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Form 990-PF

Return of Private Foundation

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

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation THE HAMILL FOUNDATION		A Employer identification number 23-7028238
Number and street (or P.O. box number if mail is not delivered to street address) 1160 DAIRY ASHFORD	Room/suite 250	B Telephone number 281-556-9581
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77079-3014		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 242,367,380.	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		125.	125.		STATEMENT 1
4 Dividends and interest from securities		4,025,637.	4,025,637.		STATEMENT 2
5a Gross rents		79,311.	79,311.		STATEMENT 3
b Net rental income or (loss)		79,205.			STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		8,023,908.			
b Gross sales price for all assets on line 6a		51,811,959.			
7 Capital gain net income (from Part IV, line 2)			8,024,330.		
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		7,005,969.	7,005,969.		STATEMENT 5
12 Total. Add lines 1 through 11		19,134,950.	19,135,372.		
13 Compensation of officers, directors, trustees, etc		528,000.	143,500.		384,500.
14 Other employee salaries and wages		150,500.	115,500.		35,000.
15 Pension plans, employee benefits		117,963.	68,116.		49,847.
16a Legal fees STMT 6		23,937.	23,937.		0.
b Accounting fees STMT 7		40,274.	32,219.		8,055.
c Other professional fees STMT 8		814,434.	814,434.		0.
17 Interest					
18 Taxes STMT 9		1,093,620.	983,620.		0.
19 Depreciation and depletion		132.	47,773.		
20 Occupancy		73,424.	66,082.		7,342.
21 Travel, conferences, and meetings		6,427.	2,721.		3,706.
22 Printing and publications					
23 Other expenses STMT 10		83,653.	28,447.		13,007.
24 Total operating and administrative expenses. Add lines 13 through 23		2,932,364.	2,326,349.		501,457.
25 Contributions, gifts, grants paid		10,916,000.			10,916,000.
26 Total expenses and disbursements. Add lines 24 and 25		13,848,364.	2,326,349.		11,417,457.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		5,286,586.			
b Net investment income (if negative, enter -0-)			16,809,023.		
c Adjusted net income (if negative, enter -0-)				N/A	

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		18,944.	17,874.	17,874.
	2	Savings and temporary cash investments		12,498,432.	17,847,371.	17,847,371.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 11	13,859,924.	17,214,368.	17,238,762.	
	b	Investments - corporate stock STMT 12	83,991,704.	82,304,617.	106,336,596.	
	c	Investments - corporate bonds STMT 13	37,321,529.	35,639,811.	34,398,292.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ 3,271,922.			
		Less: accumulated depreciation ▶ 6,626.	3,269,992.	3,265,296.	23,806,735.	
12		Investments - mortgage loans				
13		Investments - other STMT 14	6,371,139.	6,328,940.	42,716,250.	
14		Land, buildings, and equipment: basis ▶ 328,005.				
		Less: accumulated depreciation ▶ 126,168.	201,864.	201,837.	1,574.	
15		Other assets (describe ▶ DEPOSITS)	3,926.	3,926.	3,926.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	157,537,454.	162,824,040.	242,367,380.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	75,100.	75,100.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	1,793,084.	1,793,084.			
29	Retained earnings, accumulated income, endowment, or other funds	155,669,270.	160,955,856.			
30	Total net assets or fund balances	157,537,454.	162,824,040.			
31	Total liabilities and net assets/fund balances	157,537,454.	162,824,040.			

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	157,537,454.
2	Enter amount from Part I, line 27a	2	5,286,586.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	162,824,040.
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	162,824,040.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 PUBLICLY TRADED SECURITIES	P		
b SALE OF LAND (8.958 ACRES)	P		
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 51,807,792.		43,783,461.	8,024,331.
b 4,167.		4,168.	-1.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			8,024,331.
b			-1.
c			
d			
e			

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	8,024,330.
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 doesn't 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))
2016	10,711,065.	220,863,432.	.048496
2015	10,851,395.	224,874,803.	.048255
2014	10,740,324.	218,318,994.	.049196
2013	9,725,891.	206,799,248.	.047031
2012	9,185,977.	193,021,737.	.047590

2 Total of line 1, column (d)	2	.240568
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048114
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	230,513,208.
5 Multiply line 4 by line 3	5	11,090,912.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	168,090.
7 Add lines 5 and 6	7	11,259,002.
8 Enter qualifying distributions from Part XII, line 4	8	11,417,457.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ☐ **Refunded** ☒

1	168,090.
2	0.
3	168,090.
4	0.
5	168,090.
6a	147,532.
6b	0.
6c	0.
6d	0.
7	147,532.
8	0.
9	20,558.
10	
11	

Part VII-A Statements Regarding Activities

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.

1c 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. ☐ TX

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 2017 or the tax year beginning in 2017? See the 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

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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 N/A	X	
14 The books are in care of CHARLIE H. READ Telephone no. 281-556-9581 Located at 1160 DAIRY ASHFORD, STE 250, HOUSTON, TX ZIP+4 77079		
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 2017, 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 N/A		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		X
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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? N/A	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2017 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 2017.) 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 2017?		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

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, and 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 15		528,000.	36,438.	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
PAMELA Y STANTON - 1160 DAIRY - - - -	EXECUTIVE ASSISTANT			
ASHFORD, SUITE 250, HOUSTON, TX	40.00	87,500.	20,259.	0.
SANDRA WRIGHT - 1160 DAIRY ASHFORD,	ACCOUNTANT			
SUITE 250, HOUSTON, TX 77079	35.00	63,000.	28,806.	0.

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

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	157,371,042.
b	Average of monthly cash balances	1b	10,077,112.
c	Fair market value of all other assets	1c	66,575,407.
d	Total (add lines 1a, b, and c)	1d	234,023,561.
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	234,023,561.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,510,353.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	230,513,208.
6	Minimum investment return . Enter 5% of line 5	6	11,525,660.

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	11,525,660.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	168,090.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	168,090.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,357,570.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,357,570.
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	11,357,570.

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	11,417,457.
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	11,417,457.
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	168,090.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	11,249,367.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				11,357,570.
2 Undistributed income, if any, as of the end of 2017			0.	
a Enter amount for 2016 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014	63,509.			
d From 2015				
e From 2016				
f Total of lines 3a through e	63,509.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 11,417,457.			0.	
a Applied to 2016, but not more than line 2a				
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 2017 distributable amount				11,357,570.
e Remaining amount distributed out of corpus	59,887.			
5 Excess distributions carryover applied to 2017 (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:	123,396.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	123,396.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014	63,509.			
c Excess from 2015				
d Excess from 2016				
e Excess from 2017	59,887.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid 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 STATEMENT 18			VARIOUS	
VARIOUS				
HOUSTON, TX 00000				10,916,000.
Total			3a	10,916,000.
b Approved for future payment				
NONE				
Total			3b	0.

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 other organization described in section 501(c)(3) (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 | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  Charlie H. Lead 15/15/18  PRESIDENT

Signature of officer or trustee Date Title

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 <input type="checkbox"/> if self-employed	PTIN
	CARL UPCHURCH	<i>Carl Upchurch</i>	5/14/2018		P00745721
	Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
	Firm's address ▶ 1330 POST OAK BLVD, SUITE 2400 HOUSTON, TX 77056				Phone no. 713.625.3500

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST - CHECKING/SAVINGS	125.	125.	
TOTAL TO PART I, LINE 3	125.	125.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS - AVALON	543,987.	0.	543,987.	543,987.	
DIVIDENDS - AVALON EQ INC	657,947.	0.	657,947.	657,947.	
DIVIDENDS - COMPASS	175,055.	0.	175,055.	175,055.	
DIVIDENDS - FIDELITY	155,538.	0.	155,538.	155,538.	
DIVIDENDS - VN SCV	183,953.	0.	183,953.	183,953.	
DIVIDENDS - VN VO	188,537.	0.	188,537.	188,537.	
INTEREST - AVA EQ INC	1,660.	0.	1,660.	1,660.	
INTEREST - AVALON	2,563.	0.	2,563.	2,563.	
INTEREST - COMPASS EQ	646.	0.	646.	646.	
INTEREST - COMPASS ST	35,730.	0.	35,730.	35,730.	
INTEREST - FIDELITY	3.	0.	3.	3.	
INTEREST - VN FI	2,076,366.	0.	2,076,366.	2,076,366.	
INTEREST - VN SC	2,662.	0.	2,662.	2,662.	
INTEREST - VN VO	990.	0.	990.	990.	
TO PART I, LINE 4	4,025,637.	0.	4,025,637.	4,025,637.	

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FARM & RANCH	1	79,311.
TOTAL TO FORM 990-PF, PART I, LINE 5A		79,311.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		106.	
- SUBTOTAL -	1		106.
TOTAL RENTAL EXPENSES			106.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			79,205.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEASE BONUS INCOME	492,002.	492,002.	
ROYALTY INCOME	6,033,903.	6,033,903.	
MISCELLANEOUS INCOME	480,064.	480,064.	
TOTAL TO FORM 990-PF, PART I, LINE 11		7,005,969.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	23,937.	23,937.		0.
TO FM 990-PF, PG 1, LN 16A	23,937.	23,937.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING FEES	26,325.	21,060.		5,265.
TAX PREPARATION FEES	13,949.	11,159.		2,790.
TO FORM 990-PF, PG 1, LN 16B	40,274.	32,219.		8,055.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	679,224.	679,224.		0.
BANK SERVICE CHARGES	61,672.	61,672.		0.
OTHER PROFESSIONAL FEES	73,538.	73,538.		0.
TO FORM 990-PF, PG 1, LN 16C	814,434.	814,434.		0.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,807.	1,807.		0.
AD VALOREM TAX	109,085.	109,085.		0.
OIL AND GAS PRODUCTION TAX	872,728.	872,728.		0.
FEDERAL EXCISE TAX	110,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,093,620.	983,620.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	10
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	6,061.	132.		5,929.
INSURANCE - LIABILITY	26,367.	21,094.		5,273.
OFFICE SUPPLIES	4,391.	3,513.		878.
ABANDONED ASSET	42,199.	0.		0.
TELEPHONE	4,314.	3,451.		863.
MISC	236.	189.		47.
REPAIRS & MAINT	85.	68.		17.
TO FORM 990-PF, PG 1, LN 23	83,653.	28,447.		13,007.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIG - VAUGHAN	X		17,214,368.	17,238,762.
TOTAL U.S. GOVERNMENT OBLIGATIONS			17,214,368.	17,238,762.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			17,214,368.	17,238,762.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - AVALON	17,358,345.	23,245,094.
COMMON STOCK - AVALON EQUITY	14,773,384.	19,276,310.
COMMON STOCK - FIDELITY	20,489,726.	26,496,787.
COMMON STOCK - VN SELECT	9,826,056.	12,709,956.
COMMON STOCK - VN VO	9,135,961.	11,163,619.
COMMON STOCK - COMPASS EQUITY	10,721,145.	13,444,830.
TOTAL TO FORM 990-PF, PART II, LINE 10B	82,304,617.	106,336,596.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS - VAUGHAN	35,639,811.	34,398,292.
TOTAL TO FORM 990-PF, PART II, LINE 10C	35,639,811.	34,398,292.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NONPRODUCING ROYALTIES/MINERAL	COST	3,019,469.	6,755,077.
PRODUCING ROYALTIES/MINERALS	COST	3,309,471.	35,961,173.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,328,940.	42,716,250.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLIE H. READ 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	PRES., TREAS., DIR. 40.00	210,000.	19,668.	0.
CHARLES H. READ 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	DIRECTOR 5.00	35,000.	0.	0.
CHARLES W. SNIDER 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	V.P., DIR. 5.00	35,000.	0.	0.
THOMAS H. BROWN 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	VP, GRANTS DIRECTOR 40.00	143,000.	16,770.	0.
THOMAS H. BROWN 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	DIRECTOR 5.00	35,000.	0.	0.
WILLIAM T. MILLER 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	DIRECTOR 5.00	35,000.	0.	0.
BARBARA L. STROBEL 1160 DAIRY ASHFORD, SUITE 250 HOUSTON, TX 77079	DIRECTOR 5.00	35,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		528,000.	36,438.	0.

ATTACHMENT #18

THE HAMILL FOUNDATION
 23-7028238
FORM 990-PF 2017
SCHEDULE 9
PART XV
CONTRIBUTIONS PAID DURING THE YEAR

<i>RECIPIENT NAME AND ADDRESS</i>	<i>FOUNDATION STATUS</i>		<i>AMOUNT (\$) PAID</i>
	<i>OF RECIPIENT</i>	<i>PURPOSE</i>	
A D Players Theater 2710 W Alabama Houston, Texas 77098	PC	Capital Campaign	\$150,000 00
Alzheimer's Association Houston & Southeast Texas Chapter 6055 South Loop East Houston, Texas 77087	PC	Operating Support	\$125,000 00
American Red Cross Greater Houston Area Chapter 2700 Southwest Fwy, P O Box 397 Houston, Texas 77001-0397	PC	Operating Programs	\$100,000 00
Angela House 6725 Reed Road Houston, Texas 77087	PC	Operating Programs	\$75,000 00
Archway Academy 6221 Main Street Houston, Texas 77030	PC	Operating Support	\$125,000 00
The Beacon (Cathedral Health Ministries) 1117 Texas Avenue Houston, Texas 77002	PC	Operating Support	\$75,000 00
Big Brothers Big Sisters 500 Dallas, Suite 2900 Houston, Texas 77002	PC	Operating Programs	\$50,000 00
Bo's Place 10050 Buffalo Speedway Houston TX 77054	PC	Operating Support	\$150,000 00
Boys and Girls Country of Houston, Inc 18806 Roberts Road Hockley, Texas 77447	PC	Capital Campaign	\$200,000 00
Breakthrough Houston (St John's School) 2401 Claremont Lane Houston, Texas 77109	PC	Operating Programs	\$50,000 00
Briarwood School 12207 Whittington Drive	PC	Operating Programs	\$100,000 00

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Houston, Texas 77077			
Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	PC	Operating Programs & Capital Campaign	\$100,000 00
Camp Allen Conference & Retreat Center 18800 FM 362 Navasota, Texas 77868	PC	Capital Campaign	\$125,000 00
Camp Aranzazu 5420 FM 1781 Rockport, Texas 78382	PC	Operating Programs	\$200,000 00
Camp for All 10500 Northwest Freeway, Suite 220 Houston, Texas 77092	PC	Operating Support	\$125,000 00
Cenikor Foundation of Texas, Inc 11111 Katy Freeway, Ste 500 Houston, Texas 77079	PC	Substance Abuse Treatment Program	\$125,000 00
Central Missionary Clearinghouse P O Box 2191228 Houston, Texas 77218-9228	PC	Operating Support	\$15,000 00
Child Advocates 3701 Kirby Dr, Ste 400 Houston, Texas 77098	PC	Operating Programs	\$50,000 00
The Children's Center Hospital 6800 NW 39th Expressway Bethany, Oklahoma 73008	PC	Capital Campaign	\$30,000 00
The Children's Museum of Houston 1500 Binz Houston, Texas 77004-7112	PC	Operating Programs	\$150,000 00
Chinquapin Preparatory School 2615 E Wallisville Rd Highlands, Texas 77562-3199	PC	Operating Support & Capital Campaign	\$100,000 00
Christian Community Service Center P O Box 27924 Houston, Texas 77227-7924	PC	Program Support & Capital Campaign	\$225,000 00
Christus Foundation for Healthcare P O. Box 1919 Houston, Texas	PC	Operating Support	\$75,000 00
The Council on Recovery 303 Jackson Hill Houston, Texas 77007	PC	Operating Support	\$300,000 00
Crime Stoppers of Houston, Inc	PC	Capital Campaign	\$100,000 00

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3001 Main Street Houston, Texas 77254			
DePelchin Children's Center 4950 Memorial Drive Houston, Texas 77007	PC	Operating Programs	\$150,000 00
Depression & BiPolar Support Alliance 515 Post Oak Blvd, Suite 650 Houston, Texas 77027	PC	Operating Programs	\$125,000 00
Emergency Aid Coalition 5401 Fannin Street Houston, Texas 77004	PC	Operating Support	\$110 000 00
Facilitators International 2370 142nd Avenue Dorr, Michigan 49323	PC	Operating Support	\$25,000 00
First Christian Church of Waurika P O Box 206 Waurika, Oklahoma 73573	PC	Operating Support	\$20,000 00
Girl Scouts of America San Jacinto Council 3110 Southwest Freeway Houston, Texas 77098	PC	Operating Support	\$150,000 00
Grace Episcopal Church 1314 Spring Street St Helena, California 94574	PC	Operating Support	\$20,000.00
Gracewood Ministries 1617 Elmview Drive Houston, Texas 77080	PC	Operating Programs	\$15,000 00
Billy Graham Evangelistic Association One Billy Graham Parkway Charlotte, North Carolina 28201-0001	PC	Operating Support	\$50,000 00
Guideposts, A Church Corporation 39 Old Ridgebury Rd, Ste 2AB Danbury CT 06810	PC	Program Support	\$25,000.00
Healthcare for the Homeless 1934 Caroline Street Houston, Texas 77002	PC	Operating Support & Capital Campaign	\$100,000 00
The Heritage Foundation 214 Massachusetts Avenue, N E Washington, D C. 20002-4999	PC	Operating Programs	\$25,000 00
Holocaust Museum 5401 Caroline Street Houston, Texas 77056	PC	Operating Support	\$50,000 00

ATTACHMENT #18

The Hope and Healing Center 717 Sage Road Houston, Texas 77056	PC	Operating Programs	\$100,000 00
Houston Area Parkinson Society 2700 SW Fwy, Suite 284 Houston, Texas 77098	PC	Operating Programs	\$125,000 00
Houston Baptist University 7502 Fondren Road Houston TX 77074-3298	PC	Operating Support	\$150,000 00
Houston Hospice 1905 Holcombe Blvd Houston TX 77030-4123	PC	Program Support	\$50,000 00
Houston Humane Society P O Box 450528 Houston, Texas 77245-0528	PC	Operating Support	\$125,000 00
Houston Livestock Show and Rodeo P O Box 20070 Houston, Texas 77225	PC	Operating Programs	\$36,000 00
Houston Public Media 4343 Elgin St Houston, Texas 77004	PC	Operating Programs	\$100,000 00
Houston Zoo 1513 Cambridge Street Houston, Texas 77030	PC	Capital Campaign	\$150,000 00
Humble Area Assistance Ministries 1302 First Street Humble, Texas 77338	PC	Operating Programs	\$100,000 00
Institute for Spirituality and Health 8100 Greenbriar, Suite 220 Houston, Texas 77054-2904	PC	Operating Programs	\$25,000 00
Interface-Samaritan Counseling Centers 4803 San Felipe Houston TX 77056	PC	Operating Programs	\$75,000 00
Larty Renewal Foundation P O. Box 290670 Kerrville, Texas 78029-0670	PC	Operating Programs	\$50,000 00
Literacy Advance of Houston, Inc 2424 Wilcrest Dr, Ste 120 Houston, Texas 77042	PC	Operating Programs	\$100,000 00
McFarlin Memorial United Methodist Church P O Box 6390	PC	Program Support	\$100,000 00

ATTACHMENT #18

Norman Oklahoma 73070			
Memorial Assistance Ministries 1625 Blalock Rd Houston, Texas 77080	PC	Operating Programs	\$205,000 00
Mendies Haven 1001 SW 5th Avenue, Ste 1100 Portland, Oregon 97204	PC	Operating Support	\$10,000 00
The Menninger Clinic 12301 South Main Street Houston TX 77035	PC	Operating Programs	\$50,000 00
Houston Methodist 6565 Fannin, D-200 Houston, Texas 77030	PC	Operating Programs and Research	\$400,000 00
Midtown Arts & Theater Center Houston 3333 W Alabama Ste 110 Houston TX 77098	PC	Capital Campaign	\$50,000 00
Mission of Yahweh 10247 Algiers Road Houston TX 77041	PC	Operating Support	\$125,000 00
Muscular Dystrophy Association 5615 Kirby Drive, Suite 500 Houston, Texas 77005	PC	Program Support	\$125,000 00
The Museum of Fine Arts, Houston P O. Box 6826 Houston, Texas 77265-6826	PC	Capital Campaign & Operating Programs	\$500,000 00
Houston Museum of Natural Science 5555 Hermann Park Dr Houston, Texas 77030	PC	Operating Programs	\$150,000 00
Nehemiah Center 5015 Fannin Street Houston, Texas 77004	PC	Operating Programs	\$70,000 00
New Hope Housing 1117 Texas Avenue Houston, Texas 77002	PC	Capital Campaign	\$200,000 00
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, Texas 77090	PC	Operating Programs	\$225,000 00
Open Door Mission Foundation P O Box 9356 Houston, Texas 77261	PC	Operating Support	\$150,000 00
The Cathedral of Our Lady of Walsingham	PC	Operating Programs	\$5,000 00

ATTACHMENT #18

7809 Shadyvilla Lane Houston TX 77055			
Our Little Roses Foreign Mission Society 525 NE 15th Street, Ste 100 Miami, Florida 33132-1411	PC	Operating Support	\$25,000 00
Palmer Drug Abuse Program-Houston, Inc c/o Cabot Oil & Gas Three Memorial City Plaza 840 Gessner, Suite 1300 Houston, Texas 77024	PC	Program Support	\$100,000 00
The Parish School 11001 Hammerly Blvd Houston, Texas 77043	PC	Operating Support	\$75,000 00
Periwinkle Foundation 3400 Bissonnet, Suite 185 Houston TX 77005	PC	Program Support	\$125,000 00
Pulmonary Hypertension Association 801 Roeder Road, Suite 1000 Silver Spring, Maryland 20910	PC	Operating Programs	\$50,000 00
Reasoning Mind 2000 Bering, Suite 300 Houston TX 77057	PC	Program Support	\$75,000 00
RISE School of Houston 8080 N. Stadium Dr , Suite 100 Houston TX 77054	PC	Operating Programs	\$125,000 00
Ronald McDonald House of Houston, Inc 1907 Holcombe Blvd Houston TX 77030	PC	Capital Campaign	\$250,000 00
St. John the Baptist Episcopal Church 100 South French Street Breckenridge, Colorado 80424	PC	Operating Support	\$25,000.00
St John the Divine Episcopal Church 2450 River Oaks Boulevard Houston, Texas 77019-5898	PC	Operating Support	\$100,000 00
St Martin's Episcopal Church 717 Sage Road Houston, Texas 77056	PC	Operating Programs & Capital Campaign	\$180,000 00
St Paul's United Methodist Church 5501 South Main Street Houston TX 77004	PC	Capital Campaign & Operating Support	\$125,000 00
St Peter's Episcopal Church 555 Enterprise Blvd	PC	Capital Campaign & Operating Programs	\$45,000 00

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Rockport, Texas 78302			
SEARCH Homeless Services 2505 Fannin Houston, Texas 77002	PC	Capital Campaign	\$50,000 00
Small Steps Nurturing Center 2902 Jensen Drive Houston, Texas 77026	PC	Operating Programs	\$100,000 00
Stages Repertory Theatre 3201 Allen Parkway, Suite 101 Houston, Texas 77019	PC	Capital Campaign	\$50,000 00
Star of Hope 6897 Ardmore Houston TX 77054	PC	Operating Programs	\$250,000 00
Stoney Creek Foundation 510 Bering Drive, Suite 100 Houston, Texas 77057	PC	Operating Programs & Capital Campaign	\$50,000 00
The Summit Foundation 103 S. Harris Street, Ste 204 Breckenridge, Colorado 80424	PC	Operating Programs	\$25,000 00
Tallowood Baptist Church 555 Tallowood Houston, Texas 77024	PC	Operating Programs	\$100,000.00
Teen and Family Services 9337-B Katy Freeway, PMB 314 Houston, Texas 77024	PC	Operating Program	\$50,000 00
Texas A&M Foundation 401 George Bush Drive College Station, Texas 77840-2811	PC	Scholarships & Library Programs	\$120,000 00
Texas A&M Health Science Center Institute of Biosciences & Technology 2121-West Holcombe Blvd Houston, Texas 77030-3303	PC	Research	\$150,000 00
Texas Children's Hospital 1919 S. Braeswood Blvd, Ste 5214 Houston, Texas 77030	PC	Capital Campaign	\$250,000 00
Urban Outreach 1425 Blalock Road, Suite 201 Houston, Texas 77055	PC	Operating Programs	\$25,000 00
University of Houston 5000 Gulf Fwy, Bldg 1, Room 300 Houston TX 77204-2013	PC	Operating Programs	\$175,000.00

ATTACHMENT #18

University of Houston-Downtown One Main Street, Suite 990-S Houston, Texas 77002-1001	PC	Operating Programs	\$75,000 00
UT-M D Anderson Cancer Center 1515 Holcomb Blvd Houston, Texas 77030	PC	Research	\$150,000 00
UT-School of Nursing at Houston 7000 Fannin, Ste 1200 Houston TX 77030	PC	Operating Support	\$100,000 00
Westside Homeless Partnership 9810 Long Point, Suite 110 Houston, Texas 77055	PC	Operating Support	\$100,000 00
Women's Home 607 Westheimer Houston, Texas 77006	PC	Capital Campaign	\$75,000 00
Women's Resource of Greater Houston 730 N Post Oak Rd., Ste 204 Houston TX 77024	PC	Operating Programs	\$25,000 00
The Workfaith Connection 4555 Dacoma Street, Suite 200 Houston, Texas 77092	PC	Operating Programs	\$25,000 00
Yellowstone Academy 3000 Trulley Street Houston, Texas 77054	PC	Operating Support	\$100,000 00
YMCA of the Greater Houston Area P O Box 3007 Houston, Texas 77235-3007	PC	Operating support	\$150,000.00
Young Life of the Greater Houston Region 900 Town & Country Lane, Ste 302 Houston, Texas 77024	PC	Operating Support	\$75,000.00
Zion Hill Baptist Church P O Box 339 Groveton, Texas 75845	PC	Operating Support	\$10,000 00
GRAND TOTAL - 2017 CONTRIBUTIONS			\$10,916,000.00

THE HAMILL FOUNDATION

23-7028238

STATEMENT ATTACHED TO AND MADE PART OF
FORM 990-PF RETURN OF PRIVATE FOUNDATION

Part VII-B Statements Regarding Activities for Which Form 4720 May be Required and
Part VIII List of Officers, Directors, and Trustees

Payment of compensation or reimbursement of expenses by the private foundation to a disqualified person (except for a government official) for personal services that are reasonable and necessary to carry out the exempt purpose of the private foundation is not considered an act of self-dealing since the compensation or reimbursement is not excessive.

No family members received compensations from the foundation.

ATTACHMENT 16

THE HAMILL FOUNDATION
COST DEPLETION-ROYALTY INTERESTS
12/31/17
EIN 23-7028238

	LHC	***LHC	LHC	LHC	Depletion	Depletion	Accumulated	Net Book
	Balance	2017	2017	Balance	2017	2017	Depletion	Value
Property Name	12/31/2016	Additions	Retirements	12/31/2017	Additions	Retirements	12/31/2017	12/31/2017
Soso B	110,050 47			110,050 47	0 00		108,808 44	1,242 03
Carb B12-Young Cattle 11-14	4,548 52			4,548 52	1 71		3,004 16	1,544 36
Good Omen Petit	18,531 14			18,531 14	15 15		5,540 70	12,990 44
Hamill Estate #2	202,966 09			202,966 09	46 50		202,966 09	(0 00)
Katy Consol 2	18,874 98			18,874 98	0 00		9,090 10	9,784 88
Madison TR Unit	247,517 84			247,517 84	525 26		244,068 71	3,449 13
Sabine Allen #1	29,605 08			29,605 08	46 05		22,239 01	7,366 07
Sabine Huxley #1H	19,188 16			19,188 16	14 95		13,375 96	5,812 20
Sabine Unruh #1	13,561 79			13,561 79	162 74		10,856 35	2,705 44
Black Stone Get Rhythm Oil Unit	8,848 32			8,848 32	1,415 73		8,848 32	0 00
Conan2H-24	807 08			807 08	129 13		807 08	0 00
Jacobsen Farms Inc 1-14-23H	148 07			148 07	23 69		148 07	0 00
Meduna Trust 1-7-6H-142-94	43,819 46			43,819 46	7,011 11		43,819 46	0 00
Ralph 1-22H	8,543 66			8,543 66	1,366 98		8,543 66	0 00
Sorenson 160-100-27-34-4A-1H	1,864 00			1,864 00	298 24		1,864 00	0 00
UPRC-Fisher Unit, Well A-522#1	581 11			581 11	92 98		581 11	0 00
Wilson 29-32-1H	23,732 38			23,732 38	3,797 18		23,732 38	0 00
Garden Coulee 3-2734H	60,754 88			60,754 88	14,581 17		51,034 10	9,720 78
MVP A-183 #2	14,867 47			14,867 47	3,568 19		12,488 67	2,378 79
SC Bennie 157-99-2017H-1	11,391 54			11,391 54	2,733 97		9,568 89	1,822 65
Studdard 1H-20X	1,614 16			1,614 16	387 40		1,355 90	258 27
Joel Goodson 6-32-29H	22,703 34			22,703 34	5,448 80		13,622 00	9,081 34
Joel Goodson 7-32-29H	22,703 34			22,703 34	5,448 80		13,622 00	9,081 34
Legget 5-13-6 2H	285 94			285 94	68 62		171 56	114 37
Legget 5-13-6 3H	285 94			285 94	68 62		171 56	114 37
Legget 5-13-6 4H	285 94			285 94	68 62		171 56	114 37
Legget 5-13-6 5H	285 94			285 94	68 62		171 56	114 37
Matkin Sugarkane Unit 1 #1-H	469 00			469 00	112 56		281 40	187 60
SEEUS 5-13 #1 (Tract 1)	577 16			577 16	138 52		346 29	230 86
TOTAL	889,413	0	0	889,413	47,641	0	811,299	78,114

ATTACHMENT # 17

The Hamill Foundation
Fixed Asset Register
December 31, 2017

Asset	Location	Date Acq	BASIS		METHOD	RATE	ACCUMULATED DEPRECIATION		12/31/2017
			01/01/2017	Adds			01/01/2017	Adds	
ARTWORK									
Seymour Stone oil MGH & GH	Hall	12/31/1999	200.00		200.00		0.00		0.00
Seymour Stone oil GH W/ Riding Crop	Hall	12/31/1999	200.00		200.00		0.00		0.00
Seymour Stone oil CBH	Hall	12/31/1999	200.00		200.00		0.00		0.00
Seymour Stone oil GH	Hall	12/31/1999	200.00		200.00		0.00		0.00
2 Framed needlepoints by MGH Eng Fox Hunt	Entry	12/31/1999	100.00		100.00		0.00		0.00
2 Framed needlepoints by MGH maps of world	Entry	12/31/1999	100.00		100.00		0.00		0.00
2 unframed needlepoints by MGH roses	Supply	12/31/1999	100.00		100.00		0.00		0.00
2 Framed needlepoints by MGH cardinals	Supply	12/31/1999	100.00		100.00		0.00		0.00
2 19th century figured walnut card tables	Hall/Entry	12/31/1999	1,200.00		1,200.00		0.00		0.00
Boehm Gilded Porcelain Figure "Soaring Gold Eag CHR		12/31/1999	500.00		500.00		0.00		0.00
4 Framed needlepoints by MGH fruit	Supply	12/31/1999	200.00		200.00		0.00		0.00
Maynard Reece "Wings at Dusk"	TB	12/31/1999	5,000.00		5,000.00		0.00		0.00
2 Framed needlepoints by MGH oriental subjects	PS	12/31/1999	100.00		100.00		0.00		0.00
TOTAL			8,200.00	0.00	8,200.00		0.00	0.00	0.00

DEPRECIABLE FURNITURE & EQUIPMENT

1 Oak 36"x48" CRT table	CR	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00	0.00	0.00
8 x12 Karasian rug	Conf Room	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00	0.00	0.00
Executive chair	CR	12/31/1999	327.34		327.34	SL 7 YR	14.29%	327.34		327.34
Glass top for exec desk	CR	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Lamp	CR	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Lamp table	CR	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Monroe calculator 2725	CR	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Sofa com-0640-60292	CR	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Windsor double credenza	CR	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Windsor executive desk-Suniland #70-7284 & 001	CR	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Windsor round conf table	Kitchen	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Walnut work table	Land Files	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
1 Book table	PS	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
2 Wing back chairs-rectp	Entry	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
File Cabinet	Land Files	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
File Cabinet	Land Files	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
File Cabinet	Land Files	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
File Cabinet	SW	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
File Cabinet	SW	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Picture & frame (CBH)	Entry	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Picture & frame (MGH)	Entry	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
bookcase	JB	12/31/1999	111.71		111.71	SL 7 YR	14.29%	111.71		111.71
Chair mat	JB	12/31/1999	122.48		122.48	SL 7 YR	14.29%	122.48		122.48
executive chair	JB	12/31/1999	327.35		327.35	SL 7 YR	14.29%	327.35		327.35
Harter side chair-blue	JB	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Harter side chair-blue	Hall	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Harter side chair-blue	PS	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Harter side chair-blue	PS	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Brass logo for HRI	Supply	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Refrigerator	Kitchen	12/31/1999	279.27		279.27	SL 7 YR	14.29%	279.27		279.27
1 leak computer table	JB	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
1 Walnut Desk	JB	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
bookcase	TB	12/31/1999	111.71		111.71	SL 7 YR	14.29%	111.71		111.71
bookcase	TB	12/31/1999	111.71		111.71	SL 7 YR	14.29%	111.71		111.71
Harter side chair-rust	Conf Room	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Harter side chair-rust	Conf Room	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
bookcase	JB	12/31/1999	111.71		111.71	SL 7 YR	14.29%	111.71		111.71
Harter side chair-rust	Conf Room	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Harter side chair-rust	Conf Room	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
5-Drawer Filing Cabinet	SW	12/31/1999	45.95		45.95	SL 7 YR	14.29%	45.95		45.95
5-Drawer Filing Cabinet	SW	12/31/1999	45.95		45.95	SL 7 YR	14.29%	45.95		45.95
Benedetti oak credenza	PS	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00
Benedetti secy desk	PS	12/31/1999	0.00		0.00	SL 7 YR	14.29%	0.00		0.00

ATTACHMENT # 17

The Hamill Foundation
Fixed Asset Register
December 31, 2017

Asset	Location	Date Acq	01/01/2017	ADD	Retires	METHOD	RATE	01/01/2017	ADD	Retires	12/31/2017
Chair mat	PS	12/31/1999	122 48			122 48 SL 7 YR	14 29%	122 48	0 00	0 00	122 48
File Cabinet	Land Files	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
File Cabinet	Land Files	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
secretary chair	PS	12/31/1999	237 94			237 94 SL 7 YR	14 29%	237 94	0 00	0 00	237 94
1 30"x60" table (supply room)	Copy Room	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
Hi Style posture chair	Land Files	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
5-Drawer Filing Cabinet	SW	12/31/1999	45 95			45 95 SL 7 YR	14 29%	45 95	0 00	0 00	45 95
5-Drawer Filing Cabinet	SW	12/31/1999	45 95			45 95 SL 7 YR	14 29%	45 95	0 00	0 00	45 95
Beige 2-drawer legal file	SW	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
Chair mat	SW	12/31/1999	122 48			122 48 SL 7 YR	14 29%	122 48	0 00	0 00	122 48
Computer Table (SW)	CR	12/31/1999	122 48			122 48 SL 7 YR	14 29%	122 48	0 00	0 00	122 48
Harter side chair-rust	SW	12/31/1999	122 75			122 75 SL 7 YR	14 29%	122 75	0 00	0 00	122 75
Oil painting	Conf Room	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
secretary chair	SW	12/31/1999	237 93			237 93 SL 7 YR	14 29%	237 93	0 00	0 00	237 93
Walnut bookcase	SW	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
Walnut executive desk	SW	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
Walnut phone console	SW	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
Harter side chair-rust	Conf Room	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
Harter side chair-rust	Conf Room	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
1 Benedetti traditional credenza	TB	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
1 Benedetti traditional exec desk	TB	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
1 Benedetti traditional telephone slant	TB	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
1 CRT table	TB	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
Bookcase-36" Sidex Model #1336	PS	12/31/1999	0 00			0 00 SL 7 YR	14 29%	0 00	0 00	0 00	0 00
Chair mat	TB	12/31/1999	122 48			122 48 SL 7 YR	14 29%	122 48	0 00	0 00	122 48
executive chair	TB	12/31/1999	327 35			327 35 SL 7 YR	14 29%	327 35	0 00	0 00	327 35
Financial Navigator software	JB	02/29/2000	2,522 03			2,522 03 SL 5 YR	20 00%	2,522 03	0 00	0 00	2,522 03
Fax Machine	Land Files	06/08/2000	161 29			161 29 SL 7 YR	14 29%	161 29	0 00	0 00	161 29
Conference Table	Conf room	08/17/2000	595 38			595 38 SL 7 YR	14 29%	595 38	0 00	0 00	595 38
Water Cooler Model 5500	Kitchen	11/15/2000	690 00			690 00 SL 7 YR	14 29%	690 00	0 00	0 00	690 00
13 TV/VCR combo	Conf room	08/22/2001	140 71			140 71 SL 7 YR	14 29%	140 71	0 00	0 00	140 71
Electric Typewriter	PS	11/08/2004	147 21			147 21 SL 7 YR	14 29%	147 21	0 00	0 00	147 21
Telephone	Closet	07/31/2007	283 59			283 59 SL 7 YR	14 29%	283 59	0 00	0 00	283 59
ESI Telephone System	Closet	08/06/2007	3,824 80			3,824 80 SL 7 YR	14 29%	3,824 80	0 00	0 00	3,824 80
HP Laser Jet 1022	JB	08/13/2007	320 79			320 79 SL 5 YR	20 00%	320 79	0 00	0 00	320 79
HP Laser Jet 1020	PS	12/04/2007	306 00			306 00 SL 5 YR	20 00%	306 00	0 00	0 00	306 00
HP Laser Jet 1005	CR	05/16/2008	157 99			157 99 SL 5 YR	20 00%	157 99	0 00	0 00	157 99
HP Laser Jet 1005	SW	05/16/2008	157 99			157 99 SL 5 YR	20 00%	157 99	0 00	0 00	157 99
HP Laser Jet 1005	TB	05/16/2008	157 99			157 99 SL 5 YR	20 00%	157 99	0 00	0 00	157 99
Scanner	PS	01/08/2009	214 55			214 55 SL 5 YR	20 00%	214 55	0 00	0 00	214 55
RICOH 3025 copier	Copy Room	04/30/2010	3,565 00			3,565 00 SL 7 YR	14 29%	3,565 00	0 00	0 00	3,565 00
Viewsonic Monitor	PS	02/09/2011	185 00			185 00 SL 7 YR	14 29%	185 00	26 36	0 00	185 00
Discovery Prof Computer	CR	02/20/2012	1,249 50			1,249 50 SL 5 YR	20 00%	1,249 50	0 00	0 00	1,249 50
Discovery Prof Computer	JB	02/20/2012	1,249 50			1,249 50 SL 5 YR	20 00%	1,249 50	0 00	0 00	1,249 50
Discovery Prof Computer	SW	02/20/2012	1,249 50			1,249 50 SL 5 YR	20 00%	1,249 50	0 00	0 00	1,249 50
Discovery Prof Computer	TB	02/20/2012	1,249 50			1,249 50 SL 5 YR	20 00%	1,249 50	0 00	0 00	1,249 50
Discovery Prof Computer	PS	02/20/2012	1,249 50			1,249 50 SL 5 YR	20 00%	1,249 50	0 00	0 00	1,249 50
TOTAL			22,780 79	0 00	0 00	22,780 79		22,754 43	26 36	0 00	22,780 79
Total Artwork and Furnitures, Equipment			30,980 79	0 00	0 00	30,980 79		22,754 43	26 36	0 00	22,780 79
Bammel Gas Storage*		01/01/2000	96,967 24			96,967 24 SL 15 YR	6 67%	96,967 24	0 00	0 00	96,967 24
TOTAL DEPRECIABLE ASSETS			127,948 03	0 00	0 00	127,948 03		119,721 67	26 36	0 00	119,748 03

The Hamill Foundation
Real Estate Improvements
2017

Description	Date Acquired	BASIS			Method	Rate	ACCUMULATED DEPRECIATION		
		Beginning Balance	Adds	Retires			Beginning Balance	Adds	Retires Ending Balance
Fencing-China Grove	08/27/2001	5,779.75			SL 15 yr	0.00%	5,779.75	0.00	5,779.75
Drainage Pipe	05/13/2010	1,585.70			SL 15 yr	6.67%	740.39	105.77	846.16
TOTAL		7,365.45	0.00	0.00			6,520.14	105.77	0.00 6,625.91