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Return of Private Foundation

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

2010

Department of the Treasury
Internal Revenue Service

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

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

HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST

A Employer identification number

54-6402636

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

1802 BAYBERRY COURT

Room/suite

401

B Telephone number

(804) 285-7700

City or town, state, and ZIP code

RICHMOND, VA 23226

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 899,963. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash ☐ Accrual☐ Other (specify)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 ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

19,180.

N/A

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

20,521.

20,521.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

42,561.

b Gross sales price for all assets on line 6a

72,714.

7 Capital gain net income (from Part IV, line 2)

42,561.

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

97.

0.

STATEMENT 2

12 Total Add lines 1 through 11

82,359.

63,082.

13 Compensation of officers, directors, trustees, etc.

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 3

1,423.

0.

0.

c Other professional fees

STMT 4

10.

0.

0.

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative

expenses. Add lines 13 through 23

1,433.

0.

0.

25 Contributions, gifts, grants paid

36,849.

36,849.

26 Total expenses and disbursements.

Add lines 24 and 25

38,282.

0.

36,849.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

44,077.

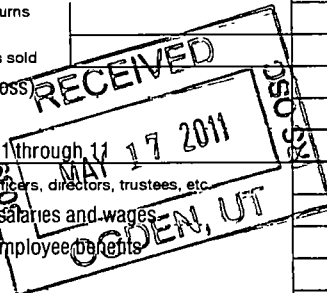
b Net investment income (if negative, enter -0-)

63,082.

c Adjusted net income (if negative, enter -0-)

N/A

SCANNED MAY 25 2011



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**HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST**

54-6402636

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	4,791.	6,107.	6,107.
	2 Savings and temporary cash investments	39,168.	51,963.	51,963.
	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 5	476,294.	506,260.	841,893.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	520,253.	564,330.	899,963.	
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 ▶ <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	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	520,253.	564,330.		
30 Total net assets or fund balances	520,253.	564,330.		
31 Total liabilities and net assets/fund balances	520,253.	564,330.		

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	520,253.
2 Enter amount from Part I, line 27a	2	44,077.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	564,330.
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	564,330.

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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 (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 ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b WORLDCOM SECURITIES LITIGATION	P		04/06/10
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 72,674.		30,153.	42,521.
b 40.			40.
c			
d			
e			

(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			42,521.
b			40.
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	42,561.
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	39,988.	733,650.	.054506
2008	43,947.	834,171.	.052683
2007	45,041.	944,816.	.047672
2006	43,165.	870,545.	.049584
2005	41,325.	859,348.	.048089

2 Total of line 1, column (d)	2	.252534
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	.050507
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	806,697.
5 Multiply line 4 by line 3	5	40,744.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	631.
7 Add lines 5 and 6	7	41,375.
8 Enter qualifying distributions from Part XII, line 4	8	36,849.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,262.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,262.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,262.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
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		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		1,262.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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.		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>VA</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	X	
14	The books are in care of ► BRYAN BROTHERS, INC. Telephone no. ► (804) 285-7700 Located at ► 1802 BAYBERRY CT, SUITE 401, RICHMOND, VA ZIP+4 ► 23226			
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 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? 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 ►	16	Yes	No 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 type="checkbox"/> Yes <input checked="" 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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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 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

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?

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

6b

X

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
JAMES C. HAMILTON	TRUSTEE			
5 JOHN CHRISTOPHER COURT				
RICHMOND, VA 23226	0.00	0.	0.	0.
HELEN H. HAMILTON	TRUSTEE			
5 JOHN CHRISTOPHER COURT				
RICHMOND, VA 23226	0.00	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

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."

[illegible]

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

0

Total number of others receiving over \$5,000 for professional services	
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

Describe the two largest program-related investments made by the foundation during the tax year ending 7/1/2014.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	745,657.
b	Average of monthly cash balances	1b	73,325.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	818,982.
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	818,982.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,285.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	806,697.
6	Minimum investment return. Enter 5% of line 5	6	40,335.

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	40,335.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,262.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,262.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,073.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,073.
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	39,073.

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	36,849.
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	36,849.
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	36,849.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				39,073.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			36,401.	
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: ▶ \$ 36,849.				
a Applied to 2009, but not more than line 2a			36,401.	
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				448.
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				38,625.
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				

CHARITABLE TRUST

Page 10

N/A

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

☐ 4942(i)(3) or ☐ 4942(i)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- SEE STATEMENT 6

- NONE

Check here ☐ 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.

- JAMES C. OR HELEN H. HAMILTON, 804-285-7700**
1802 BAYBERRY COURT, STE 401, RICHMOND, VA 23226

- NO SPECIAL FORM

- NONE

- TAX EXEMPT ENTITIES ONLY

**HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST****Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED				36,849.
Total			▶ 3a	36,849.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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						20,521.
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						42,561.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue.						
a 2009 FORM 990-PF						97.
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		0.		63,179.
13 Total. Add line 12, columns (b), (d), and (e)					13	63,179.

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

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

[illegible]

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

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

**HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST**

Employer identification number

54-6402636

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST

Employer identification number

54-6402636

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HELEN H. HAMILTON 1802 BAYBERRY COURT, SUITE 401 RICHMOND, VA 23226	\$ 19,180.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST

54-6402636

Part II Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

**HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST**

54-6402636

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE		GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
THRU: DAVENPORT & CO		20,521.	0.	20,521.	
TOTAL TO FM 990-PF, PART I, LN 4		20,521.	0.	20,521.	

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
2009 FORM 990-PF		97.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11		97.	0.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX & ACCOUNTING FEES		1,423.	0.		0.
TO FORM 990-PF, PG 1, LN 16B		1,423.	0.		0.

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES		10.	0.		0.
TO FORM 990-PF, PG 1, LN 16C		10.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK	506,260.	841,893.
TOTAL TO FORM 990-PF, PART II, LINE 10B	506,260.	841,893.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	6
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NAME OF MANAGER

JAMES C. HAMILTON
HELEN H. HAMILTON

HAMILTON FAMILY FOUNDATION
REALIZED CAPITAL GAINS AND LOSSES
FOR PERIOD BEGINNING 01/01/10 AND ENDING 12/31/10

NO OF SHARES OR FACE VALUE		PURCHASES		SALES		REALIZED	
OF BONDS	SECURITY	DATE	AMOUNT	DATE	AMOUNT	SHORT-TERM GAIN/LOSS	LONG-TERM GAIN/LOSS
40 0000	FACET BIOTECH CORPORATION	12/19/08	614 80	04/21/10	1,080 00	0 00	465 20
20 0000	FACET BIOTECH CORPORATION	12/19/08	307 40	04/21/10	540 00	0 00	232 60
40 0000	FACET BIOTECH CORPORATION	12/19/08	614 80	04/21/10	1,080 00	0 00	465 20
40 0000	FACET BIOTECH CORPORATION	12/19/08	614 80	04/21/10	1,080 00	0 00	465.20
60 0000	FACET BIOTECH CORPORATION	12/19/08	922 20	04/21/10	1,620 00	0 00	697 80
100 0000	FACET BIOTECH CORPORATION	12/19/08	1,537 00	04/21/10	2,700 00	0 00	1,163 00
3,500 0000	MEDIA GENERAL INC CLASS A	10/21/78	19,179 65	04/21/10	42,612 27	0 00	23,432 62
0 0400	FRONTIER COMMUNICATIONS INC	11/23/05	0 33	07/16/10	0 28	0 00	-0 05
0 0200	FRONTIER COMMUNICATIONS INC	12/06/06	0 19	07/16/10	0 14	0 00	-0 05
300.0000	GENZYME CORPORATION	03/25/98	4,895 90	10/06/10	21,116 78	0 00	16,220 88
3 0600	GENZYME CORPORATION	12/11/96	267 68	10/06/10	215 39	0 00	-52 29
1.8400	GENZYME CORPORATION	03/25/98	227 95	10/06/10	129.51	0 00	-98 44
1 2300	GENZYME CORPORATION	06/05/98	119 04	10/06/10	86 58	0 00	-32 46
2 6700	GENZYME CORPORATION	12/11/96	246 53	10/06/10	187.94	0 00	-58 59
1 5800	GENZYME CORPORATION	03/25/98	206.98	10/06/10	111 21	0 00	-95 77
1 0700	GENZYME CORPORATION	06/05/98	109 60	10/06/10	75 32	0 00	-34 28
0.2500	GENZYME CORPORATION	12/11/96	137 71	10/06/10	17 60	0 00	-120 11
0.3000	GENZYME CORPORATION	02/11/98	150.51	10/06/10	21 12	0 00	-129 39
LONG AND SHORT-TERM TOTALS			<u>30,153.07</u>		<u>72,674.14</u>	<u>0 00</u>	<u>42,521 07</u>
TOTAL		SHORT TERM	0 00		0.00		
		LONG TERM	30,153 07		72,674 14		

HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2010 THRU DECEMBER 31, 2010

A Grace Place Adult Care Center (General Operations)	Richmond, Virginia	\$	100.00
Achievement Centers for Children & Families (General Operations)	Delray Beach, Florida	\$	150.00
Alliance to Conserve Old Richmond Neighborhoods (General Operations)	Richmond, Virginia	\$	150.00
American Red Cross (General Operations)	Richmond, Virginia	\$	200.00
Better Housing Coalition (General Operations)	Richmond, Virginia	\$	650.00
CARITAS (General Operations)	Richmond, Virginia	\$	200.00
Central Virginia Food Bank (General Operations)	Richmond, Virginia	\$	125.00
Charity Family Life (General Operations)	Richmond, Virginia	\$	150.00
ChildFund International (General Operations)	Richmond, Virginia	\$	473.50
Children's Hospital Foundation (General Operations)	Richmond, Virginia	\$	350.00
Children's Museum of Richmond (General Operations)	Richmond, Virginia	\$	150.00
CRC Recovery Foundation, Inc. (General Operations)	Delray Beach, Florida	\$	225.00
Cross Over Ministry, Inc. (General Operations)	Richmond, Virginia	\$	150.00
Cure Alzheimer's Fund (General Operations)	Wellesley Hills, Massachusetts	\$	250.00
Elk Hill (General Operations)	Goochland, Virginia	\$	250.00
Fishers Island Community Center (General Operations)	Fishers Island, New York	\$	250.00
Fishers Island Conservancy (General Operations)	Fishers Island, New York	\$	150.00
Fishers Island Fire Department (General Operations)	Fishers Island, New York	\$	350.00
Fishers Island Library Association (General Operations)	Fishers Island, New York	\$	75.00

HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2010 THRU DECEMBER 31, 2010

Florida Coalition for Preservation, Inc. (General Operations)	Delray Beach, Florida	\$ 125.00
Friends of Bryan Park (General Operations)	Richmond, Virginia	\$ 500.00
Friends of Hollywood Cemetary (General Operations)	Richmond, Virginia	\$ 100.00
Gateway Homes Inc. (General Operations)	Richmond, Virginia	\$ 150.00
Goochland Free Clinic & Family Services (General Operations)	Goochland, Virginia	\$ 50.00
Henry L. Ferguson Museum (General Operations)	Fishers Island, New York	\$ 250.00
Historic Richmond Foundation (General Operations)	Richmond, Virginia	\$ 750.00
Hospital Hospitality House (General Operations)	Richmond, Virginia	\$ 100.00
Island Health Project (General Operations)	Fishers Island, New York	\$ 400.00
Island People's Project (General Operations)	Fishers Island, New York	\$ 125.00
Instructive Visiting Nurse Association (IVNA) (General Operations)	Richmond, Virginia	\$ 200.00
Lawrence & Memorial Hospital (General Operations)	New London, Connecticut	\$ 500.00
Lewis Ginter Botanical Garden (General Operations)	Richmond, Virginia	\$ 600.00
Massey Cancer Center (General Operations)	Richmond, Virginia	\$ 1,900.00
Maymont Foundation (General Operations)	Richmond, Virginia	\$ 1,200.00
Meals on Wheels (General Operations)	Richmond, Virginia	\$ 250.00
Montpelier Foundation (General Operations)	Orange, Virginia	\$ 150.00
Museum of the Confederacy (General Operations)	Richmond, Virginia	\$ 550.00
National Society of the Colonial Dames of America In The Commonwealth of Virginia (General Operations)	Richmond, Virginia	\$ 125.00

HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2010 THRU DECEMBER 31, 2010

National Trust for Historic Preservation (General Operations)	Washington, DC	\$ 100.00
New Community School (General Operations)	Richmond, Virginia	\$ 200.00
Preservation Virginia (General Operations)	Richmond, Virginia	\$ 550.00
Richmond Ballet (General Operations)	Richmond, Virginia	\$ 350.00
Richmond Christmas Mother Fund (General Operations)	Richmond, Virginia	\$ 300.00
Richmond Public Library Foundation (General Operations)	Richmond, Virginia	\$ 100.00
Richmond SPCA (General Operations)	Richmond, Virginia	\$ 100.00
Richmond Symphony (General Operations)	Richmond, Virginia	\$ 350.00
Salvation Army (General Operations)	Richmond, Virginia	\$ 350.00
Scenic Virginia (General Operations)	Richmond, Virginia	\$ 125.00
Science Museum of Virginia Foundation (General Operations)	Richmond, Virginia	\$ 300.00
Sheltering Arms Physical Rehabilitation Centers (General Operations)	Richmond, Virginia	\$ 475.00
Smith College (Smith Fund)	Northampton, Massachusetts	\$ 700.00
Special Olympics (General Operations)	Richmond, Virginia	\$ 50.00
St. Catherine's School Foundation (General Operations)	Richmond, Virginia	\$ 2,400.00
(Faculty Endowment)	Richmond, Virginia	\$ 1,000.00
St. John's Church (General Operations)	Fisher Island, New York	\$ 200.00
St. Joseph's Villa (General Operations)	Richmond, Virginia	\$ 600.00
St. Mary's Episcopal Church (General Operations)	Richmond, Virginia	\$ 1,800.00
(Altar Guild)	Richmond, Virginia	\$ 25.00
St. Paul's Episcopal Church (Paul's Place)	Delray Beach, Florida	\$ 150.00

HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2010 THRU DECEMBER 31, 2010

St. Timothy's School (General Operations)	Stevenson, Maryland	\$ 2,500.00
Stratford Hall Plantation Robert E. Lee Memorial Association (General Operations)	Stratford, Virginia	\$ 650.00
The Virginia Home (General Operations)	Richmond, Virginia	\$ 1,400.00
Thomas Jefferson's Poplar Forest (General Operations)	Forest, Virginia	\$ 250.00
United Way Greater Richmond/Petersburg (Community Action Fund)	Richmond, Virginia	\$ 2,100.00
Valentine Richmond History Center (General Operations)	Richmond, Virginia	\$ 600.00
(Book on Hollywood Cemetary)	Richmond, Virginia	\$ 250.00
Virginia Historical Society (General Operations)	Richmond, Virginia	\$ 1,500.00
Virginia Home for Boys & Girls (General Operations)	Richmond, Virginia	\$ 100.00
Virginia Museum of Fine Arts Fund (General Operations)	Richmond, Virginia	\$ 2,500.00
Virginia Theological Seminary (General Operations)	Alexandria, Virginia	\$ 100.00
Wayside House Inc. (General Operations)	Delray Beach, Florida	\$ 250.00
Westminster Canterbury Foundation (General Operations)	Richmond, Virginia	\$ 1,400.00
William Byrd Community House (General Operations)	Richmond, Virginia	\$ 600.00
		<u>\$ 36,848.50</u>