Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
ELLA GAYLE HAMLIN FOUNDATION, INC.
C/O ROBERT LEWIS

A Employer identification number
13-3106723

Number and street (or P O box number if mail is not delivered to street address)
28 PASEO DEL COYOTE

Room/suite

B Telephone number
505-982-2503

City or town, state, and ZIP code
SANTE FE, NM 87506

C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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)* ▶$ 650,764.

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

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

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	21,299.	21,299.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,818.			
	b Gross sales price for all assets on line 6a 429,942.				
	7 Capital gain net income (from Part IV, line 2)		4,818.		
	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				
	12 **Total** Add lines 1 through 11	26,117.	26,117.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,500.	1,250.		1,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	4,200.	2,100.		2,100.
	c Other professional fees STMT 3	5,858.	5,858.		0.
	17 Interest				
	18 Taxes STMT 4	349.	48.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,409.	0.		1,409.
	22 Printing and publications				
	23 Other expenses STMT 5	1,183.	0.		1,183.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,499.	9,256.		5,942.
	25 Contributions, gifts, grants paid	19,885.			19,885.
	26 **Total expenses and disbursements** Add lines 24 and 25	35,384.	9,256.		25,827.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	<9,267.>			
	b **Net investment income** (if negative, enter -0-)		16,861.		
	c **Adjusted net income** (if negative enter -0-)			N/A	

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Form **990-PF** (2010)

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	9,595.	15,110.	15,110.
	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 6	408,538.	445,848.	495,969.
	c Investments - corporate bonds STMT 7	20,166.	10,012.	10,771.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	180,454.	138,517.	128,914.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	618,753.	609,487.	650,764.
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 ▶ [X] 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	618,753.	609,487.	
	30 **Total net assets or fund balances**	618,753.	609,487.	
	31 **Total liabilities and net assets/fund balances**	618,753.	609,487.	

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	618,753.
2	Enter amount from Part I, line 27a	2	<9,267.>
3	Other increases not included in line 2 (itemize) ▶ TAX-EXEMPT DIVIDEND	3	1.
4	Add lines 1, 2, and 3	4	609,487.
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	609,487.

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	SEE ATTACHMENT D-1	P	VARIOUS	VARIOUS
b	SEE ATTACHMENT D-1	P	VARIOUS	VARIOUS
c	SEE ATTACHMENT D-2	P	VARIOUS	VARIOUS
d	SEE ATTACHMENT D-2	P	VARIOUS	VARIOUS
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	163,814.		148,856.	14,958.
b	163,810.		179,541.	<15,731.>
c	26,071.		24,515.	1,556.
d	76,247.		72,212.	4,035.
e				

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				14,958.
b				<15,731.>
c				1,556.
d				4,035.
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	4,818.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	23,994.	548,013.	.043784
2008	27,550.	559,976.	.049199
2007	36,534.	720,835.	.050683
2006	36,854.	737,021.	.050004
2005	33,253.	728,473.	.045648

2 **Total** of line 1, column (d)	2	.239318
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	.047864
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	612,428.
5 Multiply line 4 by line 3	5	29,313.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	169.
7 Add lines 5 and 6	7	29,482.
8 Enter qualifying distributions from Part XII, line 4	8	25,827.

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		1	337.
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	337.
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	337.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 400.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	400.
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	63.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 63. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PATRICIA LEWIS Telephone no. ▶ (505)982-2503
Located at ▶ 28 PASEO DEL COYOTE, SANTA FE, NM ZIP+4 ▶ 87506

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
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 page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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
MERI M. MABEN 28 PASEO DEL COYOTE SANTA FE, NM 87506	PRESIDENT 1.00	2500.00	0.	0.
ROBERT LEWIS 28 PASEO DEL COYOTE SANTE FE, NM 87506	SECRETARY/TREASURER 1.00	2,500.	0.	0.
WALTER HAMMON 28 PASEO DEL COYOTE SANTA FE, NM 87506	DIRECTOR 0.10	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	605,142.
b	Average of monthly cash balances	1b	16,612.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	621,754.
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	621,754.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,326.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	612,428.
6	**Minimum investment return.** Enter 5% of line 5	6	30,621.

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	30,621.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	337.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	337.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	30,284.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	30,284.
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	30,284.

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	25,827.
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	25,827.
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	25,827.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				30,284.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			11,117.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 25,827.				
a Applied to 2009, but not more than line 2a			11,117.	
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 2010 distributable amount				14,710.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				15,574.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total			▶ 3a	19,885.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	21,299.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,818.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		26,117.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 26,117.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Robert Lewis | July 27, 2011 | Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only				
Print/Type preparer's name: ALEXANDER WANG	Preparer's signature: Alex Wang	Date: 7/26/11	Check ☐ if self-employed	PTIN: P00224451
Firm's name ▶ MARKS PANETH & SHRON LLP			Firm's EIN ▶ 11-3518842	
Firm's address ▶ 622 THIRD AVENUE NEW YORK, NY 10017			Phone no. 212 503-8800	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY - DIVIDEND	20,318.	0.	20,318.
MORGAN STANLEY - INTEREST	981.	0.	981.
TOTAL TO FM 990-PF, PART I, LN 4	21,299.	0.	21,299.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,200.	2,100.		2,100.
TO FORM 990-PF, PG 1, LN 16B	4,200.	2,100.		2,100.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,858.	5,858.		0.
TO FORM 990-PF, PG 1, LN 16C	5,858.	5,858.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	48.	48.		0.
FEDERAL TAX	301.	0.		0.
TO FORM 990-PF, PG 1, LN 18	349.	48.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL FILING FEES	100.	0.		100.
ADVERTISING	125.	0.		125.
OFFICE EXPENSES	958.	0.		958.
TO FORM 990-PF, PG 1, LN 23	1,183.	0.		1,183.

FORM 990-PF | CORPORATE STOCK | STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	445,848.	495,969.
TOTAL TO FORM 990-PF, PART II, LINE 10B	445,848.	495,969.

FORM 990-PF | CORPORATE BONDS | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	10,012.	10,771.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,012.	10,771.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	COST	138,517.	128,914.
TOTAL TO FORM 990-PF, PART II, LINE 13		138,517.	128,914.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALUM ROCK COUNSELING CENTER 1245 EAST SANTA CLARA STREET SAN JOSE, CA 95116	NONE CHARITABLE	501(C)(3)	1,850.
ASIAN AMERICANS FOR COMMUNITY 2400 MOORPARK AVENUE SUITE 300 SAN JOSE, CA 95128	NONE CHARITABLE	501(C)(3)	500.
ASSISTANCE DOGS OF THE WEST PO BOX 31027 SANTA FE, NM 87594	NONE CHARITABLE	501(C)(3)	1,000.
BAY AREA WOMENS SPORTS INITIATIVE 1922 THE ALAMEDA STE 100 SAN JOSE, CA 95126	NONE CHARITABLE	501(C)(3)	300.
BILL WILSON CENTER 3490 THE ALAMEDA SANTA CLARA, CA 95050	NONE CHARITABLE	501(C)(3)	250.
CENTER FOR SCIENCE IN PUBLIC INTEREST 1875 CONNECTICUTE AVE. NW #300 WASHINGTON, DC 20009	NONE CHARITABLE	501(C)(3)	1,000.
CHILDREN NOW 1212 BROADWAY, 5TH FL OAKLAND, CA 94612	NONE CHARITABLE	501(C)(3)	250.
DANBURY MUSIC CENTER 256 MAIN ST. DANBURY, CT 06810	NONE CHARITABLE	501(C)(3)	1,000.

DPMM KIDS IN COMMON 99 SHOTWELL ST SAN FRANCISCO, CA 94103	NONE CHARITABLE	501(C)(3)	250.
FREE MUSIC MAKER 225 BUSH ST, FL 16 SAN FRANCISCO, CA 94104	NONE CHARITABLE	501(C)(3)	2,500.
FRIENDS OF HUMAN RELATIONS 12345 EL MONTE RD LOS ALTOS HILLS, CA 94022	NONE CHARITABLE	501(C)(3)	250.
GEORGE SCHOOL PO BOX 4000 NEWTOWN, PA 18940	NONE CHARITABLE	501(C)(3)	200.
HARBOUR HANDICAP 21000 BIG BASIN WAY SARATOGA, CA 95070	NONE CHARITABLE	501(C)(3)	750.
INDIAN SPRINGS SCHOOL 190 WOODWARD DR INDIAN SPRINGS, AL 35124	NONE CHARITABLE	501(C)(3)	1,000.
KITCHEN ANGELS, INC. 1222 SILER RD SANTA FE, NM 87507	NONE CHARITABLE	501(C)(3)	300.
PROJECT CORNERSTONE 2168 GRANT 75 SJERODAM, AR 72150	NONE CHARITABLE	501(C)(3)	135.
ROAD RUNNER FOOD DEPOT 1222 SILER RD SANTA FE, NM 87507	NONE CHARITABLE	501(C)(3)	500.
SALVATION ARMY 4301 BRYN MAWR DR NE ALBUQUERQUE, NM 87107	NONE CHARITABLE	501(C)(3)	300.

SAN JOSE CHAMBER ORCHESTRA 1034 BENNETT WAY SAN JOSE, CA 95125	NONE CHARITABLE	501(C)(3)	3,000.
SANTA CLARA CO. OFFICE OF EDUCATION 1290 RIDDER PARK DRIVE SAN JOSE, CA 95131	NONE CHARITABLE	501(C)(3)	450.
SANTA CLARA COUNTY BAR ASSOC. 31 NORTH SECOND ST., SAN JOSE, CA 95113	NONE CHARITABLE	501(C)(3)	500.
SERENATA OF SANTA FE BOX 5771 SANTA FE, NM 87502	NONE CHARITABLE	501(C)(3)	500.
SILICON VALLEY EDUCATION FOUNDATION 1400 PARKMOOR AVE #200 SAN JOSE, CA 95126	NONE CHARITABLE	501(C)(3)	350.
ST. VINCENT FOUNDATION 2222 OCEAN VIEW AVE. SUITE 114 LOS ANGELES, CA 90057	NONE CHARITABLE	501(C)(3)	500.
STCO 1034 BENNETT WAY SAN JOSE, CA 95125	NONE CHARITABLE	501(C)(3)	1,000.
THE EMPTY STOCKING FUNDING INC 1975 CENTURY BLVD SUITE 16 ATLANTA, GA 30345	NONE CHARITABLE	501(C)(3)	250.
WOMEN AND GIRLS 2010 TRUST 70 W. HEDDING ST SAN JOSE, CA 95110	NONE CHARITABLE	501(C)(3)	500.
WORKING PARTNERSHIP USA 2102 ALMADEN ROAD, STE. 107 SAN JOSE, CA 95125	NONE CHARITABLE	501(C)(3)	300.

YWCA OF SILICON VALLEY 375 SOUTH THIRD STREET SAN JOSE, CA 95112	NONE CHARITABLE	501(C)(3)	200.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			19,885.

STATEMENT A

MorganStanley
SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

COMMON STOCKS

Morgan Stanley & Co Incorporated (Morgan Stanley), Citi Investment Research & Analysis (CIRA), and Standard & Poor's research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating Where a particular company is covered by both Morgan Stanley and CIRA, you can and should view both research reports Morgan Stanley and CIRA research reports may contain different or conflicting information about the subject companies of such research reports because they are prepared separately from each other For ease of comparison, Morgan Stanley and Standard & Poor's research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Please refer to the end of this statement for a summary guide describing CIRA, Morgan Stanley and Standard & Poor's ratings Morgan Stanley Smith Barney is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ADVANTAGE OIL & GAS LTD NEW (AAV)	16 000	$73 44	$108 80	$35 36	—	—
Share Price. $6.800						
ASTRAZENECA PLC ADS (AZN)	250 000	11,594 78	11,547.50	(47.28)	602 50	5 21
Share Price $46 190, Rating S&P 3, Next Dividend Payable 03/11						

CONTINUED

STATEMENT A

MorganStanley
SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK SR HIGH INC FD INC (ARK)	5,100.000	20,540.46	19,823.70	(716 76)	1,530.00	7 71
Share Price- $3.887; Next Dividend Payable 01/10/11						
BP PLC ADS (BP)	500.000	25,604 15	22,085.00	(3,519.15)	—	—
Share Price $44 170, Rating. S&P: 2						
BRISTOL MYERS SQUIBB CO (BMY)	500.000	12,786 38	13,240.00	453.62	660.00	4 98
Share Price: $26 480, Rating Morgan Stanley. 2, Citigroup· 1M, S&P: 2, Next Dividend Payable 02/11						
ELI LILLY & CO (LLY)	400 000	14,018 15	14,016.00	(2 15)	784 00	5 59
Share Price. $35 040, Rating Morgan Stanley· 3, Citigroup· 2H, S&P· 2, Next Dividend Payable 03/11						
EXXON MOBIL CORP (XOM)	400.000	24,355 57	29,248.00	4,892 43	704 00	2.40
Share Price $73.120, Rating Morgan Stanley 2, Citigroup 1M, S&P. 1; Next Dividend Payable 03/11						
GENL DYNAMICS CORP (GD)	200 000	12,747.37	14,192 00	1,444 63	336 00	2.36
Share Price: $70 960; Rating· Morgan Stanley· 1, Citigroup 2H, S&P 1, Next Dividend Payable 02/11						
HONEYWELL INTERNATIONAL INC (HON)	300.000	11,176.35	15,948.00	4,771 65	363.00	2 27
Share Price· $53 160, Rating. Morgan Stanley· 1, Citigroup 2M, S&P. 1, Next Dividend Payable 03/11						
ING PRIME RATE TRUST (PPR)	3,000 000	16,870 42	17,070.00	199.58	918.00	5 37
Share Price: $5.690, Next Dividend Payable 01/12/11						
JOHNSON & JOHNSON (JNJ)	150 000	8,996.93	9,277.50	280 57	324.00	3 49
Share Price. $61.850, Rating· Morgan Stanley. 2, Citigroup 1L, S&P 2, Next Dividend Payable 03/11						
KIMBERLY CLARK CORP (KMB)	250.000	16,130.17	15,760.00	(370 17)	660 00	4 18
Share Price $63.040, Rating Citigroup. 1L, S&P 2, Next Dividend Payable 01/04/11						
LOCKHEED MARTIN CORP (LMT)	150 000	10,675.62	10,486 50	(189 12)	450 00	4.29
Share Price. $69.910, Rating: Morgan Stanley. 2, Citigroup. 1H, S&P 2, Next Dividend Payable 03/11						
NORDIC AMERICAN TNKR SHIPPING (NAT)	550 000	15,172.78	14,311 00	(861.78)	550.00	3 84
Share Price. $26 020, Rating Morgan Stanley 1, Next Dividend Payable 03/11						
ROYAL DUTCH SHELL PLC (RDS'A)	202.000	11,274.57	13,489.56	2,214 99	576.91	4 27
Share Price· $66 780, Rating S&P 2						
TOTAL FINA ELF SA (TOT)	300,000	15,408.86	16,044 00	635 14	744 90	4.64
Share Price $53.480, Rating· S&P 1						
WESTERN ASSET EMERG MKTS FD (ESD)	1,250 000	22,493 98	22,887 50	393 52	1,650.00	7 20
Share Price. $18.310, Next Dividend Payable 01/11						

Security Mark at Right

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STATEMENT A

MorganStanley SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

Holdings

STOCKS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
	63.6%	$249,919.98	$259,535.06	$9,615.08	$10,853.31 $0.00	4 18%

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Face Value	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GENERAL ELEC CAP CORP CUSIP 36962G3T9	10,000 000	$10,020 45 $10,012 45	$10,690 90	$678.45	$480 00 $80 00	4 48

Unit Price $106 909, Coupon Rate 4 800%, Matures 05/01/13, Int. Semi-Annually May/Nov 01, Yield to Maturity 1.764%, Moody AA2 S&P AA+, Issued 04/21/08

CORPORATE FIXED INCOME	Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
		$10,020.45 $10,012 45	$10,690 90	$678.45	$480.00 $80.00	4.49%
TOTAL CORPORATE FIXED INCOME (incl accr int.)	2.6%		$10,770.90			

MUTUAL FUNDS

OTHER MUTUAL FUNDS

Security Description		Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GATEWAY FUND C (GTECX)	Purchases	1,287.881	$30,000 00	$33,459.15	$3,459 15		
Reinvestments		20 273	502 56	526 69	24 13		
	Total	1,308.154	30,502 56	33,985.84	3,483 28	368 00	1 08
Market Value vs Total Purchases + Net Value Increase/(Decrease)			30,000 00	33,985 84 3,985.84			
Share Price $25 980, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest							
WELLS FARGO ASSET ALLOC C (EACFX)	Purchases	6,984 470	96,754 57	81,438.92	(15,315.65)		
Reinvestments		1,156.916	11,259 83	13,489 64	2,229.81		
	Total	8,141 386	108,014.40	94,928.56	(13,085.84)	673 00	0 70
Market Value vs Total Purchases + Net Value Increase/(Decrease)			96,754 57	94,928 56 (1,826.01)			
Share Price- $11 660; Enrolled in MS Dividend Reinvestment- Capital Gains Reinvest							

STATEMENT A

MorganStanley
SmithBarney

Holdings

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MUTUAL FUNDS	31 6%	$138,516 96	$128,914.40	$(9,602.56)	$1,041.00 $0.00	0 81%

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page.
For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement.
+ Net Value Increase/(Decrease) compares your Total Purchases (excluding Dividend Reinvestments) with the Market Value of all shares you hold of the fund This calculation is for informational purposes only, does not reflect your total unrealized gain or loss and should not be used for tax purposes.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$398,449.39	$407,715.89	$690.97	$12,376.31 $80.00	3.03%
TOTAL VALUE (includes accrued interest)			$407,795.89			

Security Mark at Right

[redacted]

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STATEMENT A

MorganStanley
SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM) *Share Price. $86 300, Next Dividend Payable 03/11*	65.000	$5,408 50	$5,609.50	$201 00	$136 50	2 43
AFLAC INCORPORATED (AFL) *Share Price. $56 430; Next Dividend Payable 03/11*	110 000	5,910 50	6.207 30	296.80	132 00	2 12
AMERIPRISE FINCL INC (AMP) *Share Price. $57.550; Next Dividend Payable 02/11*	90 000	4,937.74	5,179.50	241 76	64 80	1 25

CONTINUED

STATEMENT A

MorganStanley SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ANALOG DEVICES INC (ADI)	145 000	5,356 91	5,462.15	105 24	127 60	2 33
Share Price. $37.670, Next Dividend Payable 03/11						
ARCHER DANIELS MIDLAND (ADM)	140 000	4,259.32	4,211 20	(48 12)	84 00	1 99
Share Price $30 080, Next Dividend Payable 03/11						
AT&T INC (1)	130 000	3,090 10	3,819.40	729 30	223.60	5 85
Share Price $29.380, Next Dividend Payable 02/11						
BECTON DICKINSON & CO (BDX)	70.000	4,791 63	5,916.40	1,124 77	114.80	1 94
Share Price. $84.520; Next Dividend Payable 03/11						
BEMIS CO INC (BMS)	140.000	4,697 34	4,572.40	(124.94)	128 80	2 81
Share Price $32 660, Next Dividend Payable 03/11						
CATERPILLAR INC (CAT)	75.000	4 770 97	7,024.50	2,253 53	132 00	1.87
Share Price: $93 660; Next Dividend Payable 02/11						
CHUBB CORP (CB)	85 000	4,072 21	5,069.40	997.19	125 80	2 48
Share Price $59 640, Next Dividend Payable 01/11/11						
COMMERCE BANCSHARES (CBSH)	120,000	4,726.18	4,767.60	41 42	112 80	2 36
Share Price $39 730; Next Dividend Payable 03/11						
CULLEN FROST BANKERS INC (CFR)	135 000	6,660.28	8,251.20	1,590.92	243 00	2.94
Share Price $61 120, Next Dividend Payable 03/11						
DANAHER CORP (DHR)	110.000	3,423 36	5,188.70	1,765 34	8 80	0 16
Share Price $47.170, Next Dividend Payable 01/28/11						
EMERSON ELECTRIC CO (EMR)	120.000	4,087 80	6,860.40	2,772.60	165 60	2 41
Share Price. $57 170, Next Dividend Payable 03/11						
EOG RESOURCES INC (EOG)	55.000	4,831 24	5,027.55	196.31	34 10	0 67
Share Price $91 410, Next Dividend Payable 01/11						
EXXON MOBIL CORP (XOM)	122.000	5,825.70	8,920 64	3,094 94	214 72	2 40
Share Price $73 120; Next Dividend Payable 03/11						
FRANKLIN RESOURCES INC (BEN)	50 000	5,427.21	5,560.50	133 29	50 00	0 89
Share Price $111 210; Next Dividend Payable 01/07/11						
GLAXOSMITHKLINE PLC ADS (GSK)	115.000	4,493 67	4,510.30	16 63	229 89	5 09
Share Price. $39.220, Next Dividend Payable 01/06/11						

CONTINUED

STATEMENT A

MorganStanley
SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HELMERICH & PAYNE (HP) *Share Price $48 480, Next Dividend Payable 03/11*	105 000	4,463 27	5,090.40	627.13	25 20	0 49
ILL TOOL WORKS INC (ITW) *Share Price $53.400; Next Dividend Payable 01/11/11*	130.000	6,219.42	6,942.00	722 58	176 80	2 54
INTEL CORP (INTC) *Share Price $21.030; Next Dividend Payable 03/11*	295 000	6,699.34	6,203.85	(495.49)	185.85	2.99
INTL BUSINESS MACHINES CORP (IBM) *Share Price $146.760, Next Dividend Payable 03/11*	60 000	5,712.15	8,805.60	3,093 45	156 00	1.77
JOHNSON & JOHNSON (JNJ) *Share Price $61.850, Next Dividend Payable 03/11*	90 000	5,744.15	5,566.50	(177.65)	194 40	3.49
MC DONALDS CORP (MCD) *Share Price $76.760; Next Dividend Payable 03/11*	95 000	6,841 85	7,292.20	450 35	231 80	3 17
MICROSOFT CORP (MSFT) *Share Price $27.910; Next Dividend Payable 03/11*	315 000	6,489.21	8,791.65	2,302.44	201.60	2 29
NORFOLK SOUTHERN CORP (NSC) *Share Price $62.820, Next Dividend Payable 03/11*	75 000	4,572.64	4,711 50	138.86	108.00	2.29
OCCIDENTAL PETROLEUM CORP DE (OXY) *Share Price. $98.100; Next Dividend Payable 01/15/11*	50 000	4,088 38	4,905.00	816 62	76 00	1.54
PEPSICO INC NC (PEP) *Share Price. $65.330, Next Dividend Payable 01/03/11*	120 000	6,317 36	7,839.60	1.522 24	230.40	2.93
PRAXAIR INC (PX) *Share Price $95.470, Next Dividend Payable 03/11*	50.000	2,227.00	4,773.50	2,546.50	90 00	1.88
PROCTER & GAMBLE (PG) *Share Price $64 330, Next Dividend Payable 02/11*	120 000	7,330 03	7,719.60	389 57	231 24	2 99
QUALCOMM INC (QCOM) *Share Price $49 490; Next Dividend Payable 03/11*	135 000	5,824 58	6,681.15	856.57	102 60	1.53
ROYAL DUTCH SHELL PLC (RDS'A) *Share Price $66'780*	115 000	6,124.73	7,679.70	1,554 97	328 44	4.27
T ROWE PRICE GROUP INC (TROW) *Share Price. $64.540, Next Dividend Payable 03/11*	85 000	3,361.40	5,485.90	2,124.50	91.80	1 67

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STATEMENT A

MorganStanley
SmithBarney

Holdings

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TARGET CORPORATION (TGT)	135 000	5,765 14	8,117.55	2,352.41	135 00	1 66
Share Price. $60.130; Next Dividend Payable 03/11						
TEXAS INSTRUMENTS (TXN)	270 000	7,237 20	8,775.00	1,537 80	140.40	1 60
Share Price $32.500, Next Dividend Payable 02/11						
TIFFANY & COMPANY NEW (TIF)	45 000	2,273.62	2,802.15	528 53	45 00	1.60
Share Price- $62 270, Next Dividend Payable 01/10/11						
TJX COS INC NEW (TJX)	105 000	2,293.85	4,660.95	2,367.10	63 00	1 35
Share Price. $44 390; Next Dividend Payable 03/11						
UNITED TECHNOLOGIES CORP (UTX)	85 000	5,353 98	6,691.20	1,337.22	144 50	2 15
Share Price $78.720, Next Dividend Payable 03/11						
V F CORPORATION (VFC)	55 000	4,217 99	4,739.90	521.91	138 60	2 92
Share Price. $86.180. Next Dividend Payable 03/11						

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	97.3%	$195,927.95	$236,433.54	$40,505.59	$5,425 44 $0 00	2.29%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$195,927.95	$242,968.15	$40,505.59	$5,426.09 $0.00	2.23%

TOTAL VALUE (includes accrued interest) $242,968.15

	Cost Basis	FMV
Total Stock	$445,847.93	$495,968.60
Total Corporate Bond	$10,012.45	$10,770.90
Total Other Investment	$138,516.96	$128,914.40

SCHEDULE D-1

MorganStanley
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ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
BLACKROCK CORP HIGH YLD FD VI	04/05/10	07/08/10	1,000 000	$10,596 86	$11,339 86	$(743.00)	
CONS EDISON INC (HLDG CO)	05/29/09	01/15/10	300 000	13,402 39	10,781 59	2,620 80	
DUKE ENERGY, CORP HLDING CO	10/12/07	02/19/10	500 000	8,118 75	9,682 46	(1,563 71) A	

CONTINUED

SCHEDULE D-1

MorganStanley
SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

Activity

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	09/16/08	02/19/10	6 000	97.43	107 26	(9 83)	A
	12/16/08	02/19/10	7 000	113 66	103.36	10.30	A
	03/16/09	02/19/10	8 000	129 90	109.36	20 54	A
	06/16/09	02/19/10	8 224	133 54	119 83	13 71	
	09/16/09	02/19/10	8 157	132 45	127 01	5 44	
	11/03/09	02/19/10	462 619	7,511 78	7,499 41	12.37	
	11/03/09	02/22/10	0.381	6 32	6 18	0 14	
EATON VANCE LTD DURATION FD	05/27/03	03/01/10	1,000 000	15,152 83	19,994 18	(4,841.35)	A
	05/27/04	03/01/10	500 000	7,576 42	9,239.05	(1,662 63)	A
	08/17/07	03/01/10	11 000	166 68	179 92	(13 24)	A
	09/20/07	03/01/10	11 000	166 68	180 76	(14 08)	A
	10/18/07	03/01/10	11.000	166 68	178 24	(11 56)	A
	11/20/07	03/01/10	12 000	181 83	180 89	0 94	A
	11/30/07	03/01/10	500 000	7,576 42	7,802 72	(226 30)	A
	12/19/07	03/01/10	17.000	257 60	253 42	4 18	A
	01/07/08	03/01/10	16.000	242 45	250.01	(7 56)	A
	02/19/08	03/01/10	17 000	257 60	247 47	10 13	A
	03/19/08	03/01/10	18 000	272.75	254 57	18 18	A
	04/17/08	03/01/10	17.000	257 60	255.45	2 15	A
	05/19/08	03/01/10	16 000	242.45	244 62	(2 17)	A
	06/18/08	03/01/10	17 000	257 60	254 97	2 63	A
	07/17/08	03/01/10	18.000	272.75	255.43	17 32	A
	08/18/08	03/01/10	18 000	272.75	248 04	24 71	A
	09/18/08	03/01/10	21 000	318 21	263 37	54 84	A
	10/17/08	03/01/10	24 000	363 67	257.78	105 89	A
	11/19/08	03/01/10	28 000	424.28	236 62	187 66	A
	12/17/08	03/01/10	25.000	378 82	237.32	141 50	A
	01/20/09	03/01/10	22 000	333.36	240 92	92 44	A
	02/18/09	03/01/10	24 000	363.67	247 63	116 04	A
	03/18/09	03/01/10	24 000	363 67	249 85	113 82	A
	04/20/09	03/01/10	22 890	346.85	256 35	90.50	
	05/18/09	03/01/10	22 024	333 73	258 83	74 90	
	06/17/09	03/01/10	20 682	313 39	261.21	52 18	
	07/17/09	03/01/10	20 205	306.16	263.45	42 71	
	08/19/09	03/01/10	19.808	300.15	265 64	34 51	
	09/17/09	03/01/10	18 792	284 75	267.78	16 97	
	10/19/09	03/01/10	18 599	281 83	268 18	13 65	
	10/19/09	03/02/10	0 114	1 75	1.64	0 11	

CONTINUED

SCHEDULE D-1

MorganStanley
SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

Activity

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
FRANKLIN TEMPLETON LTD DUR	11/16/09	03/25/10	1,800 000	23,527 90	20,416.30	3,111 60	
GEN ELEC CAP CRP 5 000 12-01-10	05/05/09	12/01/10	10,000 000	10,000.00	10,000.00	0 00	
ING PRIME RATE TRUST	08/10/09	01/22/10	4,000 000	22,504 75	19,318 90	3,185 85	
MFS CHARTER INCOME TR SBI	04/07/10	09/07/10	2,300 000	21,777.12	22,051.16	(274 04)	
NUVEEN FLOAT RATE INCM FUND	12/03/07	04/07/10	20.000	235 94	234.00	1 94	A
	01/22/10	04/07/10	2,000 000	23,593 93	21,970.68	1,623 25	
NUVEEN QUAL PFD INC FD	08/23/06	04/29/10	581 000	4,100.61	8,273 76	(4,173 15)	A
	09/04/07	04/29/10	13 000	91 75	160 17	(68.42)	A
	10/01/07	04/29/10	13 000	91 75	157 24	(65 49)	A
	11/01/07	04/29/10	14 000	98 81	163 08	(64 27)	A
	11/30/07	04/29/10	700 000	4,940.49	7,905 44	(2,964 95)	A
	12/03/07	04/29/10	14 000	98 81	158 06	(59 25)	A
	12/31/07	04/29/10	21 000	148 21	217.21	(69 00)	A
	02/01/08	04/29/10	18 000	127 04	218 70	(91 66)	A
	03/03/08	04/29/10	20 000	141 16	223.58	(82.42)	A
	04/01/08	04/29/10	20 000	141 16	208 57	(67 41)	A
	05/01/08	04/29/10	19 000	134.10	208.04	(73 94)	A
	06/02/08	04/29/10	20 000	141 16	217 01	(75.85)	A
	07/01/08	04/29/10	23 000	162 33	221 61	(59 28)	A
	08/01/08	04/29/10	24 000	169 39	217.76	(48 37)	A
	09/02/08	04/29/10	24 000	169 39	217 20	(47.81)	A
	10/01/08	04/29/10	21 000	148 21	112 44	35 77	A
	11/03/08	04/29/10	21 000	148 21	106.18	42 03	A
	12/01/08	04/29/10	25 000	176.45	105 07	71 38	A
	12/31/08	04/29/10	23 000	162 33	101 29	61 04	A
	02/02/09	04/29/10	21 000	148 21	102 48	45 73	A
	03/02/09	04/29/10	29 000	204 68	106 01	98 67	A
	04/01/09	04/29/10	25 000	176 45	96 50	79 95	A
	05/01/09	04/29/10	20 627	145 58	87 41	58 17	
	06/01/09	04/29/10	17 132	120 92	88 73	32.19	
	07/01/09	04/29/10	16 640	117 44	89.79	27 65	
	07/31/09	04/29/10	256 601	1,811 05	1,574 49	236.56	
	07/31/09	08/09/10	2,743 399	21,163.76	16,833 33	4,330 43	
	08/03/09	08/09/10	15 045	116 06	90 66	25.40	
	09/01/09	08/09/10	39.743	306 59	247 44	59 15	
	10/01/09	08/09/10	35.076	270.59	230 31	40 28	
	11/02/09	08/09/10	35 737	275 69	226.79	48 90	
	11/02/09	08/10/10	0 821	6 46	5 21	1 25	

CONTINUED

SCHEDULE D-1

MorganStanley SmithBarney

Activity

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
PROVIDENT ENERGY TRUST UNIT	08/11/10	10/13/10	2,000.000	15,376 34	13,399 23	1,977 11	
ROYAL DUTCH SHELL PLC	09/07/10	12/17/10		31 85	0 00	31 85	Cash in Lieu
UNILEVER PLC (NEW) ADS	05/29/09	04/13/10	400 000	11,816.83	9,578.80	2,238 03	
UNIT CLAY DG CANADIAN ENERGY13	09/11/08	01/12/10	4,714.000	665 62	665 62	0 00 A	
	10/25/08	01/12/10	54 000	7.62	7 62	0 00 A	
	11/25/08	01/12/10	59.000	8 33	8 33	0 00 A	
	12/25/08	01/12/10	72 000	10 17	10 17	0 00 A	
	12/26/08	01/12/10	34 000	4.80	4 80	0.00 A	
	01/25/09	01/12/10	62 000	8.75	8 75	0 00 A	
	02/25/09	01/12/10	58 000	8 19	8 19	0 00 A	
	03/25/09	01/12/10	47 000	6.64	6 64	0 00 A	
	04/25/09	01/12/10	35.000	4.94	4.94	0.00	
	05/25/09	01/12/10	29.000	4 09	4 09	0.00	
	06/25/09	01/12/10	42.000	5 93	5 93	0.00	
	07/25/09	01/12/10	31.000	4.38	4 38	0.00	
	08/25/09	01/12/10	30 000	4 24	4 24	0 00	
	09/25/09	01/12/10	28.000	3 95	3 95	0.00	
	10/25/09	01/12/10	32 000	4 52	4 52	0 00	
	11/25/09	01/12/10	26 000	3 67	3 67	0 00	
	12/25/09	01/12/10	28.000	647.47	647.47	0 00	

CONTINUED

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SCHEDULE D-1

MorganStanley
SmithBarney

Activity

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	09/11/08	08/25/10	4,714 000	154 15	154 15	0 00	A
	10/25/08	08/25/10	54 000	1 77	1.77	0 00	A
	11/25/08	08/25/10	59 000	1 93	1 93	0 00	A
	12/25/08	08/25/10	72 000	2 35	2 35	0 00	A
	12/26/08	08/25/10	34 000	1 11	1 11	0 00	A
	01/25/09	08/25/10	62 000	2 03	2 03	0 00	A
	02/25/09	08/25/10	58 000	1.90	1 90	0 00	A
	03/25/09	08/25/10	47 000	1 54	1 54	0 00	A
	04/25/09	08/25/10	35.000	1.14	1 14	0 00	A
	05/25/09	08/25/10	29 000	0 95	0 95	0 00	
	06/25/09	08/25/10	42.000	1 37	1 37	0 00	
	07/25/09	08/25/10	31 000	1 01	1.01	0 00	
	08/25/09	08/25/10	30 000	0 98	0 98	0 00	
	09/25/09	08/25/10	28.000	0 92	0 92	0.00	
	10/25/09	08/25/10	32 000	1 05	1 05	0.00	
	11/25/09	08/25/10	26 000	0.85	0 85	0 00	
	12/25/09	08/25/10	28 000	0.92	0 92	0 00	
	01/12/10	08/25/10	106 000	3 47	3 47	0 00	
	01/25/10	08/25/10	116 000	3 79	3 79	0 00	
	02/25/10	08/25/10	24 000	0 78	0 78	0 00	
	03/25/10	08/25/10	7.000	0 23	0 23	0 00	
	04/25/10	08/25/10	24 000	0 78	0 78	0 00	
	05/25/10	08/25/10	31.000	1 01	1 01	0 00	
	06/25/10	08/25/10	27 000	0 88	0 88	0 00	
	07/25/10	08/25/10	25 000	0 82	0 82	0 00	
	09/11/08	09/23/10	3,700 000	25,319 47	30,153 62	(4,834 15)	A
	09/11/08	10/25/10	1,014 000	7,383 34	8,263.36	(880 02)	A
	10/25/08	10/25/10	54.000	393 20	250 38	142 82	A
	11/25/08	10/25/10	59 000	429 60	223 66	205.94	A
	12/25/08	10/25/10	72 000	524 26	271 33	252.93	A
	12/26/08	10/25/10	34 000	247 57	128 14	119 43	A
	01/25/09	10/25/10	62 000	451 45	247 02	204 43	A
	02/25/09	10/25/10	58 000	422.32	180 47	241 85	A
	03/25/09	10/25/10	47 000	342 23	157.69	184 54	A
	04/25/09	10/25/10	35 000	254 85	129 99	124 86	
	05/25/09	10/25/10	29 000	211 16	130 40	80 76	
	06/25/09	10/25/10	42 000	305 82	180 16	125 66	
	07/25/09	10/25/10	31.000	225 72	147.32	78.40	

CONTINUED

SCHEDULE D-1

MorganStanley
SmithBarney

Activity

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	08/25/09	10/25/10	30 000	218 44	150 99	67 45	
	09/25/09	10/25/10	28 000	203.88	159 13	44.75	
	10/25/09	10/25/10	32 000	233 00	199.44	33 56	
	11/25/09	10/25/10	26,000	189 32	156 18	33 14	
	12/25/09	10/25/10	28 000	203 88	179 86	24.02	
	01/12/10	10/25/10	106.000	771 83	754 80	17.03	
	01/25/10	10/25/10	116 000	844 64	806.24	38 40	
	02/25/10	10/25/10	24 000	174 75	170 02	4 73	
	03/25/10	10/25/10	7 000	50 97	49 94	1 03	
	04/25/10	10/25/10	24 000	174 75	175 79	(1 04)	
	05/25/10	10/25/10	31 000	225 72	189.78	35 94	
	06/25/10	10/25/10	27 000	196 60	185 09	11 51	
	07/25/10	10/25/10	25.000	182 04	165 16	16 88	
	08/25/10	10/25/10	55 000	400 48	361 08	39 40	
	09/25/10	10/25/10	24 000	174 75	165 25	9 50	
WESTERN ASSET EMERG MKTS FD	02/19/10	12/21/10	200.000	3,428.66	3,544 37	(115 71)	
WESTERN ASSET MNGD HIGH INC FD	02/18/04	06/14/10	1,750 000	10,337 07	12,704 41	(2,367.34)	A
	02/07/06	06/14/10	1,250 000	7,383.62	7,755 70	(372.08)	A
	02/07/06	07/23/10	250 000	1,536.36	1,551.14	(14 78)	A
	08/31/07	07/23/10	23 000	141.35	140 91	0 44	A
	09/28/07	07/23/10	23.000	141 35	145 09	(3.74)	A
	10/18/07	07/23/10	999.000	6,139 31	6,324.14	(184 83)	A
	10/18/07	08/02/10	1 000	6 17	6 33	(0.16)	A
	10/26/07	08/02/10	24 000	147.98	146.81	1.17	A
	11/30/07	08/02/10	33.000	203 47	191 57	11 90	A
	12/28/07	08/02/10	33.000	203 47	191 38	12 09	A
	01/25/08	08/02/10	34.000	209 63	195.00	14 63	A
	02/29/08	08/02/10	34 000	209 63	193 42	16 21	A
	03/28/08	08/02/10	36 000	221 97	200 67	21 30	A
	04/25/08	08/02/10	34.000	209 63	204 44	5 19	A
	05/30/08	08/02/10	33.000	203 47	208 08	(4.61)	A
	06/27/08	08/02/10	34.000	209 63	204 50	5 13	A
	07/25/08	08/02/10	37 000	228 13	209 13	19 00	A
	08/15/08	08/02/10	1,000 000	6,165 73	5,542.43	623 30	A
	08/29/08	08/02/10	46 000	283 62	256 22	27 40	A
	09/26/08	08/02/10	53.000	326 78	263 38	63 40	A
	10/31/08	08/02/10	63 000	388 44	268.59	119.85	A
	11/28/08	08/02/10	69 000	425 44	271.27	154 17	A

CONTINUED

SCHEDULE D-1

MorganStanley
SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

Activity

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	12/26/08	08/02/10	68 000	419 27	272.68	146 59	A
	01/30/09	08/02/10	65.000	400 77	274.95	125 82	A
	02/27/09	08/02/10	68 000	419 27	279 99	139 28	A
	04/24/09	08/02/10	64 163	395 61	284 82	110 79	
	05/29/09	08/02/10	60 344	372.06	287 84	84 22	
	06/26/09	08/02/10	61 871	381.48	309 23	72 25	
	07/31/09	08/02/10	61 143	376 99	312.32	64.67	
	08/28/09	08/02/10	57 479	354 40	312 00	42 40	
	08/28/09	08/03/10	0 623	3 92	3.38	0.54	
Net Realized Gain/(Loss) This Period				$13,460.51	$13,544.37	$(83 86)	
Net Realized Gain/(Loss) Year to Date				$327,623.68	$328,396.74	$(773 06)	

Gain/loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain/loss section of the disclosures for important information about gain/loss reporting
From January through September, realized gain/loss information will be shown only for trades settling in the current month, and/or certain adjustments (to previously closed lots) made in the current month From October through December, in order to provide information for year-end investment planning, complete year to date realized gain/loss detail will be displayed for trades settling through the last business day of the year

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

MERI MABEN

	Proceeds	Cost Basis	Gain/Loss
Short Term	$163,814.05	$148,855.57	$14,958.48
Long Term	$163,809.63	$179,541.17	$(15,731.54)
Total	$327,623.68	$328,396.74	$(773.06)

SCHEDULE D-2

MorganStanley
SmithBarney

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
3M COMPANY	10/26/07	09/17/10	25 000	$2,137.71	$2,153 51	$(15 80)	A
ABBOTT LABORATORIES	12/09/04	11/24/10	75 000	3,531 96	3,273 00	258.96	A
	10/06/09	11/24/10	35 000	1,648 25	1,762.25	(114 00)	
AVON PRODUCTS INC	02/24/10	12/17/10	145 000	4,177 68	4,426.59	(248.91)	
	06/02/10	12/17/10	60 000	1,728 70	1,537.46	191 24	
CATERPILLAR INC	06/18/10	10/18/10	25 000	2,009.04	1,631 35	377 69	
CHARLES SCHWAB NEW	06/03/09	11/08/10	165 000	2,620 25	2,979.75	(359 50)	
	07/31/09	11/08/10	65 000	1,032 22	1,160 71	(128 49)	
	05/20/10	11/08/10	130 000	2,064 44	2,158 75	(94 31)	
CHEVRON CORP	12/09/04	06/18/10	75.000	5,660 37	3,919 50	1,740 87	A
	10/26/09	06/18/10	10 000	754 72	780.91	(26 19)	
DANAHER CORP	10/17/08	08/05/10	60.000	2,368 86	1,702 70	666.16	A
DARDEN RESTAURANTS	08/21/09	07/07/10	50 000	1,855 98	1,666 55	189 43	
	08/21/09	09/24/10	45 000	1,952 64	1,499 90	452 74	
	09/10/09	09/24/10	60 000	2,603 51	2,079 55	523 96	
DENTSPLY INTERNATIONAL INC	11/12/08	11/08/10	100.000	3,148.24	2,944 81	203.43	A
	02/19/09	11/08/10	30.000	944.47	783 30	161 17	A
FPL GROUP INC	09/16/08	01/15/10	90 000	4,497.54	4,783.16	(285 62)	A

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SCHEDULE D-2

MorganStanley
SmithBarney

Activity

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
HUDSON CITY BANCORP INC	05/26/09	07/08/10	300.000	3,709 76	3,650 52	59 24	
INTL BUSINESS MACHINES CORP	07/23/02	02/01/10	10 000	1,239.40	690 50	548 90	A
JOHNSON & JOHNSON	01/06/04	07/28/10	25.000	1,444 26	1,291 75	152.51	A
	02/25/99	07/28/10	10 000	577.70	422 19	155 51	A
MARRIOTT INTL INC NEW CL A	08/21/09	03/04/10	85 000	2,286 99	2,107 39	179.60	
	09/10/09	03/04/10	94 000	2,529 15	2,228.49	300 66	
	09/10/09	04/26/10	1 000	37.81	23.71	14 10	
MAXIM INTEGRATED PRODUCTS INC	07/21/09	06/02/10	205.000	3,618.14	3,503.78	114 36	
MEDTRONIC INC	06/06/08	08/27/10	40 000	1,297 51	2,041.72	(744 21)	A
	09/16/08	08/27/10	60 000	1,946 26	3 216 23	(1,269 97)	A
MICROCHIP TECHNOLOGY INC	11/14/06	02/16/10	120.000	3,248.89	4,141 24	(892 35)	A
	05/26/09	02/16/10	55 000	1,489.08	1,195 59	293.49	
NORFOLK SOUTHERN CORP	05/26/09	02/01/10	50 000	2,406.18	1,836.90	569 28	
NUCOR CORPORATION	07/31/09	11/24/10	50 000	1,882 96	2,231 25	(348 29)	
	09/10/09	11/24/10	45 000	1,694 66	2,083.24	(388.58)	
	11/24/09	11/24/10	25 000	941.48	1,044 06	(102 58)	
PHILIP MORRIS INTL INC	03/10/08	04/29/10	70 000	3,460 04	3,656 03	(195 99)	A
	10/17/08	04/29/10	45 000	2,224 31	1,949 22	275 09	A
	11/24/09	04/29/10	20 000	988 58	1,009.16	(20 58)	
PRAXAIR INC	12/09/04	09/17/10	20 000	1,767.80	890 80	877 00	A
QEP RESOURCES INC	05/26/09	08/27/10	120.000	3,641 07	2,708.76	932.31	
QUESTAR CORP	05/26/09	12/17/10	120 000	2,076 33	1,309 75	766.58	
TEVA PHARMACEUTICALS ADR	08/23/06	06/02/10	50 000	2,677 07	1,732 02	945 05	A
TOTAL FINA ELF SA	08/10/05	02/19/10	70 000	4,091 08	4,532.88	(441 80)	A
WAL MART STORES INC	03/10/08	02/24/10	40.000	2,149.57	1,981.95	167 62	A
	03/10/08	05/20/10	50.000	3,116 76	2,972 93	143 83	A
	08/21/09	05/20/10	20 000	1,038.92	1,030 82	8 10	

Security Mark at Right

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SCHEDULE D-2

MorganStanley
SmithBarney

Activity

ELLA GAYLE HAMLIN FOUNDATION INC.
EIN: 13-3106723

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	$7,982.71	$7,273.80	$708.91
Net Realized Gain/(Loss) Year to Date	$102,318 34	$96,726.63	$5,591.71

Gain/loss information is provided for informational purposes only and should not be used for tax preparation Please refer to the gain/loss section of the disclosures for important information about gain/loss reporting
From January through September, realized gain/loss information will be shown only for trades settling in the current month, and/or certain adjustments (to previously closed lots) made in the current month From October through December, in order to provide information for year-end investment planning, complete year to date realized gain/loss detail will be displayed for trades settling through the last business day of the year.

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

MERI MABEN

	Proceeds	Cost Basis	Gain/Loss
Short Term	$26,070.91	$24,514.96	$1,555.95
Long Term	$76,247.43	$72,211.67	$4,035.76
Total	$102,318.34	$96,726.63	$5,591.71

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Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

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

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

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

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

Type or print	Name of exempt organization	Employer identification number
	ELLA GAYLE HAMLIN FOUNDATION, INC. C/O ROBERT LEWIS	13-3106723
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 28 PASEO DEL COYOTE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SANTE FE, NM 87506	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ PATRICIA LEWIS
  28 PASEO DEL COYOTE - SANTA FE, NM 87506
  Telephone No ▶ (505)982-2503 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______ , and ending ______

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 400.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 400.

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

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2011)

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01-03-11