,086.

Form 990-PF, Page 10, Part XV, Line 1a
Information Regarding Foundation Managers

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).)

Jonathan Hamill
Elizabeth C. Bramsen
Nancy C.H. Winter

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Park & Park LLP	Legal Advice & Tax Prep	7,092.	3,546.		3,546.
Total		7,092.	3,546.		3,546.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
ITW Securities	369,952.	369,952.
Northern Trust Corporation	674,601.	674,601.
Other Marketable Securities	4,776,527.	4,776,527.
Total	5,821,080.	5,821,080.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
SBH Global Discovery Fund, Ltd.	1,344,681.	1,344,681.
Cornelius Capital Partners, L.P. (CCP)	12,692,994.	12,692,994.
Lyme Forest Fund TE, LP	221,782.	221,782.
HCS Family Fund, L.P.	810,362.	810,362.
Total	15,069,819.	15,069,819.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
Due from CCP transaction account	3,405.	0.	0.
Total	3,405.	0.	0.

Form 990-PF, Page 2, Part II, Line 22
Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Due to CCP transaction account	0.	85,446.
Grant payable	1,620,000.	0.
Contra account grant payable	-1,620,000.	0.
Total	0.	85,446.

Hamill Family Foundation 36-6096808

Form 990-PF, p4: Line 10 Yes

Part VII-A, Statement Regarding Activities
Line 10: Persons who became Substantial Contributors during the tax year:

Corwith Hamill Declaration of Trust dated 12-5-86
c/o Jonathan C. Hamill, trustee
200 West Madison Street, Suite 3400
Chicago, Illinois 60606

ATTACHMENT A

Hamill Family Foundation
2013 Contributions
EIN: 36-6096808

Date	Num	Name	Amount
01/16/2013	8814	Chicago Zoological Society	15,000.00
01/16/2013	8818	John G. Shedd Aquarium	5,000.00
01/16/2013	8815	Elgin Academy	5,000.00
01/16/2013	8817	Hotchkiss School	5,000.00
01/16/2013	8813	Barrington Area Conservation Trust	10,000 00
01/16/2013	8819	Openlands	25,000.00
01/16/2013	8820	The Nature Conservancy of Illinois	25,000.00
01/16/2013	8816	JourneyCare	2,500 00
01/16/2013	8812	Barrington Area Community Foundation	10,000.00
01/16/2013	8811	The Masters School (Grant Payable)	500,000.00
01/16/2013	8810	Environmental Law & Policy Center (Grant)	100,000.00
01/17/2013	8822	The Field Museum	10,000.00
01/17/2013	8823	Neighborhood Health Clinic	10,000.00
01/21/2013	8824	Adler Planetarium	250.00
01/21/2013	8825	African Wildlife Foundation	250.00
01/21/2013	8830	Anti Cruelty Society	500.00
01/21/2013	8841	Chicago Wilderness Society	300.00
01/21/2013	8848	Garfield Farm Museum-Restoration Fund	1,500.00
01/21/2013	8853	Hooved Animal Rescue & Protection Society	300.00
01/21/2013	8857	John G. Shedd Aquarium	1,000.00
01/21/2013	8859	Lincoln Park Zoo	1,000.00
01/21/2013	8877	The U.S. Equestrian Team Foundation	5,000.00
01/21/2013	8878	United States Pony Clubs, Inc.	1,000.00
01/21/2013	8881	World Wildlife Fund	5,000.00
01/21/2013	8831	Art Institute of Chicago	2,000.00
01/21/2013	8838	Chicago Historical Museum	2,000.00
01/21/2013	8840	Chicago Symphony Orchestra	1,000.00
01/21/2013	8849	Girl Scouts of Greater Chgo. & NW IN	300.00
01/21/2013	8870	St. Charles Heritage Center	250.00
01/21/2013	8882	WTTW Channel 11	5,000.00
01/21/2013	8850	Glenwood School	500.00
01/21/2013	8854	Hotchkiss School	10,000.00
01/21/2013	8864	Newberry Library	2,500.00
01/21/2013	8873	The Masters School	10,000.00
01/21/2013	8832	Balanced Rock	25,000.00
01/21/2013	8834	Chicago Botanic Garden	300.00
01/21/2013	8844	Conservation Foundation	15,000.00
01/21/2013	8846	Earthjustice Legal Defense Fund	1,000.00
01/21/2013	8847	Equine Land Conservation Resource	2,000.00
01/21/2013	8855	Illinois Prairie Path	500.00
01/21/2013	8856	Jo Daviess Conservation Foundation	1,000 00
01/21/2013	8858	Land Trust Alliance	1,000.00
01/21/2013	8863	Morton Arboretum	2,000.00
01/21/2013	8867	Openlands	20,000.00
01/21/2013	8874	The Nature Conservancy of Illinois	5,000.00
01/21/2013	8875	The Wetlands Initiative	500.00
01/21/2013	8876	Trust for Public Land	1,000.00
01/21/2013	8880	Wayne Area Conservancy Foundation	500.00
01/21/2013	8826	Alzheimers Association	5,000 00
01/21/2013	8827	American Cancer Society	300.00

ATTACHMENT A

Hamill Family Foundation
2013 Contributions
EIN: 36-6096808

Date	Num	Name	Amount
01/21/2013	8828	American Diabetes Association	300.00
01/21/2013	8829	American Lung Association	300.00
01/21/2013	8833	Brain Research Foundation	300.00
01/21/2013	8837	Chicago Hearing Society	300.00
01/21/2013	8845	Doctors Without Borders USA	1,000.00
01/21/2013	8861	Marianjoy Rehabilitation Hospital	1,000.00
01/21/2013	8869	Rush University Medical Center	2,000.00
01/21/2013	8835	Chicago Child Care Society	1,000.00
01/21/2013	8836	Chicago Commons	1,000.00
01/21/2013	8839	Chicago Lighthouse	1,000.00
01/21/2013	8842	Chicago Youth Centers	300.00
01/21/2013	8843	Children's Memorial Foundation	2,000.00
01/21/2013	8851	Greater Chicago Food Depository	6,000.00
01/21/2013	8852	Heifer International	5,000.00
01/21/2013	8862	Metropolitan Family Services	400.00
01/21/2013	8866	Northern Illinois Food Bank	6,000.00
01/21/2013	8868	Planned Parenthood of Illinois	3,000.00
01/21/2013	8871	St. Leonard's House	300.00
01/21/2013	8879	United Way of Metropolitan Chicago	1,000.00
01/21/2013	8883	YMCA of Metropolitan Chicago	1,000.00
01/21/2013	8860	Little Home Church by the Wayside	15,000.00
01/22/2013	8884	Openlands	25,000.00
01/24/2013	8885	The Field Museum	1,000.00
02/01/2013	8887	Chicago Zoological Society Whirl	12,500.00
02/28/2013	8889	Yosemite National Park Child Care	500.00
04/18/2013	8892	NatureBridge	5,000.00
04/19/2013	8896	Fox River Valley Pony Club Horse Trials	3,000.00
04/19/2013	8895	Barrington Area Conservation Trust	5,000.00
04/29/2013	8898	Openlands	2,500.00
05/13/2013	8899	African Wildlife Foundation	1,000.00
05/13/2013	8903	The Bhutan Foundation	10,000.00
05/13/2013	8909	Chicago Zoological Society Bison Circle	5,000.00
05/13/2013	8913	Defenders of Wildlife	1,000.00
05/13/2013	8920	Garfield Farm Museum	1,000.00
05/13/2013	8922	Hooved Animal Rescue & Protection Society	1,000.00
05/13/2013	8935	International Snow Leopard Trust	1,000.00
05/13/2013	8941	United States Pony Clubs, Inc.	1,000.00
05/13/2013	8942	The U.S. Equestrian Team Foundation	1,000.00
05/13/2013	8947	WWF Bhuntan Program	10,000.00
05/13/2013	8904	Bowdoin College	1,000.00
05/13/2013	8905	Brown University	1,000.00
05/13/2013	8910	Choate Rosemary Hall-Annual Fund	5,000.00
05/13/2013	8925	International Honors Program	1,000.00
05/13/2013	8929	The Masters School (Dobbs)-Annual Fund	1,000.00
05/13/2013	8946	World Learning-Annual Fund	5,000.00
05/13/2013	8900	American Farmland Trust-Barnraisers	1,000.00
05/13/2013	8901	American Rivers	1,000.00
05/13/2013	8902	Barrington Area Conservation Trust	1,000.00
05/13/2013	8907	Center for Plant Conservation	1,000.00
05/13/2013	8908	Chicago Botanic Garden-Directors Circle	1,000.00
05/13/2013	8911	Conservacion Patagonica	10,000.00

ATTACHMENT A

Hamill Family Foundation
2013 Contributions
EIN: 36-6096808

Date	Num	Name	Amount
05/13/2013	8912	Conservation Foundation	5,000.00
05/13/2013	8914	Earthjustice Legal Defense Fund	5,000.00
05/13/2013	8915	Environmental Defense Fund	5,000.00
05/13/2013	8916	Environmental Law & Policy Center	5,000.00
05/13/2013	8917	Equine Land Conservation Resource	10,000.00
05/13/2013	8918	Friends of Nachusa Grasslands	1,000.00
05/13/2013	8919	Friends of the Teton River	1,000.00
05/13/2013	8921	Gathering Waters	1,000.00
05/13/2013	8923	Illinois Audubon Society	1,000.00
05/13/2013	8924	Illinois Prairie Path	1,000 00
05/13/2013	8926	Jackson Hole Land Trust	1,000.00
05/13/2013	8927	Jo Daviess Conservation Foundation	10,000.00
05/13/2013	8928	Land Trust Alliance	5,000.00
05/13/2013	8930	Morton Arboretum	10,000.00
05/13/2013	8931	National Parks Conservation Association	1,000.00
05/13/2013	8932	Natural Resources Defense Council	1,000.00
05/13/2013	8933	Openlands Project-Leadership Circle	5,000.00
05/13/2013	8934	Sierra Club Foundation	1,000.00
05/13/2013	8936	Student Conservation Association	1,000.00
05/13/2013	8937	Teton Regional Land Trust	10,000.00
05/13/2013	8938	The Nature Conservancy of Illinois	10,000.00
05/13/2013	8939	Wetlands Initiative	5,000.00
05/13/2013	8940	Trust for Public Land	1,000.00
05/13/2013	8943	Voyageurs National Park Association	1,000.00
05/13/2013	8944	Wayne Area Conservancy Foundation	1,000.00
05/13/2013	8945	The Wilderness Society	1,000.00
05/13/2013	8906	Camp Chippewa Foundation	1,000.00
05/16/2013	8950	Galena JoDaviess Co Historical Society	100,000.00
05/16/2013	8951	Conservation Foundation	160,000.00
05/20/2013	8953	Dewey Elementary School	1,000 00
05/20/2013	8952	Northwestern University	47,000 00
06/17/2013	8959	Field Museum of Natural History	50,000.00
06/17/2013	8960	Yosemite Conservancy	500.00
06/17/2013	8956	Jo Daviess Conservation Foundation	50,000.00
06/17/2013	8957	Jo Daviess Conservation Foundation	25,000.00
06/17/2013	8958	Land Trust Alliance	50,000.00
06/20/2013	8961	Telele Foundation	200.00
06/21/2013	279	Northwest Institute for Social Change	-1,000.00
06/21/2013	8962	Media Institute for Social Change	1,000.00
06/26/2013	8963	Pollinator Partnership	2,500.00
07/15/2013	8964	Friends of Prentice	10,000.00
08/15/2013	8965	Chicago Zoological Wines in the Wild	1,000.00
08/20/2013	8966	Wayne Area Conservancy Foundation	1,000.00
08/29/2013	8968	Land of Calm Abiding	500.00
09/04/2013	8969	Chicago Zoological Society	25,000.00
09/20/2013	8972	SEE-Gateway Mountain Center	500.00
09/27/2013	8973	Garfield Farm Museum-Restoration Fund	1,000.00
10/07/2013	8974	Chicago Zoological Society	2,600.00
10/15/2013	8979	Chicago Zoological Society	1,000.00
10/15/2013	8976	Alpha Journeymen Project	1,000.00
10/15/2013	8980	Friends of the Teton River	5,000.00

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Hamill Family Foundation
2013 Contributions
EIN: 36-6096808

Date	Num	Name	Amount
10/15/2013	8981	Openlands	1,000.00
10/15/2013	8977	Camp Chippewa Foundation	1,000.00
10/15/2013	8978	Center for Whole Communities	1,000.00
10/18/2013	9004	University of Oregon	2,000.00
10/18/2013	8982	AAAS Development	2,000.00
10/18/2013	8985	American Rivers	1,000.00
10/18/2013	8987	Balanced Rock	1,000.00
10/18/2013	8990	Conservation International	2,000.00
10/18/2013	8992	Environmental Defense Fund	1,000 00
10/18/2013	8995	Natural Resources Defense Council	1,000 00
10/18/2013	8996	Openlands	1,000.00
10/18/2013	8999	Sierra Club Foundation	1,000.00
10/18/2013	9001	Surfrider Foundation - San Luis Obispo	1,000.00
10/18/2013	9002	The Nature Conservancy of Illinois	2,000.00
10/18/2013	9003	The Tributary Fund	1,000.00
10/18/2013	8991	Doctors Without Borders USA	5,000.00
10/18/2013	8997	Partners In Health	2,000.00
10/18/2013	8983	ACLU of Illinois	2,000.00
10/18/2013	8984	Aids Legal Cousel of Chicago	1,000.00
10/18/2013	8986	Amnesty International	1,000.00
10/18/2013	8988	Camp Chippewa Foundation	3,000.00
10/18/2013	8989	Chicago Coalition for the Homeless	2,000.00
10/18/2013	8993	Equip for Equality	1,000.00
10/18/2013	8994	Legal Assistance Foundation	1,000.00
10/18/2013	8998	Planned Parenthood Federation of America	5,000 00
10/18/2013	9000	Strategic Learning Initiatives	1,000.00
10/28/2013	9007	Openlands	25,000.00
11/01/2013	9009	Best Friends Animal Society	1,000 00
11/07/2013	9013	New England Aquarium	1,000.00
11/07/2013	9012	Middlebury College	1,000.00
11/07/2013	9010	Appalachian Mountain Club	1,500.00
11/07/2013	9011	Green Mountain Club	1,500.00
11/13/2013	9014	World Wildlife Fund - Bhutan Programme	10,000 00
11/13/2013	278	World Wildlife Fund - Bhutan Programme	-10,000.00
11/13/2013	9015	Southern California Equestrian Sports	10,000.00
11/19/2013	9026	Garfield Farm Museum	250 00
11/19/2013	9027	Hooved Animal Rescue & Protection Society	1,000.00
11/19/2013	9030	U.S. Equestrian Team-Gold Medal Club	5,000 00
11/19/2013	9031	United States Pony Clubs, Inc.	5,000.00
11/19/2013	9020	John G. Shedd Aquarium	5,000.00
11/19/2013	9021	Chicago Zoological Society	1,500.00
11/19/2013	9035	Yosemite Area Audubon Society	200.00
11/19/2013	9024	Barrington Area Historical Society	250.00
11/19/2013	9028	The Masters School	25,000.00
11/19/2013	9016	North Shore Country Day School	5,000.00
11/19/2013	9018	Elgin Academy	1,000.00
11/19/2013	9037	El Portal Elementary School	3,000.00
11/19/2013	9023	Citizens for Conservation	5,000.00
11/19/2013	9025	Equine Land Conservation Resource	5,000.00
11/19/2013	9032	Yosemite Conservancy	500 00
11/19/2013	9033	Illinois Prairie Path	250.00

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Hamill Family Foundation
2013 Contributions
EIN: 36-6096808

Date	Num	Name	Amount
11/19/2013	9034	Jo Daviess Conservation Foundation	1,000.00
11/19/2013	9036	Balanced Rock	41,600.00
11/19/2013	9022	Barrington Area Community Foundation	5,000.00
11/19/2013	281	Dewey Elementary School	2,500.00
11/20/2013	9039	Foundation 65	2,500.00
11/20/2013	9040	St. Lawrence University	1,000.00
11/20/2013	9038	Nature Bridge	1,000.00
11/20/2013	281R	Dewey Elementary School	-2,500.00
11/25/2013	9041	The Nature Conservancy of Illinois	5,000.00
11/30/2013	279	El Portal Elementary School	-1,000.00
12/02/2013	9042	Alumni Fund for Middlebury	5,000.00
12/02/2013	9043	Bullis School	250.00
12/02/2013	9048	Norwich Public Library	500.00
12/02/2013	9052	Room to Read	1,000.00
12/02/2013	9053	Tahoe Expedition Academy	5,000.00
12/02/2013	9059	Westminster School	2,500.00
12/02/2013	9062	Yale University	4,000.00
12/02/2013	9049	Openlands	1,500.00
12/02/2013	9055	The Nature Conservancy of Vermont	750.00
12/02/2013	9057	Upper Valley Trails Alliance	1,000.00
12/02/2013	9044	CHaD	1,000.00
12/02/2013	9045	Global Grassroots	1,000.00
12/02/2013	9046	Inspiring Kids, Inc.	500.00
12/02/2013	9051	Planned Parenthood Federation of America	1,000.00
12/02/2013	9054	The Family Place	2,500.00
12/02/2013	9056	Upper Valley Haven	2,500.00
12/02/2013	9058	Vital Communities	1,000.00
12/02/2013	9060	Willing Hands	1,000.00
12/02/2013	9050	Plan International USA	1,000.00
12/02/2013	9061	Women for Women International	1,000 00
12/02/2013	9047	Montshire Museum of Science	1,000.00
12/06/2013	9071	Yosemite National Park El Portal School	1,000.00
12/10/2013	9074	Artists for Humanity	2,000 00
12/10/2013	9076	deCordova Sculpture Park & Museum	1,500.00
12/10/2013	9075	Trustees of Reservations	2,000.00
12/10/2013	9077	Charles River Watershed Association	1,000.00
12/10/2013	9078	Light Hawk	1,500.00
12/10/2013	9086	Preservation Foundation of Lake County	5,000.00
12/10/2013	9087	Land Conservancy of McHenry County	1,000.00
12/10/2013	9088	Land Trust Alliance	1,000.00
12/10/2013	9089	Wayne Area Conservancy Foundation	5,000.00
12/10/2013	9073	The Food Project	2,000.00
12/10/2013	9083	Alliance for Community Transformation	1,000.00
12/10/2013	9084	Alliance for Community Transformation	1,000.00
12/16/2013	9094	The Global Fund for Women	1,000.00
12/16/2013	9092	Fistula Foundation	1,500.00
12/16/2013	9091	Sandy Hook Promise Foundation	1,000.00
12/16/2013	9093	Planned Parenthood Mohawk Hudson	1,500.00
12/20/2013	9095	Museum of Science and Industry	1,000.00
Total 2013			**1,919,800.00**

Form **8868** (Rev January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709 COPY

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Hamill Family Foundation	36-6096808
File by the due date for filing your return See instructions.	Number, street, and room or suite number If a P O box, see instructions.	Social security number (SSN)
	c/o Briar Hall LLC; 200 W. Madison, #3400	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Chicago IL 60606	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

RECEIVED
MAY 27 2014
OGDEN, UT
IRS-OSC

- The books are in the care of ► Briar Hall LLC

  Telephone No. ► (312) 676-0300 Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [X] calendar year 20 13 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$	46,180.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$	36,180.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$	10,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension,** complete only **Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension,** complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. Hamill Family Foundation	Employer identification number (EIN) or 36-6096808
File by the extended due date for filing your return See instructions	Number, street, and room or suite number. If a P.O box, see instructions c/o Briar Hall LLC; 200 W. Madison, #3400	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. Chicago IL 60606	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► Briar Hall LLC
  Telephone No. ► (312) 676-0300 Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until Nov 17 , 20 14.

5 For calendar year 2013 , or other tax year beginning ____ , 20 __ , and ending ____ , 20 __ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension Additional time is required to prepare an accurate and complete return.

8 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8 a	$ 46,180.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8 b	$ 46,180.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8 c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Thomas Y. Pale Title ► Attorney Date ► 08/05/14