Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return 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
2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: HARTLEY FAMILY FOUNDATION
Number and street (or P O box number if mail is not delivered to street address): 2112 TOMAHAWK ROAD
Room/suite:
City or town, state, and ZIP code: MISSION HILLS, KS 66208

A Employer identification number: 74-2822359
B Telephone number (see page 10 of the instructions): (913) 236-8473
C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,777,952.
J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(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) (see page 11 of the instructions).)*

		(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 (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	157,127.	157,127.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-624,869.			
	b Gross sales price for all assets on line 6a 5,554,806.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-467,742.	157,127.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	65,415.	58,874.		6,542.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 1	11,137.	NONE	NONE	11,137.
	b Accounting fees (attach schedule) STMT 2	1,525.	NONE	NONE	1,525.
	c Other professional fees (attach schedule) STMT 3	27,817.	27,817.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	2,596.	2,072.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	40.			40.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	108,530.	88,763.	NONE	19,244.
	25 Contributions, gifts, grants paid	495,250.			495,250.
	26 Total expenses and disbursements. Add lines 24 and 25	603,780.	88,763.	NONE	514,494.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,071,522.			
	b **Net investment income** (if negative, enter -0-)		68,364.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		138.	138.
2	Savings and temporary cash investments	82,812.	82,618.	82,618.
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 (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less· allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 6		1,101,125.	1,099,319.
b	Investments - corporate stock (attach schedule) STMT 7	7,091,913.	4,111,204.	4,782,014.
c	Investments - corporate bonds (attach schedule) STMT 10		808,009.	813,863.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,174,725.	6,103,094.	6,777,952.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	7,174,725.	6,103,094.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	7,174,725.	6,103,094.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,174,725.	6,103,094.	

Sections: Assets (lines 1–16); Liabilities (lines 17–23); Net Assets or Fund Balances (lines 24–31)

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	7,174,725.
2	Enter amount from Part I, line 27a	2	-1,071,522.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,103,203.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	109.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,103,094.

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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 PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -624,869.

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) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 3

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 page 18 of 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))
2008	134,296.	1,679,165.	0.07997784613
2007	74,425.	1,475,764.	0.05043150531
2006	55,761.	1,191,089.	0.04681514144
2005	42,590.	1,027,728.	0.04144092600
2004	33,040.	860,290.	0.03840565391

2	Total of line 1, column (d)	2	0.25707107279
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	0.05141421456
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,653,234.
5	Multiply line 4 by line 3	5	342,071.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	684.
7	Add lines 5 and 6	7	342,755.
8	Enter qualifying distributions from Part XII, line 4	8	514,494.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	684.
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	
3	Add lines 1 and 2	3	684.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	684.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 640.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	640.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	44.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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.			
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. ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
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 page 19 of the instructions) ▶ STMT 12			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LAURA LINTECUM Telephone no. ▶ (913)236-8473

Located at ▶ 2112 TOMAHAWK RD, MISSION HILLS, KS ZIP + 4 ▶ 66208

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

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ 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 page 20 of the instructions.)	2b		X
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	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 2009?	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)? (see page 22 of the instructions)	☐ 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 page 22 of the instructions)?			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?	☐ Yes	☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			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 (see page 22 of the instructions).

(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 13		65,415.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50 000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	*Amount*
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,754,552.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,754,552.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,754,552.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	101,318.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,653,234.
6	**Minimum investment return.** Enter 5% of line 5	6	332,662.

Part XI **Distributable Amount** (see page 25 of the 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	332,662.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	684.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	684.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	331,978.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	331,978.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	331,978.

Part XII **Qualifying Distributions** (see page 25 of the 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	514,494.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	514,494.
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 (see page 26 of the instructions)	5	684.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	513,810.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				331,978.
2	Undistributed income, if any, as of the end of 2009.				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20___,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ... NONE				
b	From 2005 ... NONE				
c	From 2006 ... NONE				
d	From 2007 ... NONE				
e	From 2008 ... 51,544.				
f	Total of lines 3a through e	51,544.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 514,494.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				331,978.
e	Remaining amount distributed out of corpus	182,516.			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	234,060.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	234,060.			
10	Analysis of line 9.				
a	Excess from 2005 ... NONE				
b	Excess from 2006 ... NONE				
c	Excess from 2007 ... NONE				
d	Excess from 2008 ... 51,544.				
e	Excess from 2009 ... 182,516.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 page 28 of the 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).)

NONE

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 15				
Total . . . . . ▶ 3a				495,250.
b Approved for future payment				
Total . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	157,127.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-624,869.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-467,742.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -467,742.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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?

			Yes	No
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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Laura H. Lintecum | 4-20-10 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature James W. Nelson	Date 4/13/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) 500-58-4811
Firm's name (or yours if self-employed), address, and ZIP code	U.S. BANK N.A. P.O. BOX 387 ST. LOUIS, MO 63166		EIN ▶ 31-0841368 Phone no. 314-418-2643

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		250. AFLAC INC PROPERTY TYPE: SECURITIES					11/21/2005	06/04/2009
8,628.00		12,100.00					-3,472.00	
		4165. AT&T INC PROPERTY TYPE: SECURITIES					12/19/2003	06/04/2009
102,586.00		105,437.00					-2,851.00	
		19905. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
886,253.00		984,741.00					-98,488.00	
		2795. AMGEN INC PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
142,653.00		123,735.00					18,918.00	
		3400. BALL CORP PROPERTY TYPE: SECURITIES					11/11/1911	06/04/2009
147,885.00		140,695.00					7,190.00	
		10940. BRISTOL-MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
217,967.00		244,690.00					-26,723.00	
		16000. CLOROX CO PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
842,574.00		897,294.00					-54,720.00	
		14500. COCA COLA COMPANY PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
707,457.00		855,428.00					-147971.00	
		1000. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
62,849.00		58,705.00					4,144.00	
		2186. GENZYME CORP PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
135,156.00		157,807.00					-22,651.00	
		1350. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
48,803.00		62,957.00					-14,154.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		8065. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
216,401.00		247,918.00					-31,517.00	
		3225. MCDONALDS CORP PROPERTY TYPE: SECURITIES					05/05/2008	06/04/2009
195,269.00		195,785.00					-516.00	
		810. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
36,581.00		35,041.00					1,540.00	
		785. PEPSICO INC PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
42,533.00		54,408.00					-11,875.00	
		2555. PFIZER INC PROPERTY TYPE: SECURITIES					12/24/2007	06/04/2009
37,611.00		60,272.00					-22,661.00	
		12260. 3M CO PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
729,671.00		934,151.00					-204480.00	
		8775. WAL MART STORES INC PROPERTY TYPE: SECURITIES					03/10/2008	06/04/2009
442,845.00		432,783.00					10,062.00	
		1. SEE ATTACHED SALES SCHEDULE PROPERTY TYPE: SECURITIES					05/31/1997	07/31/2009
		71,014.00					-71,014.00	
		125. APPLE INC PROPERTY TYPE: SECURITIES					06/04/2009	09/03/2009
20,783.00		17,919.00					2,864.00	
		1339. DEL MONTE FOODS CO PROPERTY TYPE: SECURITIES					12/26/2001	09/03/2009
14,972.00		12,040.00					2,932.00	
		1000. ANADARKO PETROLEUM CORP PROPERTY TYPE: SECURITIES					06/04/2009	09/21/2009
61,591.00		47,352.00					14,239.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100000. F N M A M T N 4.000% 7/0 PROPERTY TYPE: SECURITIES					06/09/2009	10/02/2009
100,000.00		100,000.00						
		100000. F N M A M T N 5.000% 1/0 PROPERTY TYPE: SECURITIES					06/09/2009	10/08/2009
100,000.00		100,000.00						
		100000. F H L M C M T N 3.500% 7/1 PROPERTY TYPE: SECURITIES					07/01/2009	10/14/2009
100,000.00		100,000.00						
		200. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES					03/10/2008	11/24/2009
17,610.00		11,741.00					5,869.00	
		146. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					03/10/2008	11/24/2009
9,189.00		6,316.00					2,873.00	
		800. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES					03/10/2008	12/16/2009
68,091.00		46,964.00					21,127.00	
		535. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					07/22/1998	12/16/2009
25,899.00		16,819.00					9,080.00	
		1000. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES					12/19/2000	12/23/2009
32,949.00		45,563.00					-12,614.00	
TOTAL GAIN(LOSS)		....					---------- -624,869. ==========	

2009

STATEMENT OF CAPITAL GAINS AND LOSSES

NAME: HARTLEY FAMILY FOUNDATION

DESCRIPTION	DATE ACQ	DATE SOLD	AMOUNT REALIZED	COST / BASIS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
2,300 SHS NIKE INC	05/31/97	07/31/09	107,246.42	143,432.01		(36,185.59)
4,000 SHS LOWES COS INC	05/31/97	07/31/09	83,752.07	88,080.00		(4,327.93)
2,000 SHS SIGMA ALDRICH CORP	05/31/97	07/31/09	76,249.57	106,750.00		(30,500.43)
TOTALS						(71,013.95)

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	1,623.			1,623.
LEGAL FEES - INCOME (ALLOCABLE	9,514.			9,514.
TOTALS	11,137.	NONE	NONE	11,137.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,525.			1,525.
TOTALS	1,525.	NONE	NONE	1,525.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A	27,817.	27,817.
TOTALS	27,817.	27,817.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	524.	
FOREIGN TAXES PAID	2,072.	2,072.
TOTALS	2,596.	2,072.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	40.	40.
TOTALS	40.	40.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FHLMC MTN 1.70% 6/29/11	100,000.	100,572.
FHLB 1.350% 8/24/11	100,000.	100,375.
FHLB 1.750% 2/24/12	100,000.	100,625.
FHLB 1.50% 9/10/12	50,000.	49,516.
FHLMC MTN 2.750% 12/24/12	100,000.	100,664.
FHLB 2.50% 2/25/13	50,000.	50,328.
FHLB 2.150% 6/17/13	100,000.	99,563.
FHLMC MTN 3% 6/25/13	100,000.	101,150.
FFCB 3.080% 7/7/14	101,125.	101,344.
FNMA MTN 5.20% 7/8/19	100,000.	98,938.
FHLMC MTN 4.750% 7/9/19	100,000.	98,619.
FHLB 4.40% 7/22/19	100,000.	97,625.
TOTALS	1,101,125.	1,099,319.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AFLAC INC	51,945.	57,813.
ATT&T INC	53,398.	58,723.
ABBOTT LABORATORIES	41,714.	59,119.
ALTRIA GROUP INC	23,870.	23,556.
AMGEN INC	53,345.	68,167.
BALL CORP		
BRISTOL MYERS SQUIBB CO	66,050.	77,265.
CLOROX CO		
COCA COLA CO		
CONOCOPHILLIPS	39,310.	51,070.
DEL MONTE FOODS CO		
DUPONT E I DE NEMOURS		
EXPRESS SCRIPTS INC		
GENERAL ELECTRIC CO	111,812.	60,520.
GENZYME CORP	59,557.	40,433.
ILLINOIS TOOL WORKS INC	32,565.	43,911.
JOHNSON & JOHNSON	33,113.	33,205.
KRAFT FOODS INC	53,228.	47,973.
LOWES COS		
MCDONALDS CORP	47,049.	48,391.
MEDCO HEALTH SOLUTIONS	51,912.	76,692.
NIKE INC		
PEPSICO INC	61,686.	54,112.
PFIZER INC	57,206.	44,111.
PHILIP MORRIS INTL	54,393.	57,828.
SIGMA ALDRICH CORP		
3M CO	64,004.	69,443.
WAL MART STORES INC	60,417.	65,476.
ALCOA INC	40,597.	62,868.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APACHE CORP	45,188.	56,744.
APPLE INC	32,254.	47,415.
CISCO SYS INC	47,846.	58,653.
FLOUR CORP	51,252.	47,292.
GOOGLE INC	43,819.	61,998.
HOME DEPOT INC	45,744.	54,967.
IBM CORP	45,117.	55,633.
J P MORGAN CHASE & CO	41,448.	50,004.
NUCOR CORP	37,163.	39,186.
OMNICOM GROUP INC	46,678.	57,942.
ORACLE CORPORATION	48,495.	58,259.
PEABODY ENERGY CORP	50,886.	67,137.
PRICELINE COM INC	51,332.	98,285.
QUALCOMM INC	46,534.	48,573.
SCHWAB CHARLES CORP	53,690.	55,143.
SMITH INTL INC	57,128.	53,525.
TEXAS INSTRUMENTS INC	49,947.	65,150.
UNION PACIFIC CORP	42,044.	51,120.
RESEARCH IN MOTION	50,502.	41,875.
BARCLAYS IPATH DJ AIG COMMOD	94,291.	104,594.
ENERGY SELECT SECTOR SPDR FD	41,358.	45,608.
FIDELITY INVT TR DIVERS INTL	182,625.	213,954.
FIRST AMER MID CAP GWTH OPP	136,965.	164,454.
FIRST AMER SMALL CAP SELECT FD	152,185.	181,872.
GOLDMAN SACHS MC VALUE CL INST	136,965.	167,026.
ISHARES MSCI EMERGING MKTS ETF	378,460.	471,233.
LAUDUS INTL MARKETMASTERS FD	182,625.	224,392.
ROWE T PRICE MID CAP GWTH FD	136,965.	165,888.
ROWE T PRICE MID CAP VALUE FD	136,965.	170,037.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCOUT INTERNATIONAL FUND	243,500.	296,514.
SPDR GOLD TRUST	93,087.	104,305.
T ROWE PRICE SMALL CAP VALUE	152,185.	177,821.
TECHNOLOGY SELECT SECTOR SPDR	98,790.	124,739.
TOTALS	4,111,204.	4,782,014.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HEWLETT PACKARD 2.950% 8/15/12	101,984.	102,046.
PRAXAIR INC 1.750% 11/15/12	100,261.	99,033.
BANK OF NY MELLON 3.1% 1/15/15	100,524.	99,064.
BOEING CO 3.50% 2/15/15	99,738.	100,281.
ATT INC 5.50% 2/1/18	101,603.	104,342.
CISCO SYSTEMS 4.950% 2/15/19	102,342.	102,501.
ONTARIO PROVINCE 4.10% 6/16/14	101,750.	104,361.
QUEBEC PROVINCE 4.625% 5/14/18	99,807.	102,235.
TOTALS	808,009.	813,863.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
COST ADJ		109.
	TOTAL	109.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
===
KS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
PATRICIA HARTLEY
ADDRESS:
7221 MISSION ROAD APT 209
PRAIRIE VILLAGE, KS 66208
TITLE:
CHAIRMAN OF THE BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
LAURA H LINTECUM
ADDRESS:
2112 TOMAHAWK RD
MISSION HILLS, KS 66208
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 22,401.

OFFICER NAME:
ELIZABETH H WINETROUB
ADDRESS:
7912 PAWNEE ST
PRAIRIE VILLAGE, KS 66208
TITLE:
VICE PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 20,315.

OFFICER NAME:
ANN H BUSH
ADDRESS:
2009 RIVIERA CT
LAWRENCE, KS 66047
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 22,699.

TOTAL COMPENSATION: 65,415.

RECIPIENT NAME:
LAURA H LINTECUM
ADDRESS:
2112 TOMAHAWK RD
MISSION HILLS, KS 66208
RECIPIENT'S PHONE NUMBER: 913-236-8473
FORM, INFORMATION AND MATERIALS:
NONE
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
MUST BE A PUBLIC CHARITY AS DESCRIBED
UNDER 501(C)(3) OF THE IRC.

FORM.990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
VARIOUS 501(C)(3) ORGANIZATIONS
FOR DETAILS SEE ATTACHED STATEMENT
ADDRESS:
C/O US BANK NA PO BOX 387
ST LOUIS, MO 63166
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 495,250.

TOTAL GRANTS PAID: 495,250.

TRANSACTIONS FROM 01/01/09 TO 12/31/09 - ALL PORTFOLIO 02/20/10 12:31

130012668200 HARTLEY FAMILY FOUND IAA PRIN. CASH INCOME CASH

05/20 CASH DISBURSEMENT 1,100 00-
PAID TO JEWEL BALL
CHARITABLE CONTRIBUTION
T/A CHECK # 3326634
PAID FOR NO ONE
BATCH NO. UC000372 TRANS NO. 06
DISBURSEMENT CODE: 142

05/20 CASH DISBURSEMENT 100 00-
PAID TO ST LUKE'S HOSPITAL FOUNDATION
4225 BALTIMORE AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3326635
PAID FOR NO ONE
IN MEMORY OF ROGER GUFFEY & MAC TINKLEBAUGH
BATCH NO UC000372 TRANS NO. 07
DISBURSEMENT CODE: 142

06/04 CASH DISBURSEMENT 1,000.00-
PAID TO VILLAGE CHURCH ENDOWMENT FUND
P O BOX 8050, 6641 MISSION RD
PRAIRIE VILLAGE KS 66208
CHARITABLE CONTRIBUTION
T/A CHECK # 3349305
PAID FOR NO ONE
BATCH NO UC000086 TRANS NO. 03
DISBURSEMENT CODE 142

06/10 CASH DISBURSEMENT 5,000.00-
PAID TO CITY UNION MISSION
1100 E 11TH ST
KANSAS CITY MO 64106
CHARITABLE CONTRIBUTION
T/A CHECK # 3358188
PAID FOR NO ONE
REVERSED BY TRX 17 BATCH AL000157 ON 10/8/09
REVERSAL POSTED BY 91C
BATCH NO. UC000194 TRANS NO. 07
DISBURSEMENT CODE· 142

06/10 CASH DISBURSEMENT 2,500 00-
PAID TO THE SALVATION ARMY KS AND
WESTERN MO DIVISION
3637 BROADWAY
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3358191
PAID FOR NO ONE
BATCH NO. UC000194 TRANS NO. 08
DISBURSEMENT CODE 142

07/15 CASH DISBURSEMENT 2,500.00-
PAID TO ST. ANDREWS EPISCOPAL CHURCH
6401 WORNALL TERR
KANSAS CITY MO 64113

TRANSACTIONS FROM 01/01/09 TO 12/31/09 - ALL PORTFOLIO 02/20/10 12:31

130012668200 HARTLEY FAMILY FOUND IAA	PRIN. CASH	INCOME CASH
CHARITABLE CONTRIBUTION		
T/A CHECK # 3417734		
PAID FOR NO ONE		
BATCH NO UB000322 TRANS NO 37		
DISBURSEMENT CODE 142		
07/15 CASH DISBURSEMENT		900.00-
PAID TO AMERICAN RED CROSS		
211 W ARMOUR BLVD		
KANSAS CITY MO 64111		
CHARITABLE CONTRIBUTION		
T/A CHECK # 3417735		
PAID FOR NO ONE		
BATCH NO. UB000322 TRANS NO 38		
DISBURSEMENT CODE: 142		
08/18 CASH DISBURSEMENT		1,000.00-
PAID TO BOTAR		
CHARITABLE CONTRIBUTION		
T/A CHECK # 3469167		
PAID FOR NO ONE		
BATCH NO UC000306 TRANS NO. 05		
DISBURSEMENT CODE· 142		
08/26 CASH DISBURSEMENT	5,000 00-	
PAID TO LAKEMARY CENTER		
ATTN:MARY WHEELER,DIR MKTG & DEV		
100 LAKEMARY DR		
PAOLA KS 66071		
CHARITABLE CONTRIBUTION		
T/A CHECK # 3485253		
PAID FOR NO ONE		
BATCH NO. UC000465 TRANS NO. 02		
DISBURSEMENT CODE: 142		
09/08 CASH DISBURSEMENT		900.00-
PAID TO AMERICAN RED CROSS		
CHARITABLE CONTRIBUTION		
T/A CHECK # 3502416		
PAID FOR NO ONE		
BATCH NO UC000121 TRANS NO. 03		
DISBURSEMENT CODE. 142		
10/08 CASH DISBURSEMENT		5,000.00-
PAID TO CITY UNION MISSION		
1100 E 11TH ST		
KANSAS CITY MO 64106		
CHARITABLE CONTRIBUTION		
T/A CHECK # 3558212		
PAID FOR NO ONE		
REPLACEMENT CHECK DTD 6/10/09 LOST IN MAIL		
BATCH NO UC000142 TRANS NO. 03		
DISBURSEMENT CODE: 142		
10/08 REVERSAL		5,000.00
PAID TO CITY UNION MISSION		

130012668200 HARTLEY FAMILY FOUND IAA PRIN. CASH INCOME CASH

1100 E 11TH ST
KANSAS CITY MO 64106
CHARITABLE CONTRIBUTION
T/A CHECK # 3358188
PAID FOR NO ONE
REVERSAL OF TRX 7 BATCH UC000194 FROM 6/10/09
REVERSAL POSTED BY 91C
BATCH NO. AL000157 TRANS NO. 17
DISBURSEMENT CODE: 142

10/28 CASH DISBURSEMENT 900.00-
PAID TO NELSON-ATKINS MUSEUM FOUNDATION
CHARITABLE CONTRIBUTION
T/A CHECK # 3587396
PAID FOR NO ONE
BATCH NO. UC000495 TRANS NO. 02
DISBURSEMENT CODE: 142

10/28 CASH DISBURSEMENT 100.00-
PAID TO CASA OF JOHNSON & WYANDOTTE CO'S
6901 SHAWNEE MISSION PKWY # 112
OVERLAND PARK KS 66202
CHARITABLE CONTRIBUTION
T/A CHECK # 3587397
PAID FOR NO ONE
IN HONOR OF BETTY PITMAN
BATCH NO. UC000495 TRANS NO 03
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 3,000 00-
PAID TO UNITED WAY OF DOUGLAS CO
2518 RIDGE CT, ROOM 200
LAWRENCE KS 66046-4079
CHARITABLE CONTRIBUTION
T/A CHECK # 3648842
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 01
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO FAIRY GODMOTHER FUND
2518 RIDGE CT, ROOM 200
LAWRENCE KS 66046-4079
CHARITABLE CONTRIBUTION
T/A CHECK # 3648784
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 02
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO DOUGLAS CO COMMUNITY FOUNDATION
ATTN. CHIP BLASER
900 MASSACHUSETTS, STE 406
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648764

130012668200 HARTLEY FAMILY FOUND IAA PRIN. CASH INCOME CASH

PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 03
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 3,000 00-
PAID TO THE SHELTER INC
ATTN: JUDY CULLEY
P O BOX 647
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648774
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 04
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 2,000.00-
PAID TO FIRST UNITED METHODIST CHURCH
ATTN BUSINESS MANAGER
946 VERMONT
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648794
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 05
DISBURSEMENT CODE· 142

12/07 CASH DISBURSEMENT 2,500 00-
PAID TO DOUGLAS COUNTY CASA
ATTN EXECUTIVE DIRECTOR
1100 MASSACHUSETTS
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648844
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 06
DISBURSEMENT CODE 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO LAWRENCE SCHOOLS FOUNDATION
ATTN: SUSAN ESAU
110 MCDONALD DR
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648836
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO 07
DISBURSEMENT CODE 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO BIG BROTHERS/BIG SISTERS-DOUGLAS CO
ATTN: JANE PENNINGTON
211 E 8TH ST, STE D
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648838
PAID FOR NO ONE

130012668200 HARTLEY FAMILY FOUND IAA PRIN. CASH INCOME CASH

BATCH NO. UC000116 TRANS NO. 08
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 5,000.00-
PAID TO COMMUNITY LVG OPPORTUNITIES
ATTN: MICHAEL STROUSE
2113 DELEWARE
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648837
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 09
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO COTTONWOOD INC
ATTN PEGGY WALLERT
2801 W 31ST ST
LAWRENCE KS 66047
CHARITABLE CONTRIBUTION
T/A CHECK # 3648839
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 10
DISBURSEMENT CODE· 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO BOYS AND GIRLS CLUB INC
ATTN. JANET MURPHY
1520 HASKELL, P O BOX 748
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648840
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 11
DISBURSEMENT CODE. 142

12/07 CASH DISBURSEMENT 500.00-
PAID TO BALLARD COMMUNITY SERVICES
PO BOX 7
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648761
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 12
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 500 00-
PAID TO BALLARD COMMUNITY SERVICES
PO BOX 7
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648768
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 13
DISBURSEMENT CODE: 142

130012668200 HARTLEY FAMILY FOUND IAA PRIN. CASH INCOME CASH

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO KANSAS AUDIO READER NETWORK
ATTN: JANET CAMPBELL
1120 W 11TH ST, PO BOX 847
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648781
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 14
DISBURSEMENT CODE. 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO WOMEN'S TRANSITIONAL CARE SERVICES
ATTN: SARA TERWELP
P O BOX 633
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648765
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 15
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000 00-
PAID TO SALVATION ARMY
ATTN: SUSAN DALBERG
P O BOX 1940
LAWRENCE KS 66044-8924
CHARITABLE CONTRIBUTION
T/A CHECK # 3648766
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 16
DISBURSEMENT CODE· 142

12/07 CASH DISBURSEMENT 5,000.00-
PAID TO GAMMA PHI BETA-SIGMA HOUSE CORP
P O BOX 3796
LAWRENCE KS 66046
CHARITABLE CONTRIBUTION
T/A CHECK # 3648797
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 17
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO HABITAT FOR HUMANITY
ATTN: JEAN LILLEY
P O BOX 442113
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648801
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 18
DISBURSEMENT CODE 142

12/07 CASH DISBURSEMENT 500.00-
PAID TO KANSAS ALPHA-PHI DELTA THETA EDUC FD

ATTN: WILL LYNCH
6010 REINHARDT DR
FAIRWAY KS 66205
CHARITABLE CONTRIBUTION
T/A CHECK # 3648815
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 19
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO LAWRENCE HUMANE SOCIETY
ATTN: MIDGE GRINSTEAD
1805 E 19TH ST
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648816
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 20
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO VAN GO MOBILE ARTS
ATTN· LYNNE GREEN
P O BOX 153
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648817
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 21
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO SMILE TRAIN INC
ATTN· DIRECTOR OF CHARITABLE GIVING
P O BOX 96231
WASHINGTON DC 20090-6231
CHARITABLE CONTRIBUTION
T/A CHECK # 3648818
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 22
DISBURSEMENT CODE. 142

12/07 CASH DISBURSEMENT 2,000.00-
PAID TO DOLE INSTITUTE OF POLITICS
ATTN: BILL LACEY
2350 PETEFISH DR
LAWRENCE KS 66045
CHARITABLE CONTRIBUTION
T/A CHECK # 3648777
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 23
DISBURSEMENT CODE. 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO LAWRENCE MEMORIAL HOSPITAL ENDOWMENT
ATTN: KATHY CLAUSING-WILLIS

325 MAINE
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648821
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 24
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000 00-
PAID TO LAWRENCE PUBLC LIBRARY FOUNDATION
ATTN: KATHLEEN MORGAN
P O BOX 973
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 3648823
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 25
DISBURSEMENT CODE. 142

12/07 CASH DISBURSEMENT 1,000 00-
PAID TO HARVESTERS
4021 SW 10TH, PMB 364
TOPEKA KS 66604-1916
CHARITABLE CONTRIBUTION
T/A CHECK # 3648778
PAID FOR NO ONE
FOR DOUGLAS COUNTY
BATCH NO UC000116 TRANS NO. 26
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO RONALD MCDONALD HOUSE CHARITIES-KC
2502 CHERRY
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 3648763
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 27
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 2,500.00-
PAID TO SALVATION ARMY
3637 BROADWAY
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3648822
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 28
DISBURSEMENT CODE 142

12/07 CASH DISBURSEMENT 5,000.00-
PAID TO UNION STATION OF KANSAS CITY
ATTN. SHARON BROWN
30 PERSHING RD, STE 850
KANSAS CITY MO 64108-2459
CHARITABLE CONTRIBUTION

T/A CHECK # 3648820
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 29
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 2,500.00-
PAID TO LIBERTY MEMORIAL ASSOCIATION
ATTN: TIM DYKES
P O BOX 411475
KANSAS CITY MO 64141-1475
CHARITABLE CONTRIBUTION
T/A CHECK # 3648782
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 30
DISBURSEMENT CODE. 142

12/07 CASH DISBURSEMENT 2,500.00-
PAID TO C3 MISSIONS INTERNATIONAL
ATTN: JOE KNITTIG
3000 NW 50TH ST
KANSAS CITY MO 64150
CHARITABLE CONTRIBUTION
T/A CHECK # 3648787
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO 31
DISBURSEMENT CODE· 142

12/07 CASH DISBURSEMENT 1 000.00-
PAID TO CASA OF JOHNSON & WYANDOTTE COUNTIES
6901 SHAWNEE MISSION PKWY STE 112
OVERLAND PARK KS 66202
CHARITABLE CONTRIBUTION
T/A CHECK # 3648783
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 32
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000 00-
PAID TO BISHOP SPENCER PLACE
4301 MADISON AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3648798
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 33
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO BOYS AND GIRLS CLUB OF GREATER KC
6301 ROCKHILL RD, STE 303
KANSAS CITY MO 64131
CHARITABLE CONTRIBUTION
T/A CHECK # 3648779
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 34
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 25,000.00-
PAID TO ST LUKE'S HOSPITAL FOUNDATION
ATTN. MARK LITZLER
4225 BALTIMORE AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3648760
PAID FOR NO ONE
FOR THE WOMEN'S CENTER
BATCH NO. UC000116 TRANS NO. 35
DISBURSEMENT CODE· 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO ST LUKE'S HOSPITAL FOUNDATION
ATTN: MARK LITZLER
4225 BALTIMORE AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3648792
PAID FOR NO ONE
IN HONOR OF DR DAN MARGOLIN
BATCH NO. UC000116 TRANS NO. 36
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 3,000.00-
PAID TO ST ANDREW'S CHURCH
ATTN· REV FRED MANN
6401 WORNALL TERR
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 3648793
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 37
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO HORIZON ACADEMY
4901 REINHARDT DR
ROELAND PARK KS 66205
CHARITABLE CONTRIBUTION
T/A CHECK # 3648785
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 38
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 5,000.00-
PAID TO SWOPE HEALTH FOUNDATION
3801 BLUE PARKWAY
KANSAS CITY MO 64130-9800
CHARITABLE CONTRIBUTION
T/A CHECK # 3648786
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 39
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-

PAID TO AMERICAN RED CROSS
211 ARMOUR BLVD
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3648772
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 40
DISBURSEMENT CODE· 142

12/07 CASH DISBURSEMENT 1,000.00-

PAID TO CAMPS FOR KIDS
1080 WASHINGTON
KANSAS CITY MO 64105
CHARITABLE CONTRIBUTION
T/A CHECK # 3648775
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 41
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-

PAID TO SHAWNEE MISSION EDUCATIONAL FOUND
7235 ANTIOCH RD
SHAWNEE MISSION KS 66204
CHARITABLE CONTRIBUTION
T/A CHECK # 3648776
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO 42
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-

PAID TO LYRIC OPERA OF KANSAS CITY
1029 CENTRAL
KANSAS CITY MO 64105-1677
CHARITABLE CONTRIBUTION
T/A CHECK # 3648780
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 43
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-

PAID TO THE CHILDREN'S PLACE
2 EAST 59TH ST
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 3648799
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 44
DISBURSEMENT CODE 142

12/07 CASH DISBURSEMENT 80,000.00-

PAID TO KU ENDOWMENT ASSOCIATION
ATTN·DIRECTOR OF GIFT PLANNING
P O BOX 928
LAWRENCE KS 66044-0928
CHARITABLE CONTRIBUTION

T/A CHECK # 3648788
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 45
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 5,000.00-
PAID TO THE FAMILY CONSERVANCY INC
ATTN: BETTY VANDERVELDE
626 MINNESOTA AVE
KANSAS CITY KS 66101-9987
CHARITABLE CONTRIBUTION
T/A CHECK # 3648795
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO 46
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 25,000.00-
PAID TO NELSON GALLERY FOUNDATION
ATTN BARBARA HEAD
4525 OAK ST
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3648796
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO 47
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 5,000 00-
PAID TO CITY UNION MISSION
1100 E 11TH ST
KANSAS CITY MO 64106
CHARITABLE CONTRIBUTION
T/A CHECK # 3648789
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 48
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO HEART TO HEART INTERNATIONAL
401 S CLAIRBORNE, STE 302
OLATHE KS 66062-1735
CHARITABLE CONTRIBUTION
T/A CHECK # 3648800
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 49
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 5,000.00-
PAID TO OPERATION BREAKTHROUGH
P O BOX 412482
KANSAS CITY MO 64141-2482
CHARITABLE CONTRIBUTION
T/A CHECK # 3648769
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 50
DISBURSEMENT CODE 142

130012668200 HARTLEY FAMILY FOUND IAA PRIN. CASH INCOME CASH

12/07 CASH DISBURSEMENT 5,000.00-
PAID TO UNITED WAY OF GREATER KANSAS CITY
ATTN: ANNUAL FUND
P O BOX 877888
KANSAS CITY MO 64187-7888
CHARITABLE CONTRIBUTION
T/A CHECK # 3648762
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 51
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO KANSAS CITY REPERTORY THEATER
4825 TROOST, STE 101
KANSAS CITY MO 64110
CHARITABLE CONTRIBUTION
T/A CHECK # 3648814
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 52
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO LITERACY KANSAS CITY
211 W ARMOUR BLVD 3RD FLR
KANSAS CITY MO 64111-2093
CHARITABLE CONTRIBUTION
T/A CHECK # 3648819
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 53
DISBURSEMENT CODE. 142

12/07 CASH DISBURSEMENT 1,000 00-
PAID TO WOMEN'S EMPLOYMENT NETWORK
920 MAIN, STE 100
KANSAS CITY MO 64105-2000
CHARITABLE CONTRIBUTION
T/A CHECK # 3648767
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 54
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 10,000.00-
PAID TO CHILDREN'S MERCY HOSPITAL
2401 GILLHAM RD
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 3648843
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO 55
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 500.00-
PAID TO JEFFERSON COUNTY HISTORICAL SOCIETY
P O BOX 176
OSKALOOSA KS 66066-0176

CHARITABLE CONTRIBUTION
T/A CHECK # 3648773
PAID FOR NO ONE
IN MEMORY OF LEE HUDDLESTON
BATCH NO. UC000116 TRANS NO 56
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000 00-
PAID TO CHILDREN'S SPOT
4232 WORNALL RD
KANSAS CITY, MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3648841
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 57
DISBURSEMENT CODE 142

12/07 CASH DISBURSEMENT 2,500.00-
PAID TO HARVESTERS
P O BOX 412233
KANSAS CITY, MO 64141-2233
CHARITABLE CONTRIBUTION
T/A CHECK # 3648790
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 58
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO ROSE BROOKS CENTER
P O BOX 320599
KANSAS CITY, MO 64132-0599
CHARITABLE CONTRIBUTION
T/A CHECK # 3648791
PAID FOR NO ONE
BATCH NO UC000116 TRANS NO. 59
DISBURSEMENT CODE: 142

12/07 CASH DISBURSEMENT 1,000.00-
PAID TO CHILDREN'S TLC
3101 MAIN
KANSAS CITY, MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 3648845
PAID FOR NO ONE
BATCH NO. UC000116 TRANS NO. 60
DISBURSEMENT CODE: 142

** SUMMARY FOR 01/01/09 THROUGH 12/31/09 **
MISCELLANEOUS DISBURSEMENTS
142 - CHARITABLE CONTRIBUTION 249,700.00- 12,800.00-

First Option BANK
PO Box B
Paola, KS 66071

STATEMENT OF ACCOUNT
FOR PERIOD 01/01/09 TO 07/31/09

ACCOUNT NO. 62-6249-00-7

HARTLEY FAMILY FOUNDATION AGENCY

DATE	DESCRIPTION	INCOME	PRINCIPAL	ASSET CARRYING VALUE
	DISBURSEMENTS TO OR FOR BENEFICIARY			
01/08/09	NELSON ATKINS MUSEUM OF ART CHARITABLE CONTRIBUTION		25,000.00-	
01/08/09	BOY SCOUTS OF AMERICA CHARITABLE CONTRIBUTION MEMORY OF JOE JACK MERRIMAN		100.00-	
02/20/09	VILLAGE PRESBYTERIAN CHURCH CHARITABLE CONTRIBUTION IN MEMORY OF EILEEN BELL		50.00-	

First Option BANK
PO Box B
Paola, KS 66071

STATEMENT OF ACCOUNT
FOR PERIOD 01/01/09 TO 07/31/09

ACCOUNT NO. 62-6249-00-7

HARTLEY FAMILY FOUNDATION AGENCY

DATE	DESCRIPTION	INCOME	PRINCIPAL	ASSET CARRYING VALUE
03/20/09	NATIONAL WORLD WAR I MUSEUM CHARITABLE CONTRIBUTION		5,000.00-	
03/20/09	ST. LUKE'S HOSPITAL FOUNDATION CHARITABLE CONTRIBUTION IN MEMORY OF WILLIAM HANES		100.00-	
04/01/09	ST. LUKE'S HOSPITAL FOUNDATION CHARITABLE CONTRIBUTION GIFT FOR PURCHASING EQUIPMENT FOR THE LEONARD WALL UROGYNECOLOGY LABORATORY		50,000.00-	
04/01/09	KANSAS UNIVERSITY ENDOWMENT ASSOC. CHARITABLE CONTRIBUTION HARTLEY HEARING CENTER		150,000.00-	
04/03/09	UNITED WAY OF GREATER KANSAS CITY CHARITABLE CONTRIBUTION		2,500.00-	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2009

Name of estate or trust: HARTLEY FAMILY FOUNDATION

Employer identification number: 74-2822359

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	17,103.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	17,103.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-641,972.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-641,972.

Part III Summary of Parts I and II *Caution: Read the instructions before completing this part.*		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			17,103.
14 **Net long-term gain or (loss):**				
a Total for year	14a			-641,972.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-624,869.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20 Add lines 18 and 19	20			
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21			
22 Subtract line 21 from line 20. If zero or less, enter -0-		22		
23 Subtract line 22 from line 17. If zero or less, enter -0-		23		
24 Enter the **smaller** of the amount on line 17 or $2,300		24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23		25		
26 Subtract line 25 from line 24		26		
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29 Subtract line 28 from line 27		29		
30 Multiply line 29 by 15% (.15)			30	
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32 Add lines 30 and 31			32	
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2009

Name of estate or trust: HARTLEY FAMILY FOUNDATION

Employer identification number: 74-2822359

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 125. APPLE INC	06/04/2009	09/03/2009	20,783.00	17,919.00	2,864.00
1000. ANADARKO PETROLEUM CORP	06/04/2009	09/21/2009	61,591.00	47,352.00	14,239.00
100000. F N M A M T N 4.000% 7/01/14	06/09/2009	10/02/2009	100,000.00	100,000.00	
100000. F N M A M T N 5.000% 1/06/17	06/09/2009	10/08/2009	100,000.00	100,000.00	
100000. F H L M C M T N 3.500% 7/14/14	07/01/2009	10/14/2009	100,000.00	100,000.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 17,103.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

HARTLEY FAMILY FOUNDATION

Employer identification number 74-2822359

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250. AFLAC INC	11/21/2005	06/04/2009	8,628.00	12,100.00	-3,472.00
4165. AT&T INC	12/19/2003	06/04/2009	102,586.00	105,437.00	-2,851.00
19905. ABBOTT LABORATORIES	03/10/2008	06/04/2009	886,253.00	984,741.00	-98,488.00
2795. AMGEN INC	03/10/2008	06/04/2009	142,653.00	123,735.00	18,918.00
3400. BALL CORP	11/11/1911	06/04/2009	147,885.00	140,695.00	7,190.00
10940. BRISTOL-MYERS SQUIBB CO	03/10/2008	06/04/2009	217,967.00	244,690.00	-26,723.00
16000. CLOROX CO	03/10/2008	06/04/2009	842,574.00	897,294.00	-54,720.00
14500. COCA COLA COMPANY	03/10/2008	06/04/2009	707,457.00	855,428.00	-147,971.00
1000. EXPRESS SCRIPTS INC CL A	03/10/2008	06/04/2009	62,849.00	58,705.00	4,144.00
2186. GENZYME CORP	03/10/2008	06/04/2009	135,156.00	157,807.00	-22,651.00
1350. ILLINOIS TOOL WORKS	03/10/2008	06/04/2009	48,803.00	62,957.00	-14,154.00
8065. KRAFT FOODS INC CL A	03/10/2008	06/04/2009	216,401.00	247,918.00	-31,517.00
3225. MCDONALDS CORP	05/05/2008	06/04/2009	195,269.00	195,785.00	-516.00
810. MEDCO HEALTH SOLUTIONS INC	03/10/2008	06/04/2009	36,581.00	35,041.00	1,540.00
785. PEPSICO INC	03/10/2008	06/04/2009	42,533.00	54,408.00	-11,875.00
2555. PFIZER INC	12/24/2007	06/04/2009	37,611.00	60,272.00	-22,661.00
12260. 3M CO	03/10/2008	06/04/2009	729,671.00	934,151.00	-204,480.00
8775. WAL MART STORES INC	03/10/2008	06/04/2009	442,845.00	432,783.00	10,062.00
1. SEE ATTACHED SALES SCHEDULE	05/31/1997	07/31/2009		71,014.00	-71,014.00
1339. DEL MONTE FOODS CO	12/26/2001	09/03/2009	14,972.00	12,040.00	2,932.00
200. EXPRESS SCRIPTS INC CL A	03/10/2008	11/24/2009	17,610.00	11,741.00	5,869.00
146. MEDCO HEALTH SOLUTIONS INC	03/10/2008	11/24/2009	9,189.00	6,316.00	2,873.00
800. EXPRESS SCRIPTS INC CL A	03/10/2008	12/16/2009	68,091.00	46,964.00	21,127.00
535. ILLINOIS TOOL WORKS	07/22/1998	12/16/2009	25,899.00	16,819.00	9,080.00
1000. DU PONT E I DE NEMOURS & CO	12/19/2000	12/23/2009	32,949.00	45,563.00	-12,614.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -641,972.00

2009

STATEMENT OF CAPITAL GAINS AND LOSSES

NAME: HARTLEY FAMILY FOUNDATION

DESCRIPTION	DATE ACQ	DATE SOLD	AMOUNT REALIZED	COST / BASIS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
2,300 SHS NIKE INC	05/31/97	07/31/09	107,246.42	143,432.01		(36,185.59)
4,000 SHS LOWES COS INC	05/31/97	07/31/09	83,752.07	88,080.00		(4,327.93)
2,000 SHS SIGMA ALDRICH CORP	05/31/97	07/31/09	76,249.57	106,750.00		(30,500.43)
TOTALS						(71,013.95)