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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

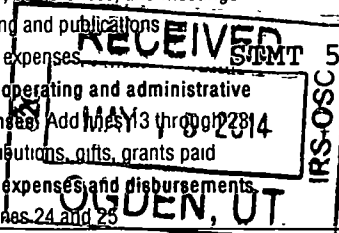
Name of foundation HAMILTON FAMILY FOUNDATION CHARITABLE TRUST		A Employer identification number 54-6402636
Number and street (or P O box number if mail is not delivered to street address) 1802 BAYBERRY COURT		B Telephone number (804) 285-7700
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23226		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 1,408,790. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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				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		5.	5.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		29,815.			STATEMENT 2
b Gross sales price for all assets on line 6a 106,762.					
7 Capital gain net income (from Part IV, line 2)			29,798.		
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		29,820.	29,803.		
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					
c Other professional fees STMT 3		24.	0.		0.
17 Interest					
18 Taxes STMT 4		3,210.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		46.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		3,280.	0.		0.
25 Contributions, gifts, grants paid		54,091.			54,091.
26 Total expenses and disbursements Add lines 24 and 25		57,371.	0.		54,091.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<27,551.>			
b Net investment income (if negative, enter -0-)			29,803.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 20 2014

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	8,290.	9,717.	9,717.
	2 Savings and temporary cash investments	45,316.	81,541.	81,541.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	2.		
	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	608,861.	543,460.	1,317,532.
	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 - see the instructions. Also, see page 1, item 1)		662,469.	634,718.	1,408,790.
17 Accounts payable and accrued expenses				
18 Grants payable				
Liabilities	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <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	662,469.	634,718.	
30 Total net assets or fund balances	662,469.	634,718.		
31 Total liabilities and net assets/fund balances	662,469.	634,718.		

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)	662,469.
2 Enter amount from Part I, line 27a	<27,551.>
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	634,918.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	200.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	634,718.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE ATTACHED	P	12/19/13	12/19/13
b SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 56.		56.	0.
b 70,528.		76,891.	<6,363.>
c 36,161.			36,161.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0.
b			<6,363.>
c			36,161.
d			
e			

2 Capital gain net income or (net capital loss)	2	29,798.
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 the 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))
2012	45,975.	1,115,746.	.041206
2011	38,681.	931,954.	.041505
2010	36,849.	806,697.	.045679
2009	39,988.	733,650.	.054506
2008	43,947.	834,171.	.052683

2 Total of line 1, column (d)	2	.235579
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	.047116
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,337,033.
5 Multiply line 4 by line 3	5	62,996.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	298.
7 Add lines 5 and 6	7	63,294.
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	54,091.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	596.								
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-)											
3 Add lines 1 and 2											
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.								
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		3	596.								
6 Credits/Payments:		4	0.								
a 2013 estimated tax payments and 2012 overpayment credited to 2013		5	596.								
b Exempt foreign organizations - tax withheld at source		<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50px;">6a</td> <td style="text-align:right;">2,080.</td> </tr> <tr> <td>6b</td> <td></td> </tr> <tr> <td>6c</td> <td></td> </tr> <tr> <td>6d</td> <td></td> </tr> </table>		6a	2,080.	6b		6c		6d	
6a	2,080.										
6b											
6c											
6d											
c Tax paid with application for extension of time to file (Form 8868)											
d Backup withholding erroneously withheld											
7 Total credits and payments. Add lines 6a through 6d		7	2,080.								
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	1,484.								
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax		11	884.								

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation 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	N/A	<input type="checkbox"/>
16 At any time during calendar year 2013, 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	1b	N/A	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	2a	Yes	No X
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.)	2b	N/A	
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?	3a	Yes	No X
b If "Yes," did it have excess business holdings in 2013 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 2013.)	3b	N/A	
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 2013?	4b		X

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Part VII-B		Statements Regarding Activities for Which Form 4720 May Be Required <i>(continued)</i>	
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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here		N/A	5b
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)		N/A	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.			6b X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A	7b

Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors
------------------	---

1 List all officers, directors, trustees, foundation managers and their compensation.				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES C. HAMILTON	TRUSTEE			
5 JOHN CHRISTOPHER COURT				
RICHMOND, VA 23226	0.00	0.	0.	0.
HELEN H. HAMILTON	TRUSTEE			
5 JOHN CHRISTOPHER COURT				
RICHMOND, VA 23226	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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."

[illegible]

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

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

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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	1,295,620.
b	Average of monthly cash balances	1b	61,774.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,357,394.
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	1,357,394.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,361.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,337,033.
6	Minimum investment return Enter 5% of line 5	6	66,852.

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	66,852.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	596.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	596.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	66,256.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	66,256.
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	66,256.

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	54,091.
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	54,091.
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	54,091.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				66,256.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			53,396.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 54,091.				
a Applied to 2012, but not more than line 2a			53,396.	
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 2013 distributable amount				695.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				65,561.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

SEE STATEMENT 8

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

NONE

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

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					
SEE SCHEDULE ATTACHED		NONE			54,091.
Total					54,091.
b Approved for future payment					
NONE					
Total					0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(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						5.
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						29,815.
9 Net income (or (loss)) from special events						
10 Gross profit (or (loss)) from sales of inventory						
11 Other revenue:						
a 2011 FORM 990-PF REFUND						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		0.		29,820.
13 Total. Add line 12, columns (b), (d), and (e)					13	29,820.

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

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

[illegible]

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

- | | |
|---|-------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> |
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[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.

Signature of officer or trustee

Date _____

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

BRYAN BROTHERS, INC

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** (2013)

HAMILTON FAMILY FOUNDATION
REALIZED CAPITAL GAINS AND LOSSES
FOR PERIOD BEGINNING 01/01/13 AND ENDING 12/31/13

NO. OF SHARES OR FACE VALUE		PURCHASES		SALES		REALIZED	
						SHORT-TERM	LONG-TERM
OF BONDS	SECURITY	DATE	AMOUNT	DATE	AMOUNT	GAIN/LOSS	GAIN/LOSS
10 0000	CHEMTURA CORPORATION NEW	05/01/97	11,546 17	08/20/13	228 00	0 00	-11,318 17
10 0000	CHEMTURA CORPORATION NEW	07/22/97	12,634 60	08/20/13	228 00	0 00	-12,406 60
1 0000	CHEMTURA CORPORATION NEW	03/02/11	0 00	08/20/13	22 80	0 00	22 80
4 0000	CHEMTURA CORPORATION NEW	08/29/11	0 00	08/20/13	91 19	0 00	91 19
8 0000	CHEMTURA CORPORATION NEW	03/19/12	0 00	08/20/13	182 40	0 00	182 40
1 0000	CHEMTURA CORPORATION NEW	07/09/12	0 00	08/20/13	22 80	0 00	22 80
12 0000	PROTHENA CORPORATION PLC	07/20/99	301 82	08/20/13	208 44	0 00	-93 38
4 8100	PROTHENA CORPORATION PLC	11/03/99	98 55	08/20/13	83 55	0 00	-15 00
7.1900	PROTHENA CORPORATION PLC	11/10/99	128 94	08/20/13	124 88	0 00	-4 06
100 0000	SANOFI-AVENTIS RTS EXP 123120	03/25/98	235 40	08/20/13	188 01	0 00	-47 39
400 0000	SANOFI-AVENTIS RTS EXP 123120	06/05/98	941 60	08/20/13	752 02	0 00	-189 58
516 8220	WINDSTREAM CORPORATION	02/22/00	5,621 49	08/20/13	4,068 07	0 00	-1,553 42
310 1780	WINDSTREAM CORPORATION	05/22/02	2,697 38	08/20/13	2,441 51	0 00	-255 87
500 0000	LABORATORY CORP OF AMERICA	10/14/03	14,914 34	12/11/13	43,774 90	0 00	28,860 56
500.0000	ELAN CORPORATION PLC ADS	07/20/99	15,830 47	12/19/13	9,055 87	0 00	-6,774 60
200 0000	ELAN CORPORATION PLC ADS	11/03/99	5,162 23	12/19/13	3,622 35	0 00	-1,539 88
300 0000	ELAN CORPORATION PLC ADS	11/10/99	6,777 63	12/19/13	5,433 52	0 00	-1,344 11
0 3600	PERRIGO COMPANY	12/19/13	55 92	12/19/13	56 00	0 08	0 00
LONG AND SHORT-TERM TOTALS			<u>76,946 54</u>		<u>70,584 31</u>	<u>0 08</u>	<u>-6,362 31</u>
TOTAL		SHORT TERM	55 92		56 00		
		LONG TERM	76,890 62		70,528 31		

**HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2013 THRU DECEMBER 31, 2013**

A Grace Place Adult Care Center (General Operations)	Richmond, Virginia	\$	125.00
Achievement Centers for Children & Families (General Operations)	Delray Beach, Florida	\$	500.00
American Red Cross (General Operations)	Richmond, Virginia	\$	500.00
Anna Julia Cooper Episcopal School (General Operations)	Richmond, Virginia	\$	250.00
Baptist Health Foundation (Pink Ribbon Golf Classic)	Jacksonville, Florida	\$	100.00
Better Housing Coalition (General Operations)	Richmond, Virginia	\$	1,000.00
CARITAS (General Operations)	Richmond, Virginia	\$	500.00
ChildFund International (General Operations)	Richmond, Virginia	\$	710.50
Children's Hospital Foundation (General Operations)	Richmond, Virginia	\$	400.00
CRC Recovery Foundation, Inc. (General Operations)	Delray Beach, Florida	\$	375.00
Cross Over Ministry, Inc. (General Operations)	Richmond, Virginia	\$	200.00
Cure Alzheimer's Fund (General Operations)	Wellesley Hills, Massachusetts	\$	250.00
Delray Beach Historical Society (General Operations)	Delray Beach, Florida	\$	75.00
Elk Hill (General Operations)	Goochland, Virginia	\$	350.00
Feedmore (General Operations)	Richmond, Virginia	\$	400.00
Fishers Island Community Center (General Operations)	Fishers Island, New York	\$	200.00
Fishers Island Concerts (General Operations)	Fishers Island, New York	\$	50.00
Fishers Island Conservancy (General Operations)	Fishers Island, New York	\$	500.00
Fishers Island Fire Department (General Operations)	Fishers Island, New York	\$	700.00
Fishers Island Library Association (General Operations)	Fishers Island, New York	\$	150.00

**HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2013 THRU DECEMBER 31, 2013**

Florida Coalition for Preservation, Inc. (General Operations)	Delray Beach, Florida	\$ 500.00
Friends of Hollywood Cemetary (General Operations)	Richmond, Virginia	\$ 500.00
Gateway Homes Inc. (General Operations)	Richmond, Virginia	\$ 200.00
Goochland Free Clinic & Family Services (General Operations)	Goochland, Virginia	\$ 200.00
Henry L. Ferguson Museum (General Operations)	Fishers Island, New York	\$ 400.00
Historic Richmond Foundation (General Operations)	Richmond, Virginia	\$ 1,500.00
Hospital Hospitality House (General Operations)	Richmond, Virginia	\$ 100.00
Island Health Project (General Operations)	Fishers Island, New York	\$ 2,700.00
Island People's Project (General Operations)	Fishers Island, New York	\$ 150.00
Instructive Visiting Nurse Association (IVNA) (General Operations)	Richmond, Virginia	\$ 750.00
Junior Board-Sheltering Arms Rehabilitation Hospital (General Operations)	Richmond, Virginia	\$ 250.00
Lake Delaware Boys Camp (General Operations)	Delhi, New York	\$ 750.00
Lawrence & Memorial Hospital (General Operations)	New London, Connecticut	\$ 540.00
Lewis Ginter Botanical Garden (General Operations)	Richmond, Virginia	\$ 1,000.00
Maymont Foundation (General Operations)	Richmond, Virginia	\$ 1,500.00
Montpelier Foundation (General Operations)	Orange, Virginia	\$ 300.00
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	\$ 150.00
New Community School (General Operations)	Richmond, Virginia	\$ 250.00

**HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2013 THRU DECEMBER 31, 2013**

Preservation Virginia (General Operations)	Richmond, Virginia	\$ 700.00
Richmond Ballet (General Operations)	Richmond, Virginia	\$ 1,400.00
Richmond Christmas Mother Fund (General Operations)	Richmond, Virginia	\$ 500.00
Richmond Public Library Foundation (General Operations)	Richmond, Virginia	\$ 250.00
Richmond SPCA (General Operations)	Richmond, Virginia	\$ 250.00
Richmond Symphony (General Operations)	Richmond, Virginia	\$ 400.00
Salvation Army (General Operations)	Richmond, Virginia	\$ 350.00
Scenic Virginia (General Operations)	Richmond, Virginia	\$ 200.00
Science Museum of Virginia Foundation (General Operations)	Richmond, Virginia	\$ 250.00
Special Olympics (General Operations)	Richmond, Virginia	\$ 75.00
Smith College (Smith Fund)	Northampton, Massachusetts	\$ 1,000.00
St. Catherine's School (General Operations)	Richmond, Virginia	\$ 3,000.00
St. John's Church (General Operations)	Fisher Island, New York	\$ 400.00
St. Joseph's Villa (General Operations)	Richmond, Virginia	\$ 1,500.00
St. Mary's Episcopal Church (General Operations)	Richmond, Virginia	\$ 2,000.00
St. Paul's Episcopal Church (Paul's Place)	Delray Beach, Florida	\$ 150.00
St. Timothy's School (General Operations)	Stevenson, Maryland	\$ 2,500.00
Stratford Hall Plantation Robert E. Lee Memorial Association (General Operations)	Stratford, Virginia	\$ 750.00
Thomas Jefferson's Poplar Forest (General Operations)	Forest, Virginia	\$ 250.00

HAMILTON FAMILY FOUNDATION CHARITABLE TRUST
CONTRIBUTIONS, GIFTS, GRANTS, ETC.
JANUARY 1, 2013 THRU DECEMBER 31, 2013

United Way Greater Richmond/Petersburg (General Operations)	Richmond, Virginia	\$ 3,000.00
Valentine Richmond History Center (General Operations)	Richmond, Virginia	\$ 1,000.00
VCU Parkinson's and Movement Disorders Center (General Operations)	Richmond, Virginia	\$ 150.00
VCU Massey Cancer Center (General Operations)	Richmond, Virginia	\$ 4,800.00
VCU Massey Cancer Center (Pink Ribbons of Hope)	Richmond, Virginia	\$ 100.00
Virginia Historical Society (General Operations)	Richmond, Virginia	\$ 2,500.00
Virginia Home (General Operations)	Richmond, Virginia	\$ 750.00
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 Reperatory Theatre (General Operations)	Richmond, Virginia	\$ 200.00
Virginia Theological Seminary (General Operations)	Alexandria, Virginia	\$ 150.00
Wayside House Inc. (General Operations)	Delray Beach, Florida	\$ 250.00
Westminster Canterbury Foundation (General Operations)	Richmond, Virginia	\$ 1,750.00
William Byrd Community House (General Operations)	Richmond, Virginia	\$ 800.00
		<hr/>
		<u>\$ 54,090.50</u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU: DAVENPORT & CO	36,166.	36,161.	5.	5.	
TO PART I, LINE 4	36,166.	36,161.	5.	5.	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 2

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE SCHEDULE ATTACHED	56.	56.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE SCHEDULE ATTACHED	70,528.	76,891.	0.	0.	<6,363.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WORLDCOM LITIGATION	17.	0.	0.	0.	17.

NET GAIN OR LOSS FROM SALE OF ASSETS

<6,346.>

CAPITAL GAINS DIVIDENDS FROM PART IV

36,161.

TOTAL TO FORM 990-PF, PART I, LINE 6A

29,815.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	24.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	24.	0.		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
2012 990-PF TAX DUE WITH RETURN	1,130.	0.		0.
2013 990-PF ESTIMATED TAXES	2,080.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,210.	0.		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
POSTAGE	46.	0.		0.
TO FORM 990-PF, PG 1, LN 23	46.	0.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
2013 CONTRIBUTION APPLIED TO 2014-CHECK OUTSTANDING @12/31/13	200.
TOTAL TO FORM 990-PF, PART III, LINE 5	200.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK	543,460.	1,317,532.
TOTAL TO FORM 990-PF, PART II, LINE 10B	543,460.	1,317,532.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER

JAMES C. HAMILTON
HELEN H. HAMILTON