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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

2011

For calendar year 2011 or tax year beginning

, and ending

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

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE 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)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 967,487. (Part I, column (d) must be on cash basis)

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))

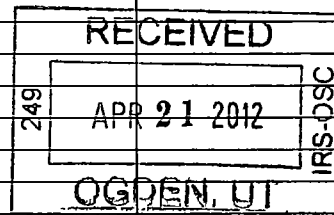
(a) Revenue and expenses per books

(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 <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	24,286.	24,286.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	21,072.			
	b Gross sales price for all assets on line 6a	51,896.			
	7 Capital gain net income (from Part IV, line 2)		21,072.		
	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	45,358.	45,358.			
Operating and Administrative Expenses	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 2 1,507.	0.		500.
	c Other professional fees	STMT 3 26.	0.		0.
	17 Interest				
	18 Taxes	STMT 4 2,542.	0.		0.
	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	4,075.	0.		500.
	25 Contributions, gifts, grants paid	38,181.			38,181.
26 Total expenses and disbursements. Add lines 24 and 25	42,256.	0.		38,681.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,102.				
b Net investment income (if negative, enter -0-)		45,358.			
c Adjusted net income (if negative, enter -0-)			N/A		



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123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

**HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST**

Form 990-PF (2011)

54-6402636 Page **2**

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	6,107.	3,851.	3,851.
	2 Savings and temporary cash investments	51,963.	41,333.	41,333.
	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	506,260.	522,248.	922,303.
	c Investments - corporate bonds			
Liabilities	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)	564,330.	567,432.	967,487.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	564,330.	567,432.	
	30 Total net assets or fund balances	564,330.	567,432.	
	31 Total liabilities and net assets/fund balances	564,330.	567,432.	

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)	1 564,330.
2 Enter amount from Part I, line 27a	2 3,102.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 567,432.
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	6 567,432.

HAMILTON FAMILY FOUNDATION

Form 990-PF (2011)

CHARITABLE TRUST

54-6402636

Page **3**

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		VARIOUS	
b BANK OF AMERICA SECURITIES LITIGATION			09/21/11
c CHEMTURA CORPORATION-LIQUIDATING DIST	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 51,865.		30,824.	21,041.
b 18.			18.
c 13.			13.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			21,041.
b			18.
c			13.
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	21,072.
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))
2010	36,849.	806,697.	.045679
2009	39,988.	733,650.	.054506
2008	43,947.	834,171.	.052683
2007	45,041.	944,816.	.047672
2006	43,165.	870,545.	.049584

2 Total of line 1, column (d)	2	.250124
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	.050025
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	931,954.
5 Multiply line 4 by line 3	5	46,621.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	454.
7 Add lines 5 and 6	7	47,075.
8 Enter qualifying distributions from Part XII, line 4	8	38,681.

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

Form 990-PF (2011)

CHARITABLE TRUST

54-6402636

Page 4

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	907.
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 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	907.
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	907.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,280.	
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	1,280.	
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	373.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 373. Refunded <input type="checkbox"/>	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
b 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) <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 2011 or the taxable year beginning in 2011 (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

Form 990-PF (2011)

HAMILTON FAMILY FOUNDATION

Form 990-PF (2011)

CHARITABLE TRUST

54-6402636

Page 5

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BRYAN BROTHERS, INC.</u> Telephone no. ► <u>(804) 285-7700</u> Located at ► <u>1802 BAYBERRY CT, SUITE 401, RICHMOND, VA</u> ZIP+4 ► <u>23226</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No	X 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ► <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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.) <u>N/A</u>	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 2011 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 2011.) <u>N/A</u>	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 2011?	4b	X

Form 990-PF (2011)

HAMILTON FAMILY FOUNDATION

CHARITABLE TRUST

Form 990-PF (2011)

54-6402636

Page 6

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

Form 990-PF (2011)

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.

Form 990-PF (2011)

**HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST**
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	881,767.
b	Average of monthly cash balances	1b	64,379.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	946,146.
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	946,146.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,192.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	931,954.
6	Minimum investment return. Enter 5% of line 5	6	46,598.

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	46,598.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	907.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	907.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,691.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	45,691.
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	45,691.

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	38,681.
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	38,681.
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	38,681.

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.

**HAMILTON FAMILY FOUNDATION
CHARITABLE TRUST**
Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				45,691.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			38,625.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 38,681.				
a Applied to 2010, but not more than line 2a			38,625.	
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 2011 distributable amount				56.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				45,635.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

CHARITABLE TRUST

54-6402636

Page 10

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [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

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

NO SPECIAL FORM

- c Any submission deadlines:**

NONE

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

TAX EXEMPT ENTITIES ONLY

HAMILTON FAMILY FOUNDATION

Form 990-PF (2011)

CHARITABLE TRUST

54-6402636 Page 11

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				38,181.
Total			▶ 3a	38,181.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2011)

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. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

4/16/12
Date

Trustee

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

BRYAN BROTHERS, INC

04/04/12

P00294400

Firm's name ► **BRYAN BROTHERS, INC.**

Firm's EIN ► 54-0721706

Firm's address ► 1802 BAYBERRY CT, SUITE 401
RICHMOND, VA 23226-3773

Phone no. (804) 285-7700

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE		GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
THRU: DAVENPORT & CO		24,286.	0.	24,286.	
TOTAL TO FM 990-PF, PART I, LN 4		24,286.	0.	24,286.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX & ACCOUNTING FEES		1,507.	0.		500.
TO FORM 990-PF, PG 1, LN 16B		1,507.	0.		500.

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
BANK FEES		26.	0.		0.
TO FORM 990-PF, PG 1, LN 16C		26.	0.		0.

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 990-PF BALANCE DUE		1,262.	0.		0.
2011 990-PF ESTIMATED TAXES		1,280.	0.		0.
TO FORM 990-PF, PG 1, LN 18		2,542.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK	522,248.	922,303.
TOTAL TO FORM 990-PF, PART II, LINE 10B	522,248.	922,303.

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 CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2011 THRU DECEMBER 31, 2011**

A Grace Place Adult Care Center (General Operations)	Richmond, Virginia	\$ 100.00
Achievement Centers for Children & Families (General Operations)	Delray Beach, Florida	\$ 150.00
American Red Cross (General Operations)	Richmond, Virginia	\$ 225.00
Bethesda Hospital Foundation (General Operations)	Boynton Beach, Florida	\$ 25.00
Better Housing Coalition (General Operations)	Richmond, Virginia	\$ 650.00
CARITAS (General Operations)	Richmond, Virginia	\$ 200.00
Central Virginia Food Bank (General Operations)	Richmond, Virginia	\$ 250.00
ChildFund International (General Operations)	Richmond, Virginia	\$ 336.00
Children's Hospital Foundation (General Operations)	Richmond, Virginia	\$ 375.00
Children's Museum of Richmond (General Operations)	Richmond, Virginia	\$ 150.00
Commonwealth Christian Academy (General Operations)	Richmond, Virginia	\$ 100.00
Covenant Presbyterian Church (General Operations)	Petersburg, Virginia	\$ 25.00
CRC Recovery Foundation, Inc. (General Operations)	Delray Beach, Florida	\$ 200.00
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	\$ 125.00
Fishers Island Conservancy (General Operations)	Fishers Island, New York	\$ 150.00
Fishers Island Fire Department (General Operations)	Fishers Island, New York	\$ 450.00

HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2011 THRU DECEMBER 31, 2011

Fishers Island Library Association (General Operations)	Fishers Island, New York	\$	75.00
Fishers Island Union Chapel (General Operations)	Fishers Island, New York	\$	40.00
Florida Coalition for Preservation, Inc. (General Operations)	Delray Beach, Florida	\$	150.00
Friends of Bryan Park (General Operations)	Richmond, Virginia	\$	250.00
Friends of Hollywood Cemetary (General Operations)	Richmond, Virginia	\$	500.00
Garden Conservancy (General Operations)	Cold Spring, New York	\$	50.00
Gateway Homes Inc. (General Operations)	Richmond, Virginia	\$	150.00
Goochland Free Clinic & Family Services (General Operations)	Goochland, Virginia	\$	100.00
Henry L. Ferguson Museum (General Operations)	Fishers Island, New York	\$	250.00
Historic Richmond Foundation (General Operations)	Richmond, Virginia	\$	850.00
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	\$	100.00
Instructive Visiting Nurse Association (IVNA) (General Operations)	Richmond, Virginia	\$	300.00
Jamestown Yorktown Foundation (General Operations)	Jamestown, Virginia	\$	100.00
Junior Board-Sheltering Arms Rehabilitation Hospital (General Operations)	Richmond, Virginia	\$	400.00
Lawrence & Memorial Hospital (General Operations)	New London, Connecticut	\$	540.00
Lewis Ginter Botanical Garden (General Operations)	Richmond, Virginia	\$	600.00
Martha Jefferson House (General Operations)	Charlottesville, Virginia	\$	25.00
Massey Cancer Center (General Operations)	Richmond, Virginia	\$	1,900.00

**HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2011 THRU DECEMBER 31, 2011**

Maymont Foundation (General Operations)	Richmond, Virginia	\$ 1,200.00
Montpelier Foundation (General Operations)	Orange, Virginia	\$ 175.00
Museum of the Confederacy (General Operations)	Richmond, Virginia	\$ 1,000.00
National Society of the Colonial Dames of America In The Commonwealth of Virginia (General Operations)	Richmond, Virginia	\$ 40.00
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	\$ 375.00
Richmond Christmas Mother Fund (General Operations)	Richmond, Virginia	\$ 300.00
Richmond Public Library Foundation (General Operations)	Richmond, Virginia	\$ 125.00
Richmond SPCA (General Operations)	Richmond, Virginia	\$ 100.00
Richmond Symphony (General Operations)	Richmond, Virginia	\$ 350.00
Salvation Army (General Operations)	Richmond, Virginia	\$ 350.00
SCAN (Stop Child Abuse Now) (General Operations)	Richmond, Virginia	\$ 100.00
Scenic Virginia (General Operations)	Richmond, Virginia	\$ 125.00
Science Museum of Virginia Foundation (General Operations)	Richmond, Virginia	\$ 250.00
Smith College (Smith Fund)	Northampton, Massachusetts	\$ 700.00
St. Catherine's School Foundation (General Operations)	Richmond, Virginia	\$ 2,500.00
St. James's Church (Altar Guild)	Richmond, Virginia	\$ 1,000.00
St. John's Church (General Operations)	Fisher Island, New York	\$ 200.00

HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2011 THRU DECEMBER 31, 2011

St. Joseph's Villa (General Operations)	Richmond, Virginia	\$ 600.00
St. Mary's Episcopal Church (General Operations)	Richmond, Virginia	\$ 3,700.00
St. Paul's Episcopal Church (Paul's Place)	Delray Beach, Florida	\$ 150.00
St. Timothy's School (General Operations)	Stevenson, Maryland	\$ 2,500.00
Step (General Operations)	Richmond, Virginia	\$ 100.00
Stratford Hall Plantation Robert E. Lee Memorial Association (General Operations)	Stratford, Virginia	\$ 650.00
Theater IV (General Operations)	Richmond, Virginia	\$ 100.00
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	\$ 650.00
VCU Parkinson's Center (General Operations)	Richmond, Virginia	\$ 50.00
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	\$ 700.00
		<hr/>
		<u>\$ 38,181.00</u>

HAMILTON FAMILY FOUNDATION
 REALIZED CAPITAL GAINS AND LOSSES
 FOR PERIOD BEGINNING 01/01/11 AND ENDING 12/31/11

NO OF SHARES OR FACE VALUE OF BONDS SECURITY		PURCHASES		SALES		REALIZED	
		DATE	AMOUNT	DATE	AMOUNT	SHORT-TERM GAIN/LOSS	LONG-TERM GAIN/LOSS
100 0000	GENZYME CORPORATION	03/25/98	1,631 97	04/05/11	7,635 40	0 00	6,003 43
400 0000	GENZYME CORPORATION	06/05/98	5,109 48	04/05/11	30,541 60	0 00	25,432.12
240 0000	FRONTIER COMMUNICATIONS CORP	11/23/05	1,861 14	05/04/11	1,936 05	0 00	74 91
120 0000	FRONTIER COMMUNICATIONS CORP	12/06/06	1,070 10	05/04/11	968 02	0 00	-102 08
400 0000	AVERY DENNISON CORPORATION	11/30/07	21,151 80	12/07/11	10,783 48	0 00	-10,368 32
LONG AND SHORT-TERM TOTALS			<u>30,824 49</u>		<u>51,864 55</u>	<u>0 00</u>	<u>21,040 06</u>
TOTAL		SHORT TERM.	0 00		0 00		
		LONG TERM	30,824 49		51,864 55		

2