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Extended to November 15, 2016

Return of Private Foundation

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

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OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation The Frederic C. Hamilton Family Foundation		A Employer identification number 54-2099318
Number and street (or P.O. box number if mail is not delivered to street address) 1560 Broadway Suite 2200	Room/suite	B Telephone number (303) 863-3000
City or town, state 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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,087,609.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		88,105.	85,929.		Statement 2
4 Dividends and interest from securities		31,798.	31,094.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,714,546.			Statement 1
b Gross sales price for all assets on line 6a 4,949,945.					
7 Capital gain net income (from Part IV, line 2)			1,705,306.		
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		158,083.	43,289.		Statement 4
12 Total. Add lines 1 through 11		1,992,532.	1,865,618.		
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		40,887.	40,887.		0.
17 Interest		10,923.	10,923.		0.
18 Taxes Stmt 6		22,546.	2,546.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		355.	355.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		74,711.	54,711.		0.
25 Contributions, gifts, grants paid		457,883.			457,883.
26 Total expenses and disbursements. Add lines 24 and 25		532,594.	54,711.		457,883.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,459,938.			
b Net investment income (if negative, enter -0-)			1,810,907.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	46,630.	69,450.	69,450.
	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	13,521,256.	15,623,570.	22,532,321.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	12,992,957.	12,327,761.	12,485,838.
	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)	26,560,843.	28,020,781.	35,087,609.	
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	26,560,843.	28,020,781.	
30 Total net assets or fund balances	26,560,843.	28,020,781.		
31 Total liabilities and net assets/fund balances	26,560,843.	28,020,781.		

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	26,560,843.
2 Enter amount from Part I, line 27a	2	1,459,938.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	28,020,781.
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	28,020,781.

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 4,949,945.		3,244,639.	1,705,306.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,705,306.

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	1,705,306.
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))
2014	5,632,008.	35,969,546.	.156577
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

2 Total of line 1, column (d)	2	.405864
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	.081173
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	35,046,587.
5 Multiply line 4 by line 3	5	2,844,837.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,109.
7 Add lines 5 and 6	7	2,862,946.
8 Enter qualifying distributions from Part XII, line 4	8	457,883.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	36,218.
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	36,218.
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	36,218.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	38,163.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	12,000.	
d Backup withholding erroneously withheld	6d	1,060.	
7 Total credits and payments. Add lines 6a through 6d	7	51,223.	
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	15,005.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 15,005. 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?	☐	☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	☐	☒
c Did the foundation file Form 1120-POL for this year?	☐	☒
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.	☐	☒
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	☐	☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	☒	
b If "Yes," has it filed a tax return on Form 990-T for this year?	☒	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	☐	☒
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?	☒	
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	☒	
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	☒	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	☐	☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	☐	☒

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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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► Not Applicable		X
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		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A		
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	☐ Yes ☒ No	
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	
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 2015 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 2015)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

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

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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	32,930,902.
b	Average of monthly cash balances	1b	2,649,389.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	35,580,291.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	35,580,291.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	533,704.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,046,587.
6	Minimum investment return. Enter 5% of line 5	6	1,752,329.

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	1,752,329.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	36,218.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	23,240.
c	Add lines 2a and 2b	2c	59,458.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,692,871.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,692,871.
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	1,692,871.

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	457,883.
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	457,883.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	457,883.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				1,692,871.
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011	4,940,380.			
c From 2012				
d From 2013				
e From 2014	3,882,855.			
f Total of lines 3a through e	8,823,235.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	457,883.			
a Applied to 2014, 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 2015 distributable amount	0.			
e Remaining amount distributed out of corpus				457,883.
5 Excess distributions carryover applied to 2015 (if an amount appears in column (d), the same amount must be shown in column (a))	1,234,988.			
6 Enter the net total of each column as indicated below:				1,234,988.
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,588,247.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.		0.		
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016			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.			0.
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	7,588,247.			
10 Analysis of line 9:				
a Excess from 2011	3,705,392.			
b Excess from 2012				
c Excess from 2013				
d Excess from 2014	3,882,855.			
e Excess from 2015				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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

Grants and Contributions Received and During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Schedule 1 Attached				457,883.
Total			3a	457,883.
b Approved for future payment				
None				
Total			3b	0.

Part XVI-A

Enter gross amounts unless otherwise indicated.

12 Subtotal. Add columns (b), (d), and (e)	126,914.	1,865,618.	0.
13 Total. Add line 12, columns (b), (d), and (e)		13 1,992,532.	

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

Part XVI-B[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any of the other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☐ No
	 Signature of officer or trustee	10/27/16 Date	TRUSTEE Title		
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	Convexity Capital Offshore	P	02/13/06	Various
b	Heron Income Fund	P	05/29/14	04/14/15
c	Laurion Capital Ltd	P	07/01/11	04/09/15
d	LKCM Investment Partnership	P	07/01/13	10/01/15
e	New Generation Turnaround	P	01/02/14	12/17/15
f	Shepherd Investments International	P	06/03/03	Various
g	Tessera Offshore Cap	P	04/01/14	10/15/15
h	Tiger Asia Overseas	P	02/01/02	10/26/15
i	Northern Trust	P	Various	Various
j	Other	P	Various	Various
k	From Partnerships	P	Various	Various
l	From Partnerships	P	Various	Various
m	From Partnerships	P	Various	Various
n	From Partnerships	P	Various	Various
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,388,097.			1,388,097.
b 733,296.		706,199.	27,097.
c 110,293.		7,363.	102,930.
d 1,109,358.		1,025,658.	83,700.
e 863,366.		1,000,000.	<136,634.>
f 7,033.			7,033.
g 506,907.		500,000.	6,907.
h 5,901.			5,901.
i		5,419.	<5,419.>
j 5,255.			5,255.
k 18,373.			18,373.
l 202,066.			202,066.
m			0.
n			0.
o			

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			1,388,097.
b			27,097.
c			102,930.
d			83,700.
e			<136,634.>
f			7,033.
g			6,907.
h			5,901.
i			<5,419.>
j			5,255.
k			18,373.
l			202,066.
m			0.
n			0.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,705,306.
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
Convexity Capital Offshore			Purchased	02/13/06	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
1,388,097.	0.	0.	0.	1,388,097.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Heron Income Fund			Purchased	05/29/14	04/14/15
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
733,296.	706,199.	0.	0.	27,097.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Laurion Capital Ltd			Purchased	07/01/11	04/09/15
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
110,293.	7,363.	0.	0.	102,930.	

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
LKCM Investment Partnership	1,109,358.	1,025,658.	0.	Purchased	07/01/13	10/01/15
				(e) Deprec.	(f) Gain or Loss	
						83,700.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
New Generation Turnaround	863,366.	1,000,000.	0.	Purchased	01/02/14	12/17/15
				(e) Deprec.	(f) Gain or Loss	
						<136,634.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Shepherd Investments International	7,033.	0.	0.	Purchased	06/03/03	Various
				(e) Deprec.	(f) Gain or Loss	
						7,033.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Tessera Offshore Cap	506,907.	500,000.	0.	Purchased	04/01/14	10/15/15
				(e) Deprec.	(f) Gain or Loss	
						6,907.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Tiger Asia Overseas	5,901.	0.	0.	Purchased	02/01/02	10/26/15
				(e) Deprec.	(f) Gain or Loss	
						5,901.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Northern Trust	0.	5,419.	0.	Purchased	Various	Various
				(e) Deprec.	(f) Gain or Loss	
						<5,419.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Other	5,255.	0.	0.	Purchased	Various	Various
				(e) Deprec.	(f) Gain or Loss	
						5,255.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
From Partnerships	18,373.	0.	0.	Purchased	Various	Various
				(e) Deprec.	(f) Gain or Loss	
						18,373.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Partnerships			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
202,066.	0.	0.	0.	202,066.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Partnerships			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	<1,645.>	0.	0.	1,645.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Partnerships			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	<7,595.>	0.	0.	7,595.	

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	1,714,546.

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	68,412.	66,236.	
From Partnerships	2,176.	2,176.	
Other	17,517.	17,517.	
Total to Part I, line 3	88,105.	85,929.	

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
From Partnerships	31,094.	0.	31,094.	30,390.	
From Partnerships	704.	0.	704.	704.	
To Part I, line 4	31,798.	0.	31,798.	31,094.	

Form 990-PF Other Income Statement 4

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Ordinary Income from Partnerships	43,289.	<71,505.>	
Ordinary Income from Partnerships	114,794.	114,794.	
Total to Form 990-PF, Part I, line 11	158,083.	43,289.	

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Management Fees	2,884.	2,884.		0.	
Other Management Fees	38,003.	38,003.		0.	
To Form 990-PF, Pg 1, ln 16c	40,887.	40,887.		0.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
U.S. Excise Tax	20,000.	0.		0.	
Foreign Tax Paid	2,546.	2,546.		0.	
To Form 990-PF, Pg 1, ln 18	22,546.	2,546.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Expenses	355.	355.		0.	
To Form 990-PF, Pg 1, ln 23	355.	355.		0.	

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
Adelphi Europe Fund	1,000,000.	1,062,161.		
AKO Fund Ltd	1,000,000.	1,167,968.		
Arisaig Global Emerging Markets	600,000.	566,507.		
Axar Offshore Fund Ltd	500,000.	449,219.		
Bay Pond Offshore	500,000.	797,486.		
CamCap Energy	282,591.	24,559.		

CamCap Resources	481,687.	26,741.
Camber Capital Offshore	400,000.	705,231.
Coatue Offshore Fund	691,609.	1,225,469.
Convexity Cap	0.	99,432.
Davidson Kempner International	1,000,000.	1,015,445.
Discovery Global	500,000.	703,104.
Harbor Spring Capital	500,000.	525,086.
Laurion Capital	0.	0.
Lone Savin	500,000.	564,790.
Maple Leaf	24,321.	3,574.
Mercury Capital No. 2	18,386.	18,386.
Miura Global Fund	1,000,000.	960,019.
New Generation Turnaround Fund	0.	0.
OrbiMed Partners	750,000.	906,127.
OZ Europe Overseas Fund II	64,613.	709.
OZ Overseas Fund Ltd.	550,000.	1,476,057.
Redwood Opportunity Fund	463,364.	697,997.
Rose Grove Offshore	400,000.	493,087.
Sandstone Capital India Offshore	247,238.	28,897.
Sowood Alpha Fund	349,023.	3,006.
Steadfast International	1,000,000.	1,495,121.
Steelmill Fund	1,000,000.	1,545,445.
Tessera Offshore Fund Ltd.	0.	0.
Tiger Global Long	850,000.	1,062,485.
Tiger Pacific Offshore	500,000.	495,168.
Viking Global Equities III	450,738.	1,889,429.
Lone Pinon	0.	405,021.
Shepherd Investments International	0.	4,636.
Swiftcurrent Offshore	0.	3,771.
Tiger Asia Overseas	0.	656.
Tiger Global Ltd.	0.	2,109,532.
Total to Form 990-PF, Part II, line 10b	15,623,570.	22,532,321.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Clayton Dubilier and Rice	FMV	43,239.	92,438.
Coatue Private Fund II	FMV	154,522.	184,014.
Denham Commodity Partner Fund	FMV	227,900.	160,709.
DW Catalyst (formerly Brevan Howard)	FMV	996,858.	1,201,533.
H Capital III	FMV	56,780.	60,000.
Heron Income Fund LP	FMV	0.	0.
Highfields Capital	FMV	880,246.	842,270.
King Street	FMV	2,442,347.	2,671,485.
LKCM Investment Partnership	FMV	0.	30,092.
Lone Cascade	FMV	84,357.	90,248.
Northern Trust Bonds	FMV	4,065,948.	4,025,657.

The Frederic C. Hamilton Family Foundati

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Palo Alto Fund II	FMV	328,293.	84,074.
Pinetree FF	FMV	242,662.	243,704.
Pinetree Financial LLC	FMV	947,955.	947,956.
Remington Investment Strategies	FMV	1,466,941.	1,450,416.
Tiger Global Investment Partnership	FMV	389,713.	401,242.
Total to Form 990-PF, Part II, line 13		12,327,761.	12,485,838.

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

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Grantor & Trustee 0.00	0.	0.	0.
Jane M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Christy Hamilton McGraw 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Frederic C. Hamilton, Jr. 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Crawford M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Thomas M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 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, 2015

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
ACE Scholarships	1201 E. Colfax Avenue, Suite 302	Denver, CO 80218	10,000
Archbold Foundation	910 South Broad Street	Thomasville, GA 31792	2,000
Atlantic Salmon Federation (U.S.), Moise River	PO Box 807	Calais, ME 04619-0807	2,000
Babson College	PO Box 57310	Babson Park, MA 02457-0310	100,000
Central City Opera	400 So. Colorado Blvd., #530	Denver, CO 80246	5,000
Children's Hospital Foundation, 2015 Children's Gala	Anschutz Medical Campus 13123 E. 16th Avenue, Box 045	Aurora, CO 80045	25,000
Colorado Council for Economic Education	3443 So. Galena Street, Suite 190	Denver, CO 80231	1,000
Colorado Uplift	3914 King Street	Denver, CO 80211-1932	1,000
Delta Waterfowl Foundation	PO Box 3128	Bismarck, ND 58502	500
Denver Area Council Boy Scouts of America, Character Campaign	10455 West 6th Avenue, # 100	Denver, CO 80215	20,000
Denver Art Museum, DAM Uncorked, 2015	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 Botanic Gardens	909 York Street	Denver, CO 80206-3799	2,500
Denver Dumb Friends League	2080 So. Quebec Street	Denver, CO 80231-3298	1,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2015

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Denver Scholarship Foundation, 2015 Ed Gala 303 E. 17th Avenue, Ste 200	Denver, CO 80203	10,000	
Ducks Unlimited, Inc. One Waterfowl Way	Memphis, TN 38120-2351	2,500	
Fishers Island Community Center Box 464	Fishers Island, NY 06390	1,000	
Fishers Island Fire Department PO Box 123	Fishers Island, NY 06390	250	
Graland Country Day School, Annual Giving 55 Clermont Street	Denver, CO 80220	10,000	
Island Health Project, Inc. PO Box 344	Fishers Island, NY 06390	500	
Junior Achievement, 2015 Colo Business Hall of Fame 1445 Market Street, Suite 200	Denver, CO 80202	3,000	
Jupiter Island Medical Clinic 100 Estrada Square	Hobe Sound, FL 33455	1,000	
Jupiter Medical Center Foundation 1210 South Old Dixie Highway	Jupiter, FL 33458-9972	2,000	
Lawrenceville School, Lawrenceville Fund PO Box 6125	Lawrenceville, NJ 08648	1,000	
Mizel Museum 400 South Kearney Street	Denver, CO 80224	3,000	
National Audubon Society - Birdathon 613 Riversville Road	Greenwich, CT 06831	306	
National Gallery of Art, Collectors Committee 2000B South Club Dr.	Landover, MD 20785	20,000	
National Gallery of Art, The Circle 2000B South Club Dr.	Landover, MD 20785	10,000	

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2015

Recipient Name & Purpose of Contribution, if Specified	<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
National Jewish Health, Beaux Arts Ball	1400 Jackson Street, S72	Denver, CO 80206	10,000
National Western Scholarship Trust, 2016 Citizen of the West	4655 Humboldt Street	Denver, CO 80216-2818	3,500
Opera Colorado, 10th Anniversary Celebration	695 So. Colorado Blvd., Suite 20	Denver, CO 80246	8,600
RAFT Colorado	3827 Steele Street, Unit C	Denver, CO 80205	500
Smithsonian Institution, 2015 Alumni Bd Annual Giving	PO Box 37012, MRC 035	Washington, DC 20013-7012	10,000
Tall Timbers Foundation	13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	500
United States Seniors' Golf Assoc, USSGA Memorial Fund	49 Knollwood Road	Elmsford, NY 10523	500
Univeristy of Colorado Foundation, Johnson Depression Center	13199 E. Montview Blvd., Ste 330 Mail Stop F550	Aurora, CO 80045	14,670
University of Denver, Academic Commons at Penrose Library	2199 So. University Blvd.	Denver, CO 80208	50,000
Utah Wetlands Foundation	136 South Main Street, #418	Salt Lake City, UT 84101	250
Walsh Park Benevolent Corporation	PO Box 684	Fishers Island, NY 06390	16,667
			<u>\$457,883.00</u>