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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

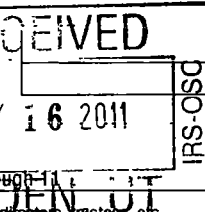
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation THE HAMILTON FOUNDATION, INC.		A Employer identification number 58-2270793
Number and street (or P.O. box number if mail is not delivered to street address) 2870 PEACHTREE ROAD PMB 424	Room/suite	B Telephone number 404-264-8686
City or town, state, and ZIP code ATLANTA, GA 30305		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 354,298. (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,252.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		4,050.	4,050.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<16,174.>			
b Gross sales price for all assets on line 6a	276,407.				
7 Capital gain net income (from Part IV, line 2)			0.		
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)		<386.>	0.		STATEMENT 2
11 Other income		<10,258.>	4,050.		
12 Total. Add lines 1 through 11		0.	0.		0.
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	1,240.	310.		0.
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	73.	6.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		983.	0.		0.
22 Printing and publications					
23 Other expenses	STMT 5	10.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		2,306.	316.		0.
25 Contributions, gifts, grants paid		21,500.			21,500.
26 Total expenses and disbursements. Add lines 24 and 25		23,806.	316.		21,500.
27 Subtract line 26 from line 12		<34,064.>			
a Excess of revenue over expenses and disbursements			3,734.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 17 2011
Revenue

Operating and Administrative Expenses



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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,367.	3,367.	3,367.
	2 Savings and temporary cash investments	6,696.	14,710.	14,710.
	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	733.	696.	696.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	281,256.	239,700.	335,525.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	485.			
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	292,537.	258,473.	354,298.	
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	292,537.	258,473.	
	30 Total net assets or fund balances	292,537.	258,473.	
31 Total liabilities and net assets/fund balances	292,537.	258,473.		

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	292,537.
2 Enter amount from Part I, line 27a	2	<34,064.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	258,473.
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	258,473.

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 SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
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 186,660.		187,025.	<365.>
b 89,747.		105,556.	<15,809.>
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<365.>
b			<15,809.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <16,174.> </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 N/A </div> </div>

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	20,464.	251,468.	.081378
2008	19,500.	422,517.	.046152
2007	24,437.	498,011.	.049069
2006	19,000.	444,493.	.042745
2005	16,308.	361,261.	.045142

2 Total of line 1, column (d)	2 .264486
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 .052897
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4 303,715.
5 Multiply line 4 by line 3	5 16,066.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 37.
7 Add lines 5 and 6	7 16,103.
8 Enter qualifying distributions from Part XII, line 4 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	8 21,500.

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	37.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	37.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	37.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 733.		
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	733.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	696.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	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?		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
1c 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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"/> GA		
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

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 ► ROGER C. HAMILTON Telephone no ► (404) 264-8686 Located at ► 2870 PEACHTREE ROAD, PMB 424, ATLANTA, GA ZIP+4 ► 30305			
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	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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	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

Form 990-PF (2010)

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

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		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**

Form 990-PF (2010)

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	285,721.
b	Average of monthly cash balances	1b	22,619.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	308,340.
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	308,340.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,625.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	303,715.
6	Minimum investment return. Enter 5% of line 5	6	15,186.

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	15,186.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	37.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	37.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,149.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	15,149.
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	15,149.

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	21,500.
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	21,500.
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	37.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,463.

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				15,149.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			11,772.	
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 ▶ \$ 21,500.				
a Applied to 2009, but not more than line 2a			11,772.	
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				9,728.
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				5,421.
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 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)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	4,050.		
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	<16,174.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a K-1, LINN ENERGY LLC				<877.>		
b K-1, THE BLACKSTONE						
c GROUP LP				491.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		<12,510.>		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	<12,510.>

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

[illegible]

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMMON STOCK DIVIDENDS	4,050.	0.	4,050.
TOTAL TO FM 990-PF, PART I, LN 4	4,050.	0.	4,050.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1, LINN ENERGY LLC	<877.>	0.	
K-1, THE BLACKSTONE GROUP LP	491.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<386.>	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,240.	310.		0.
TO FORM 990-PF, PG 1, LN 16B	1,240.	310.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	6.	6.		0.
SECRETARY OF STATE ANNUAL FEE	30.	0.		0.
FEDERAL EXCISE TAX	37.	0.		0.
TO FORM 990-PF, PG 1, LN 18	73.	6.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	10.	0.		0.
TO FORM 990-PF, PG 1, LN 23	10.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	239,700.	335,525.
TOTAL TO FORM 990-PF, PART II, LINE 10B	239,700.	335,525.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOYCE H. HAMILTON 2870 PEACHTREE ROAD, NW PMB 424 ATLANTA, GA 30305	PRESIDENT 1.00	0.	0.	0.
ROGER C. HAMILTON 2870 PEACHTREE ROAD, NW PMB 424 ATLANTA, GA 30305	SECRETARY/TREASURER 1.00	0.	0.	0.
CLARK HAMILTON, JR. 2870 PEACHTREE ROAD, NW PMB 424 ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
REBECCA A. HARRISON 2870 PEACHTREE ROAD, NW PMB 424 ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
JULIA HAMILTON 2870 PEACHTREE ROAD, NW PMB 424 ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	8
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALL SAINTS' EPISCOPAL CHURCH 634 WEST PEACHTREE STREET, NW ATLANTA, GA 30308	N/A RELIGIOUS	501 (C) 3	1,000.
WESTERLY COLLEGE CLUB - LOIS HAMILTON FONTAINE SCHOLARSHIP FUND - PO BOX 1342 WESTERLY, RI 02891	N/A EDUCATION	501 (C) 3	5,000.
UNIVERSITY OF GEORGIA- NICKY FUND- CANINE CANCER RESEARCH 501 D.W. BROOKS DRIVE ATHENS, GA 30602	N/A MEDICAL RESEARCH	501 (C) 3	500.
BUCKHEAD CHRISTIAN MINISTRY 2847 PIEDMONT AVENUE ATLANTA, GA 30305	N/A RELIGIOUS	501 (C) 3	1,000.
CHROHN'S & COLIIS FOUNDATION OF AMERICA 111 NEW MONTGOMERY ST, STE 208 SAN FRANCISCO, CA 94105	N/A GENERAL OPERATING FUNDS	501 (C) 3	3,000.
DUKE DURHAM PARTNERSHIP INITIATIVE PO BOX 90433 DURHAM, NC 27708	N/A EDUCATION	501 (C) 3	6,000.
WESTMINSTER SCHOOLS 1424 WEST PACES FERRY RD, NW ATLANTA, GA 30327	N/A EDUCATION	501 (C) 3	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			21,500.

THE HAMILTON FOUNDATION, INC.
2010 FORM PF-990
EIN: 58-2270793
SCHEDULE 1

Description	12/31/09 Book Value	12/31/10 Book Value	12/31/10 Fair Market Value
AGL Resources, Inc.	13,835.02	-	-
Abbott Laboratories	-	10,591.00	9,582.00
Alexion Pharmaceuticals	-	14,519.00	16,110.00
Amazon.com	-	12,755.30	18,000.00
Apple, Inc	29,647.50	22,532.00	48,384.00
Atwood Oceanics, Inc.	14,134.80	-	-
Blackstone Group LP	11,875.45	17,505.45	16,980.00
E. I. DuPont de Nemours & Co.	-	13,105.50	14,964.00
Ford Motor Company	-	13,780.32	18,469.00
Freeport - McMoRan	23,404.67	23,404.67	48,036.00
Gilead Sciences	12,561.21	-	-
Google, Inc.	19,597.54	19,597.54	38,608.05
Heinz	20,438.66	-	-
Home Depot	-	14,036.77	14,024.00
IAMGOLD Corp.	12,532.90	19,321.56	21,360.00
Integrus Energy Group, Inc.	-	14,610.60	14,553.00
Intel Corp.	-	-	-
International Business Machines	-	17,375.00	18,345.00
Intuitive Surgical, Inc.	29,848.90	-	-
Linn Energy, LLC	7,377.50	11,260.00	22,494.00
McDonald's Corp.	-	-	-
Plains Exploration & Production Co.	16,312.20	-	-
Potash Corp.	28,781.50	-	-
Renaissance Re Holdings Ltd.	-	-	-
Ross Stores, Inc.	-	-	-
Silver Wheaton Corp.	-	15,305.00	15,616.00
Southern Company	17,074.33	-	-
Starbucks Corporation	-	-	-
Transocean, Inc.	13,515.30	-	-
Ultra Petroleum Corp.	10,318.66	-	-
Western Digital Corp.	-	-	-
	<u>281,256.14</u>	<u>239,699.71</u>	<u>335,525.05</u>

THE HAMILTON FOUNDATION, INC.
2010 FORM 990
EIN: 58-2270793
SCHEDULE 2

Date Acq.	Date Sold	Security	Cost	Proceeds	Short Term	Long Term
09/19/07	01/04/10	Apple, Inc	2,846 20	4,265 41		1,419 21
03/31/08	01/06/10	Intuitive Surgical, Inc	3,243 10	3,086 02		(157 08)
09/19/07	01/13/10	Apple, Inc	1,423 10	2,075 77		652 67
03/25/08	01/14/10	Transocean, Inc	2,667 60	1,845 98		(821 62)
03/26/08	01/14/10	Transocean, Inc	6,775 50	4,614 94		(2,160 56)
03/27/08	01/14/10	Transocean, Inc	4,072 20	2,768 96		(1,303 24)
03/31/08	01/22/10	Intuitive Surgical, Inc	3,243 10	3,391 75		148 65
09/19/07	02/08/10	Apple, Inc	1,423 10	1,961 77		538 67
09/19/07	02/09/10	Apple, Inc	1,423 10	1,951 77		528 67
03/31/08	02/26/10	Intuitive Surgical, Inc	3,243 10	3,463 75		220 65
03/31/08	03/22/10	Intuitive Surgical, Inc	3,243 10	3,451 75		208 65
04/03/08	03/26/10	Intuitive Surgical, Inc	3,375 30	3,427 75		52 45
04/03/08	04/06/10	Intuitive Surgical, Inc	1,687 65	1,706 37		18 72
04/03/08	04/08/10	Intuitive Surgical, Inc	11,813 55	11,859 59		46 04
12/08/08	04/20/10	Southern Company	3,691 00	3,418 94		(272 06)
01/07/09	04/27/10	Southern Company	3,591 00	3,493 62		(97 38)
11/09/05	04/28/10	Gilead Sciences, Inc	2,577 41	4,072 93		1,495 51
04/21/08	04/28/10	Gilead Sciences, Inc	5,207 80	4,072 93		(1,134 87)
06/16/08	07/09/10	Potash Corp of	5,717 75	2,284 46		(3,433 29)
06/16/08	07/22/10	Potash Corp of	5,717 75	2,449 45		(3,268 30)
06/17/08	07/29/10	Potash Corp of	11,695 50	4,986 41		(6,709 09)
05/28/09	07/29/10	Potash Corp of	5,650 50	4,986 42		(664 08)
07/06/09	08/05/10	Plains Exploration &	2,542 40	2,514 45		(27 95)
07/17/09	08/05/10	Plains Exploration &	2,691 00	2,514 46		(176 54)
07/20/09	08/06/10	Plains Exploration &	2,791 00	2,540 45		(250 55)
07/24/09	08/06/10	Plains Exploration &	3,203 00	2,540 46		(662 54)
Total Long-term gain/(loss)			105,555 81	89,746 56	-	(15,809 26)

Date Acq.	Date Sold	Security	Cost	Proceeds	Short Term	Long Term
07/06/09	01/05/10	Plains Exploration &	2,542 40	2,902 92	360 52	
09/09/09	02/17/10	Heinz	1,989 66	2,228 97	239 30	
12/29/09	03/29/10	Ultra Petroleum Corp	5,159 33	4,609 92	(549 41)	
09/03/09	04/06/10	AGL Resources, Inc	1,669 66	1,955 96	286 29	
09/16/09	04/27/10	Southern Company	3,188 00	3,493 62	305 62	
10/08/09	04/27/10	Southern Company	3,196 00	3,493 62	297 62	
12/15/09	04/27/10	Southern Company	3,408 33	3,493 62	85 29	
07/22/09	04/28/10	Gilead Sciences, Inc	4,776 00	4,072 93	(703 07)	
12/29/09	04/30/10	Ultra Petroleum Corp	5,159 33	4,787 81	(371 52)	
01/04/10	04/30/10	Ultra Petroleum Corp	5,183 00	4,787 82	(395 18)	
09/03/09	05/03/10	AGL Resources, Inc	3,339 33	3,976 93	637 60	
09/09/09	05/04/10	Heinz	3,979 33	4,656 92	677 59	
09/09/09	05/05/10	Heinz	1,989 66	2,323 96	334 29	
09/03/09	05/06/10	AGL Resources, Inc	1,669 66	1,951 96	282 29	
09/22/09	05/06/10	AGL Resources, Inc	1,752 43	1,951 97	199 54	
09/22/09	05/07/10	AGL Resources, Inc	1,752 43	1,904 35	151 92	
10/15/09	05/07/10	AGL Resources, Inc	3,651 50	3,808 68	157 18	
09/17/09	05/18/10	Heinz	4,029 00	4,692 92	663 92	
11/11/09	05/19/10	Heinz	2,112 75	2,325 96	213 21	
11/11/09	05/27/10	Heinz	6,338 25	6,677 88	339 63	
07/06/09	06/09/10	Plains Exploration &	2,542 40	2,232 96	(309 44)	
09/28/09	07/06/10	Atwood Oceanics, Inc	3,407 40	2,635 95	(771 45)	
09/28/09	07/13/10	Atwood Oceanics, Inc	3,407 40	2,692 95	(714 45)	
10/05/09	07/22/10	Atwood Oceanics, Inc	3,376 00	2,710 45	(665 55)	
10/19/09	07/22/10	Atwood Oceanics, Inc	3,944 00	2,710 45	(1,233 55)	
04/26/10	08/06/10	McDonald's Corp	7,087 50	7,102 87	15 37	
04/26/10	08/09/10	McDonald's Corp	7,087 50	7,292 87	205 37	

THE HAMILTON FOUNDATION, INC.
2010 FORM 990
EIN: 58-2270793
SCHEDULE 2

Date Acq.	Date Sold	Security	Cost	Proceeds	Short Term	Long Term
04/12/10	09/13/10	Ross Stores, Inc	5,588 60	5,273 91	(314 69)	
04/14/10	09/14/10	Ross Stores, Inc	5,646 33	5,364 40	(281 93)	
04/20/10	09/14/10	Ross Stores, Inc	5,683 00	5,364 41	(318 59)	
07/13/10	09/28/10	RenaissanceRe Holdings	5,709 00	5,880 40	171 40	
07/26/10	09/28/10	RenaissanceRe Holdings	5,827 00	5,880 40	53 40	
05/24/10	10/05/10	Starbucks Corporation	2,524 83	2,602 95	78 12	
06/14/10	10/08/10	Ford Motor Company	1,156 00	1,332 97	176 97	
05/24/10	10/11/10	Starbucks Corporation	2,524 83	2,622 95	98 12	
04/26/10	10/15/10	Western Digital Corp	8,887 00	6,381 89	(2,505 11)	
05/10/10	10/15/10	Western Digital Corp	4,051 00	3,190 94	(860 06)	
05/25/10	10/22/10	Starbucks Corporation	2,424 00	2,792 95	368 95	
05/26/10	10/26/10	Starbucks Corporation	2,505 75	2,832 95	327 20	
05/26/10	11/01/10	Starbucks Corporation	2,505 75	2,886 45	380 70	
06/23/10	11/01/10	Starbucks Corporation	2,716 00	2,886 45	170 45	
06/14/10	11/03/10	Ford Motor Company	1,156 00	1,436 97	280 97	
06/14/10	11/15/10	Ford Motor Company	1,156 00	1,674 97	518 97	
07/22/10	12/01/10	Intel Corp	2,191 00	2,137 96	(53 04)	
07/22/10	12/03/10	Intel Corp	4,382 00	4,331 92	(50 08)	
07/23/10	12/03/10	Intel Corp	2,162 50	2,165 96	3 46	
07/23/10	12/10/10	Intel Corp	2,162 50	2,187 21	24 71	
08/24/10	12/10/10	Intel Corp	1,863 00	2,187 21	324 21	
10/21/10	12/10/10	Intel Corp	3,951 00	4,374 43	423 43	
07/21/10	12/15/10	Integrus Energy Group,	4,695 92	4,902 92	207 00	
05/12/10	12/20/10	Home Depot	3,572 77	3,512 94	(59 83)	
08/09/10	12/21/10	E I DuPont de Nemours	4,244 50	4,975 97	731 47	

Total Short-term gain/(loss)

187,024 53 186,659 70 (364 87)

Total

292,580 34 276,406 26 (364 87)

Net Gain/(Loss)

(16,174 08)

(15,809 26)

(16,174 13)