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Extended to November 16, 2015

Form 990-PF 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.

Department of the Treasury Internal Revenue Service

OMB No 1545-0052 **2014** Open to Public Inspection

For calendar year 2014 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) / Room/suite: 1560 Broadway Suite 2200

B Telephone number: (303) 863-3000

City or town, state or province, country, and ZIP or foreign postal code: Denver, CO 80202

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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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) ▶$ 35,041,186.

J Accounting method: [X] 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 ▶ ☐

6

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))

3/4

	(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			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	87,995.	83,619.		Statement 2
4 Dividends and interest from securities	70,331.	68,592.		Statement 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,218,716.			Statement 1
b Gross sales price for all assets on line 6a 4,854,495.				
7 Capital gain net income (from Part IV, line 2)		2,207,757.		
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	120,231.	128,018.		Statement 4
12 Total. Add lines 1 through 11	2,497,273.	2,487,986.		
Operating and Administrative Expenses				
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	47,338.	47,273.		0.
17 Interest	11,496.	11,496.		0.
18 Taxes Stmt 6	77,689.	1,789.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 7	86.	86.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	136,609.	60,644.		0.
25 Contributions, gifts, grants paid	5,656,281.			5,656,281.
26 Total expenses and disbursements. Add lines 24 and 25	5,792,890.	60,644.		5,656,281.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<3,295,617.>			
b Net investment income (if negative, enter -0-)		2,427,342.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	141,108.	46,630.	46,630.
	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			
	b Investments - corporate stock Stmt 8	15,034,672.	15,569,635.	23,822,836.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	14,680,680.	10,944,578.	11,171,720.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	29,856,460.	26,560,843.	35,041,186.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	29,856,460.	26,560,843.	
	30 **Total net assets or fund balances**	29,856,460.	26,560,843.	
	31 **Total liabilities and net assets/fund balances**	29,856,460.	26,560,843.	

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	29,856,460.
2	Enter amount from Part I, line 27a	2	<3,295,617.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	26,560,843.
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	26,560,843.

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	4,854,495.		2,646,738.	2,207,757.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				2,207,757.

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	2,207,757.
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 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 (col (b) divided by col (c))
2013	270,362.	36,777,502.	.007351
2012	1,191,617.	35,334,096.	.033724
2011	7,094,078.	37,612,377.	.188610
2010	781,217.	39,853,805.	.019602
2009	2,339,200.	34,507,048.	.067789

2 Total of line 1, column (d)	2	.317076
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	.063415
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	35,969,546.
5 Multiply line 4 by line 3	5	2,281,009.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,273.
7 Add lines 5 and 6	7	2,305,282.
8 Enter qualifying distributions from Part XII, line 4	8	5,656,281.

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

3

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1			
Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	24,273.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	24,273.
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	24,273.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 40,765.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d 1,671.		
7 Total credits and payments Add lines 6a through 6d		7	42,436.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	18,163.
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶	18,163. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		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?	1c		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.*	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
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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, col. (c), and Part XV*	7	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*	8b	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 2014 or the taxable year beginning in 2014 (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 ▶ Not Applicable

14 The books are in care of ▶ The Foundation Telephone no ▶ (303) 863-3000

Located at ▶ 1560 Broadway Suite 2200, Denver, CO ZIP+4 ▶ 80202

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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
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)?	N/A	1b		
	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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	31,982,121.
b	Average of monthly cash balances		1b	4,535,185.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	36,517,306.
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	36,517,306.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	547,760.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	35,969,546.
6	**Minimum investment return.** Enter 5% of line 5		6	1,798,477.

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	1,798,477.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 24,273.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b 778.		
c	Add lines 2a and 2b		2c	25,051.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,773,426.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,773,426.
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	1,773,426.

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	5,656,281.
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	5,656,281.
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	24,273.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	5,632,008.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,773,426.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011 4,940,380.				
d From 2012				
e From 2013				
f Total of lines 3a through e	4,940,380.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 5,656,281.				
a Applied to 2013, 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 2014 distributable amount				1,773,426.
e Remaining amount distributed out of corpus	3,882,855.			
5 Excess distributions carryover applied to 2014 (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	8,823,235.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	8,823,235.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011 4,940,380.				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014 3,882,855.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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))

See Statement 11

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 ▶ [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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule 1 Attached				5,656,281.
Total			▶ 3a	5,656,281.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	900000	4,376.	14	83,619.	
4 Dividends and interest from securities	900000	1,739.	14	68,592.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	<7,788.>	14	128,019.	
8 Gain or (loss) from sales of assets other than inventory	900000	10,959.	18	2,207,757.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		9,286.		2,487,987.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 2,497,273.

(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)

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

Signature of officer or trustee — Date 10/26/2015 — Title TRUSTEE

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

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	Other	P		
d	From Partnerships	P		
e	From Partnerships	P		
f	Brevan Howard Ltd	P	10/30/09	Various
g	Convexity Capital Offshore	P	02/13/06	06/30/14
h	Healthcor Offshore	P	04/01/10	03/31/14
i	Newport Asia Institutional Fund	P	05/01/07	03/31/14
j	Shepherd Investments International	P	06/03/03	Various
k	Swiftcurrent Offshore	P	01/02/02	10/14/14
l	Templeton Global Summit	P	08/30/11	02/28/14
m	Tiger Asia Overseas	P	02/01/02	09/29/14
n	Water Street International	P	01/03/03	06/30/14
o	Northern Trust			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	72,136.			72,136.
b	495,810.			495,810.
c			23.	<23.>
d				0.
e				0.
f	766,250.		612,874.	153,376.
g	1,366,370.		668,615.	697,755.
h	15,027.		17,398.	<2,371.>
i	511,840.		42,533.	469,307.
j	25,642.			25,642.
k	1,273.			1,273.
l	1,124,123.		1,000,000.	124,123.
m	12,461.			12,461.
n	463,563.		299,190.	164,373.
o			6,105.	<6,105.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				72,136.
b				495,810.
c				<23.>
d				0.
e				0.
f				153,376.
g				697,755.
h				<2,371.>
i				469,307.
j				25,642.
k				1,273.
l				124,123.
m				12,461.
n				164,373.
o				<6,105.>

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	2,207,757.
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

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
72,136.	0.	0.	0.	72,136.

(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
495,810.	0.	0.	0.	495,810.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Other	Purchased		

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	23.	0.	0.	<23.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
From Partnerships	Purchased		

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	3,980.	0.	0.	<3,980.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
From Partnerships	Purchased		

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	<14,939.>	0.	0.	14,939.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Brevan Howard Ltd	Purchased	10/30/09	Various

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
766,250.	612,874.	0.	0.	153,376.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Convexity Capital Offshore	Purchased	02/13/06	06/30/14

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,366,370.	668,615.	0.	0.	697,755.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Healthcor Offshore	Purchased	04/01/10	03/31/14

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15,027.	17,398.	0.	0.	<2,371.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Newport Asia Institutional Fund	Purchased	05/01/07	03/31/14

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
511,840.	42,533.	0.	0.	469,307.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Shepherd Investments International	Purchased	06/03/03	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
25,642.	0.	0.	0.	25,642.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Swiftcurrent Offshore	Purchased	01/02/02	10/14/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,273.	0.	0.	0.	1,273.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Templeton Global Summit	Purchased	08/30/11	02/28/14

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,124,123.	1,000,000.	0.	0.	124,123.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Tiger Asia Overseas	Purchased	02/01/02	09/29/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12,461.	0.	0.	0.	12,461.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Water Street International	Purchased	01/03/03	06/30/14

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
463,563.	299,190.	0.	0.	164,373.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Northern Trust	Purchased		Various

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	6,105.	0.	0.	<6,105.>

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	2,218,716.

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
From Partnerships	60,739.	56,363.	
From Partnerships	4,376.	4,376.	
Other	22,880.	22,880.	
Total to Part I, line 3	87,995.	83,619.	

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
From Partnerships	68,592.	0.	68,592.	66,853.	
From Partnerships	1,739.	0.	1,739.	1,739.	
To Part I, line 4	70,331.	0.	70,331.	68,592.	

Form 990-PF Other Income Statement 4

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Ordinary Income from Partnerships	128,019.	135,806.	
Ordinary Income from Partnerships	<7,788.>	<7,788.>	
Total to Form 990-PF, Part I, line 11	120,231.	128,018.	

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	7,085.	7,085.		0.
Other Management Fees	40,253.	40,188.		0.
To Form 990-PF, Pg 1, ln 16c	47,338.	47,273.		0.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Excise Tax	75,900.	0.		0.
Foreign Tax Paid	1,789.	1,789.		0.
To Form 990-PF, Pg 1, ln 18	77,689.	1,789.		0.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Expenses	86.	86.		0.
To Form 990-PF, Pg 1, ln 23	86.	86.		0.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
AKO Fund Ltd	1,000,000.	1,124,309.
Arisaig Global Emerging Markets Ltd	300,000.	288,936.
Bay Pond Offshore	500,000.	739,412.
Brevan Howard Credit Catalysts	980,000.	1,318,910.
Brevan Howard Ltd.	0.	0.
CamCap Energy	282,591.	40,985.

CamCap Resources	481,687.	44,049.
Camber Capital Offshore	400,000.	693,356.
Coatue Offshore Fund	850,000.	1,275,686.
Convexity Cap	0.	1,469,763.
Davidson Kempner International Ltd	1,000,000.	1,001,792.
Discovery Global	500,000.	707,687.
Healthcor Offshore	0.	0.
Laurion Captial	7,363.	110,293.
LKCM Investment Partnership	1,010,009.	1,190,188.
Lone Savin	500,000.	522,339.
Maple Leaf	24,321.	3,392.
New Generation Turnaround Fund	1,000,000.	1,008,196.
OrbiMed Partners	300,000.	495,344.
OZ Europe Overseas Fund II	64,932.	998.
OZ Overseas Fund Ltd.	550,000.	1,473,690.
Redwood Opportunity Fund	463,364.	745,774.
Rose Grove Offshore	900,000.	987,862.
Sandstone Capital India Offshore	247,238.	23,681.
Sowood Alpha Fund	349,023.	3,167.
Steadfast International	1,000,000.	1,502,353.
Steelmill Fund	1,000,000.	1,369,252.
Templeton Global Summits	0.	0.
Tessera Offshore Fund Ltd	500,000.	516,875.
Tiger Global Investment Partnership IX LP	58,370.	58,220.
Tiger Global Long	850,000.	988,611.
Viking Global Equities III	450,737.	1,745,169.
Water Street	0.	0.
Lone Pinon	0.	372,320.
Shepherd Investments International Ltd	0.	12,829.
Swiftcurrent Offshore	0.	5,584.
Tiger Asia Overseas	0.	3,081.
Tiger Global Ltd	0.	1,978,733.
Total to Form 990-PF, Part II, line 10b	15,569,635.	23,822,836.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Clayton Dubilier and Rice	FMV	71,794.	133,834.
Denham Commodity Partner Fund IV	FMV	274,780.	267,120.
Heron Income Fund LP	FMV	748,411.	763,047.
Highfields Capital	FMV	1,121,472.	1,098,003.
King Street	FMV	2,919,301.	3,436,304.
Lone Cascade	FMV	82,531.	92,241.
Northern Trust Bonds	FMV	2,301,699.	2,266,682.
Palo Alto Fund II	FMV	383,490.	122,956.
Pinetree FF	FMV	1,543,377.	1,524,521.
Pinetree Financial LLC	FMV	88,458.	88,459.
Remington Investment Strategies	FMV	1,409,265.	1,378,553.
Total to Form 990-PF, Part II, line 13		10,944,578.	11,171,720.

Form 990-PF | Part VIII - List of Officers, Directors Trustees and Foundation Managers | Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Grantor & Trustee 0.00	0.	0.	0.
Jane M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Christy Hamilton McGraw 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Frederic C. Hamilton, Jr. 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Crawford M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Thomas M. Hamilton 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 11

Name of Manager

Frederic C. Hamilton
Jane M. Hamilton

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

Recipient Name & Purpose of Contribution, if Specified / Recipient Street Address	City/State/Zip	Amount
1000 Friends of Florida PO Box 5948	Tallahassee, FL 32314-5948	3,500
564 Park Avenue Preservation Foundation 564 Park Avenue	New York, NY 10065	2,500
ACE Scholarships 1201 E. Colfax Avenue, Suite 302	Denver, CO 80218	13,500
Americans for the Arts Inc, BCA Ten 1000 Vermont Avenue, NW, 6th Fl	Washington, DC 20005	23,750
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	7,500
Babson College, Hamilton Scholarship Fund PO Box 57310	Babson Park, MA 02457-0310	200,000
Babson College PO Box 57310	Babson Park, MA 02457-0310	6,000
Baylor College of Medicine, Howell Chair Cardio-Vascular Surgery One Baylor Plaza, BCM160	Houston, TX 77030	250,000
Boys & Girls Clubs of Metro Denver 2017 West 9th Avenue	Denver, CO 80204	17,000
Boys and Girls Clubs of Martin County PO Box 910	Hobe Sound, FL 33475	1,400
Boy Scouts of America SFBAC, Distingquished Citizen Award 1001 Davi s Street	San Leandro, CA 94577	1,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

Recipient Name & Purpose of Contribution, if Specified / Recipient Street Address	City/State/Zip	Amount
Caesar Kleberg Wildlife Research Institute, General Fund c/o Texas A&M University Kingsville 700 University Blvd., MSC 218	Kingsville, TX 78363-8202	6,000
Central City Opera 400 So. Colorado Blvd., #530	Denver, CO 80246	10,000
Chosen & Dearly Loved Foundation 1400 Wewatta Street, Suite 900	Denver, CO 80202	10,000
Colorado Historical Foundation, Make History Colorado Campaign 1200 Broadway	Denver, CO 80203	1,978,950
Colorado Rocky Mountain School, Annual Fund 1493 County Road 106	Carbondale, CO 81623	10,000
Connecticut College 270 Mohegan Avenue	New London, CT 06320-4196	8,000
Conservation Fund 1942 Broadway Street, Suite 323	Boulder, CO 80302	2,000
Delta Waterfowl Foundation PO Box 3128	Bismarck, ND 58502	2,000
Denver Area Council Boy Scouts of America, Character Campaign 10455 W. 6th Avenue, Suite 100	Denver, CO 80215	40,000
Denver Area Council Boy Scouts of America, Urban Scout Family Center 10455 W. 6th Avenue, Suite 100	Denver, CO 80215-5633	1,000,000
Denver Art Museum 100 West 14th Avenue Parkway	Denver, CO 80204	8,000
Denver Art Museum, Office Building 100 West 14th Avenue Parkway	Denver, CO 80204	700,000
Denver Art Museum, Collectors' Choice 100 West 14th Avenue Parkway	Denver, CO 80204	97,200

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

Recipient Name & Purpose of Contribution, if Specified Recipient Street Address	City/State/Zip	Amount
Denver Art Museum, DAM Uncorked 100 West 14th Avenue Parkway	Denver, CO 80204	8,140
Denver Art Museum, General Exhibition & Programs 100 West 14th Avenue Parkway	Denver, CO 80204	100,000
Denver Art Museum, Passport to Paris 100 West 14th Avenue Parkway	Denver, CO 80204	14,000
Denver Botanic Gardens 909 York Street	Denver, CO 80206-3799	5,000
Denver Dumb Friends League 2080 So. Quebec Street	Denver, CO 80231-3298	2,000
Denver Museum of Nature & Science, Dinosaur Gulch 2001 Colorado Blvd	Denver, CO 80205	250,000
Doe Fund 232 East 84th Street	New York, NY 10028	1,000
Ducks Unlimited, Inc. One Waterfowl Way	Memphis, TN 38120-2351	5,000
Eaglebrook School Pine Nook Road	Deerfield, MA 01342	5,000
Evans Scholars Foundation, BMW Championship 1 Briar Road	Golf, IL 60029	25,000
Fishers Island Community Center Box 464	Fishers Island, NY 06390	7,000
Fishers Island Conservancy PO Box 553	Fishers Island, NY 06390	800
Fishers Island Fire Department PO Box 123	Fishers Island, NY 06390	600
Fishers Island People's Project PO Box 523	Fishers Island, NY 06390	200

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

Recipient Name & Purpose of Contribution, if Specified / Recipient Street Address	City/State/Zip	Amount
Freedom Institute Inc. 515 Madison Avenue, 26th Floor	New York, NY 10022	1,000
George Washington's Fredericksburg Foundation 1201 Washington Avenue	Fredericksburg, VA 22401	8,500
Graland Country Day School, Annual Fund 55 Clermont Street	Denver, CO 80220	35,000
Graland Country Day School, Graland Campaign 55 Clermont Street	Denver, CO 80220	8,000
Graland Country Day School, Parent Association Eagle Nest Egg 55 Clermont Street	Denver, CO 80220	1,500
Guardians of Martin County PO Box 1489	Hobe Sound, FL 33475	2,000
Heritage Foundation 214 Massachusetts Avenue NE	Washington, DC 20002	400
Hobe Sound Community Chest PO Box 511	Hobe Sound, FL 33475-0511	1,000
Hobe Sound Nature Center PO Box 214	Hobe Sound, FL 33475	400
Horizons at Colorado Academy 3800 So. Pierce Street	Denver, CO 80235	300
Independence Institute 13952 Denver West Parkway, Ste 400	Golden, CO 80401-3141	500
Island Health Project, Inc. PO Box 344	Fishers Island, NY 06390	1,950
Junior Achievement, Colo Business Hall of Fame 1445 Market Street, Suite 200	Denver, CO 80202	5,500

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Jupiter Island Medical Clinic 100 Estrada Square	Hobe Sound, FL 33455	2,000
Jupiter Medical Center Foundation 1210 South Old Dixie Highway	Jupiter, FL 33458-9972	1,000
Kent Denver School 4000 East Quincy Avenue	Englewood, CO 80110-9908	4,500
Kieve-Wavus Education Inc., Annual Fund PO Box 169	Nobleboro, ME 04555	200
KIPP San Antonio 731 Fredericksburg Rd.	San Antonio, TX 78201	10,000
Lawrence & Memorial Hospital, Development Fund 365 Montauk Avenue	New London, CT 06320-9951	500
Lawrenceville School, Lawrenceville Fund PO Box 6125	Lawrenceville, NJ 08648	2,000
Memorial Sloan-Kettering, Special Projects 1233 York Avenue	New York, NY 10021	3,000
Millbrook School, Annual Fund School Road	Millbrook, NY 12545	9,000
Mizel Museum 400 South Kearney Street	Denver, CO 80224	3,000
National Audubon Society, Birdathon 613 Riversville Road	Greenwich, CT 06831	471
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

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National Jewish Health, Beaux Arts Ball, 1400 Jackson Street	Denver, CO 80206	10,000
National Jewish Health, Research Personalized Medicine, 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	1,000
National Western Stock Show Assn, Citizen of the West, 4655 Humboldt Street	Denver, CO 80216-2818	14,800
Navy SEAL Foundation, 1619 D Street, Bldg 5326	Virginia Beach, VA 23459	400
Operation Comfort, 4900 Broadway, #100	San Antonio, TX 78209	200
Park People, 1510 S. Grant Street	Denver, CO 80210	2,000
Planned Parenthood of the Rocky Mountains, 7155 E. 38th Avenue	Denver, CO 80207	200
Pomfret School, PO Box 128	Pomfret, CT 06258-0128	3,000
Rhodes College, 2000 N. Parkway	Memphis, TX 38112	10,000
Robin Hood Foundation, 826 Broadway, 9th Floor	New York, NY 10003	1,875
Rocky Mountain Hyperbaric Assoc. for Brain Injuries, 225 So. Boulder Road, Suite 101	Louisville, CO 80027	200
Rocky Mountain PBS, PO Box 173704	Denver, CO 80217	400

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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	10,500
Smithsonian Institution, Alumni Bd Annual Giving 1000 Jefferson Drive, SW, 4th Fl, PO Box 37012, MRC 035	Washington, DC 20013-7012	10,000
St. Luke's Episcopal School 15 St. Luke's Lane	San Antonio, TX 78209	1,000
St. Mary's Academy 4545 So. University Blvd.	Englewood, CO 80113-6059	3,000
St. Paul's School 325 Pleasant Street	Concord, NH 03301-2591	30,000
St. Timothy's School 8400 Greenspring Avenue	Stevenson, MD 21153	2,000
Student Sponsor Partners 424 Madison Avenue, Suite 1002,	New York, NY 10017	425
St. Jude Children's Research Hospital PO Box 167	Memphis, TX 38101	50
Susan Smith Blackburn Prize Inc c/o Mimi Kilgore 3239 Avalon Place	Houston, TX 77019	2,000
Tall Timbers, Quail Initiative 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	3,500
Texas Christian University, General Fund TCU Box 297440	Ft. Worth, TX 76129	4,000

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The Peregrin Fund, General Fund World Center for Birds of Prey 5668 West Flying Hawk Lane	Boise, ID 83709	10,000
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	1,000
Univeristy of Colorado Foundation, CU Depression Center 13199 E. Montview Blvd., Ste 330, Mail Stop F550	Aurora, CO 80045	9,670
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 Colorado Foundation, Center Women's Health Research Mail Stop A065 13001 East 17th Place	Aurora, CO 80045	400
University of Denver Dept. 585	Denver, CO 80291	4,000
University of Denver, Capital Campaign Dept. 585	Denver, CO 80291	10,500
University of Denver, Academic Commons Penrose Library 2199 So. University Blvd.	Denver, CO 80208	100,000
University of Denver, Chancellors Society 2199 South University Blvd. – MRB	Denver, CO 80208	6,000

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University of Denver, Hamilton Collaborative: Visiting Artist Program, 2190 E. Asbury Ave.	Denver, CO 80208	100,000
University of Denver, Special Fund, 2199 South University Blvd. – MRB	Denver, CO 80208	10,000
US Sportmen's Alliance Foundation, 801 Kingsmill Pkwy	Columbus, OH 43229	1,000
Utah Wetlands Foundation, 136 South Main Street, #418	Salt Lake City, UT 84101	1,000
Vail Valley Foundation, Vail Global Energy Forum, 887 Lake Creek Road	Edwards, CO 81632	50,000
Wake Forest University, Box 7227	Winston-Salem, NC 27109	25,000
Walsh Park Benevolent Corporation, PO Box 684	Fishers Island, NY 06390	200
Weill Cornell Medical College, Sekou Toure Burn Unit, 1300 York Avenue, Box 314	New York, NY 10065	10,000
World Monuments Fund, 350 Fifth Avenue, Suite 2412	New York, NY 10118	10,000
Wounded Warrior Project, WWP National Processing Center, PO Box 758516	Topeka, KS 66675-8516	5,000
Yale Trap and Skeet Club, Yale University, Dept. of Athletics, PO Box 208216	New Haven, CT 06520-8216	200
		$5,656,281.00