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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE HAMILTON FOUNDATION, INC.</b>		A Employer identification number <b>58-2270793</b>
Number and street (or P O box number if mail is not delivered to street address) <b>2870 PEACHTREE ROAD PMB 424</b>	Room/suite	B Telephone number <b>404-264-8686</b>
City or town, state, and ZIP code <b>ATLANTA, GA 30305</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>344,287.</b>	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)
Revenue	1 Contributions, gifts, grants, etc., received	2,295.		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	3,137.	3,137.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,987.			
	b Gross sales price for all assets on line 6a <b>147,891.</b>				
	7 Capital gain net income (from Part IV, line 2)		14,987.		
	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	<2,001.>	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	18,418.	18,124.			
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 3	1,245.	311.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	444.	40.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	1,141.	91.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,830.	442.		0.
	25 Contributions, gifts, grants paid	19,950.			19,950.
26 Total expenses and disbursements. Add lines 24 and 25	22,780.	442.		19,950.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<4,362.>				
b Net investment income (if negative, enter -0-)		17,682.			
c Adjusted net income (if negative, enter -0-)			N/A		

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	3,367.	2,786.	2,786.
	2 Savings and temporary cash investments	14,710.	24,952.	24,952.
	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	696.	342.	342.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	239,700.	226,133.	316,207.
	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)	258,473.	254,213.	344,287.	
<b>Liabilities</b>	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 ▶ ACCRUED DIVIDENDS )	0.	102.	
23 Total liabilities (add lines 17 through 22)	0.	102.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	258,473.	254,111.	
30 Total net assets or fund balances	258,473.	254,111.		
31 Total liabilities and net assets/fund balances	258,473.	254,213.		

**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	258,473.
2 Enter amount from Part I, line 27a	2	<4,362.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	254,111.
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	254,111.

**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.)
<b>1a</b> SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
<b>b</b> SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b> 95,793.		98,254.	<2,461.>
<b>b</b> 52,098.		34,650.	17,448.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			<2,461.>
<b>b</b>			17,448.
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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	<b>2</b>	14,987.
<b>3</b> 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		<b>3</b>	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	21,463.	303,715.	.070668
2009	20,464.	251,468.	.081378
2008	19,500.	422,517.	.046152
2007	24,437.	498,011.	.049069
2006	19,000.	444,493.	.042745

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	.290012
<b>3</b> 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	<b>3</b>	.058002
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	354,447.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	20,559.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	177.
<b>7</b> Add lines 5 and 6	<b>7</b>	20,736.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	19,950.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	354.
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	354.
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	354.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	696.	
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	696.	
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	342.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 342. 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
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 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

**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 ► 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 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

**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	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 2011?		1c
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? 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 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

**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

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?

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

5b

6b

7b

X

**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 (2011)





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	323,129.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	36,716.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	359,845.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	359,845.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	5,398.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	354,447.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	17,722.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	17,722.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	354.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	354.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	17,368.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	17,368.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	17,368.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	19,950.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	19,950.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	19,950.

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				17,368.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			5,421.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 19,950.				
<b>a</b> Applied to 2010, but not more than line 2a			5,421.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				14,529.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				2,839.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BUCKHEAD CHRISTIAN MINISTRY 2847 PIEDMONT AVENUE ATLANTA, GA 30305	N/A	501 (C) 3	RELIGIOUS	2,000.
DUKE DURHAM PARTNERSHIP INITIATIVE PO BOX 90433 DURHAM, NC 27708	N/A	501 (C) 3	EDUCATION	6,000.
WESTERLY COLLEGE CLUB - LOIS HAMILTON FONTAINE SCHOLARSHIP FUND PO BOX 1342 WESTERLY, RI 02891	N/A	501 (C) 3	EDUCATION	3,000.
THE CATHEDRAL OF ST. PHILIP 2744 PEACHTREE RD., NW ATLANTA, GA 30305	N/A	501 (C) 3	RELIGIOUS	1,000.
CROHN'S & COLITIS FOUNDATION OF AMERICA 111 NEW MONTGOMERY ST., SUITE 208 SAN FRANCISCO, CA 94105	N/A	501 (C) 3	MEDICAL RESEARCH	2,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				19,950.
b Approved for future payment				
NONE				
Total ▶ 3b				0.





**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
GENESIS SHELTER 173 BOULEVARD NE ATLANTA, GA 30312	N/A	501 (C) 3	CHARITABLE CONTRIBUTION	500.
SUSAN G. KOMEN FOR THE CURE 4840 ROSWELL RD., BLDG D, #100 ATLANTA, GA 30342	N/A	501 (C) 3	MEDICAL RESEARCH	500.
PATH FOUNDATION P.O. BOX 14327 ATLANTA, GA 30324	N/A	501 (C) 3	CHARITABLE CONTRIBUTION	1,000.
PINK RIBBON STORY FOUNDATION 3580 PIERCE DR., SUITE 110 ATLANTA, GA 30341	N/A	501 (C) 3	CHARITABLE CONTRIBUTION	1,950.
POINTS OF LIGHT INSTITUTE 600 MEANS ST., SUITE 210 ATLANTA, GA 30318	N/A	501 (C) 3	CHARITABLE CONTRIBUTION	1,000.
ST. PAUL'S EPISCOPAL CHURCH 188 SOUTH SWINTON AVENUE DELRAY BEACH, FL 33444	N/A	501 (C) 3	RELIGIOUS	1,000.
<b>Total from continuation sheets</b>				<b>5,950.</b>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
COMMON STOCK DIVIDENDS	3,137.	0.	3,137.	
TOTAL TO FM 990-PF, PART I, LN 4	3,137.	0.	3,137.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
K-1, LINN ENERGY LLC	<2,130.>	0.		
K-1, THE BLACKSTONE GROUP LP	129.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,001.>	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
ACCOUNTING FEES	1,245.	311.		0.
TO FORM 990-PF, PG 1, LN 16B	1,245.	311.		0.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	40.	40.		0.
SECRETARY OF STATE ANNUAL FEE	50.	0.		0.
FEDERAL EXCISE TAX	354.	0.		0.
TO FORM 990-PF, PG 1, LN 18	444.	40.		0.



FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	10.	10.		0.	
BANK CHARGES	81.	81.		0.	
EVENT DINNER	1,050.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1,141.	91.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE SCHEDULE ATTACHED	226,133.		316,207.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	226,133.		316,207.	

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 EXPENSE CONTRIB 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.

**THE HAMILTON FOUNDATION, INC.****2011 FORM PF-990****EIN: 58-2270793****SCHEDULE 1**

<b>Description</b>	<b>12/31/10 Book Value</b>	<b>12/31/11 Book Value</b>	<b>12/31/11 Fair Market Value</b>
Abbott Laboratories	10,591.00	-	-
Alexion Pharmaceuticals	14,519.00	14,519.00	28,600.00
Amazon.com	12,755.30	12,755.30	17,310.00
Apple, Inc.	22,532.00	18,262.70	48,600.00
Blackstone Group LP	17,505.45	-	-
E. I. DuPont de Nemours & Co.	13,105.50	19,476.00	18,312.00
Ford Motor Company	13,780.32	15,405.17	12,912.00
Freeport - McMoRan	23,404.67	20,325.71	25,753.00
Genuine Parts	-	11,837.95	12,240.00
Google, Inc.	19,597.54	19,597.54	41,983.50
Home Depot	14,036.77	-	-
IAMGOLD Corp.	19,321.56	8,365.66	7,925.00
Integrus Energy Group, Inc.	14,610.60	-	-
Intel Corp.	-	9,914.65	9,700.00
International Business Machines	17,375.00	21,498.73	27,582.00
Linn Energy, LLC	11,260.00	6,855.00	18,955.00
Macy's, Inc.	-	5,500.00	6,436.00
Marathon Oil Corp.	-	7,007.07	8,781.00
Silver Wheaton Corp.	15,305.00	18,438.00	14,480.00
VMWare	-	16,375.00	16,638.00
Total	239,699.71	226,133.48	316,207.50

THE HAMILTON FOUNDATION, INC.  
2011 FORM 990  
EIN: 58-2270793  
SCHEDULE 2

Date Acq.	Date Sold	Security	Cost	Proceeds	Short Term	Long Term
12/30/09	01/03/11	IAMGold Corp	3,120 76	3,600 93		480 17
11/16/09	02/03/11	Blackstone Group LP	3,080 66	3,517 93		437 27
11/16/09	03/01/11	Blackstone Group LP	1,540 33	1,782 96		242 63
12/30/09	03/01/11	IAMGold Corp.	1,560 38	2,172 95		612 57
11/16/09	03/03/11	Blackstone Group LP	1,540 33	1,814 96		274 63
11/19/09	03/04/11	Blackstone Group LP	1,539 25	1,832 96		293 71
11/30/09	03/07/11	Blackstone Group LP	1,375 00	1,829 96		454 96
12/01/09	03/25/11	Blackstone Group LP	1,416 88	1,867 89		451 01
12/02/09	04/05/11	Blackstone Group LP	1,383 00	1,884 55		501.55
03/02/10	04/15/11	Blackstone Group LP	1,427 50	1,850 96		423 46
03/02/10	04/27/11	Blackstone Group LP	1,427 50	1,944.96		517 46
09/19/07	05/04/11	Apple, Inc.	2,846 20	6,988 46		4,142 26
09/19/07	05/25/11	Apple, Inc	1,423 10	3,347 73		1,924 63
03/20/07	05/27/11	Freeport-McMoRan Copper & Gold	1,539.48	2,571 45		1,031 97
05/13/09	06/09/11	Linn Energy, LLC	1,615 00	3,712 92		2,097 92
03/20/07	07/01/11	Freeport-McMoRan Copper & Gold	1,539.48	2,648 94		1,109 46
12/30/09	08/08/11	IAMGold Corp	1,560 38	1,972 96		412 58
12/30/09	09/06/11	IAMGold Corp	1,560 38	2,173 03		612 65
12/31/09	09/08/11	IAMGold Corp	1,577 00	2,278 95		701 95
12/31/09	11/07/11	IAMGold Corp	1,577 00	2,303 01		726 01
Total Long-term gain/(loss)			34,649 61	52,098 46	-	17,448 85

Date Acq.	Date Sold	Security	Cost	Proceeds	Short Term	Long Term
05/12/10	01/13/11	Home Depot	3,572 77	3,492 94	(79 83)	
05/13/10	01/18/11	Home Depot	3,601 00	3,604 93	3 93	
07/26/10	01/20/11	Integrus Energy Group,	4,803 00	4,839 90	36 90	
05/27/10	01/21/11	Home Depot	3,460 00	3,683 47	223 47	
06/01/10	01/21/11	Home Depot	3,403 00	3,683.48	280 48	
08/09/10	01/24/11	E I DuPont de Nemours	4,244 50	4,880.90	636 40	
07/29/10	01/31/11	Integrus Energy Group,	4,914 60	4,844 97	(69 63)	
08/05/10	01/31/11	Integrus Energy Group,	4,893.00	4,844 98	(48.02)	
10/05/10	02/14/11	Abbott Laboratories	10,591 00	9,140 46	(1,450 54)	
12/09/10	02/28/11	Silver Wheaton Corp	3,839 00	4,154 91	315 91	
10/22/10	04/27/11	Blackstone Group LP	2,775 00	3,889 92	1,114 92	
05/10/11	07/21/11	Express Scripts, Inc	5,931.21	5,602 89	(328 32)	
05/10/11	07/22/11	Express Scripts, Inc	5,931 21	5,677 89	(253 32)	
01/07/11	07/25/11	Marathon Petroleum Corp	1,553 09	2,060 21	507 12	
01/10/11	07/25/11	Marathon Petroleum Corp	3,142 89	4,120 42	977 53	
01/11/11	07/25/11	Marathon Petroleum Corp	1,595 04	2,060 21	465.17	
01/07/11	08/11/11	Marathon Petroleum Corp	2,296 91	2,575.70	278 79	
04/19/11	11/18/11	Mosaic Co.	7,503 00	5,308 95	(2,194 05)	
04/20/11	12/01/11	Mosaic Co.	7,680 62	5,413 42	(2,267 20)	
05/26/11	12/01/11	Mosaic Co.	6,893 00	5,413 42	(1,479 58)	
06/09/11	12/28/11	Macy's, Inc.	5,630 00	6,498 92	868 92	
Total Short-term gain/(loss)			98,253.84	95,792 89	(2,460 95)	
Total			132,903 45	147,891 35	(2,460 95)	
Net Gain/(Loss)				14,987 90		