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 JUN 1, 2009 , and ending MAY 31, 2010

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: The Hanley Family Foundation, Inc. c/o Michael Hanley

Number and street (or P O box number if mail is not delivered to street address): 485 Winfield Glen Court | Room/suite

City or town, state, and ZIP code: Atlanta, GA 30342

A Employer identification number: 59-2745187

B Telephone number: (404) 351-2262

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) ▶$ 15,191,887.

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))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,741.	1,741.		Statement 1
4 Dividends and interest from securities	289,784.	289,784.		Statement 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	209,357.			
b Gross sales price for all assets on line 6a 8,872,143.				
7 Capital gain net income (from Part IV, line 2)		209,357.		
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	105,869.	105,869.		Statement 3
12 Total. Add lines 1 through 11	606,751.	606,751.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	85,000.	8,500.		76,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	6,502.	650.		5,852.
16a Legal fees				
b Accounting fees Stmt 4	16,990.	4,000.		12,990.
c Other professional fees				
17 Interest				
18 Taxes Stmt 5	5,415.	5,415.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 6	107,391.	90,347.		17,044.
24 Total operating and administrative expenses. Add lines 13 through 23	221,298.	108,912.		112,386.
25 Contributions, gifts, grants paid	691,500.			691,500.
26 Total expenses and disbursements. Add lines 24 and 25	912,798.	108,912.		803,886.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<306,047.>			
b Net investment income (if negative, enter -0-)		497,839.		
c Adjusted net income (if negative, enter -0-)			N/A	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,230,918.	636,018.	636,018.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,039.		
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 7	3,574,961.	4,342,337.	4,433,482.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	8,916,657.	8,947,239.	8,367,576.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 9)	3,634,616.	4,125,511.	1,754,811.
	16 Total assets (to be completed by all filers)	18,361,191.	18,051,105.	15,191,887.
Liabilities	17 Accounts payable and accrued expenses		955.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	955.	
Net Assets or Fund Balances	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	18,361,191.	18,050,150.	
	30 Total net assets or fund balances	18,361,191.	18,050,150.	
	31 Total liabilities and net assets/fund balances	18,361,191.	18,051,105.	

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	18,361,191.
2	Enter amount from Part I, line 27a	2	<306,047.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,055,144.
5	Decreases not included in line 2 (itemize) ▶ Federal Income Tax Expense	5	4,994.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,050,150.

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				
b	See Attached Statement			
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	8,872,143.		8,859,063.	209,357.

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				209,357.

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 } 2 209,357.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	876,036.	15,115,955.	.057954
2007	998,051.	18,807,452.	.053067
2006	1,002,170.	20,444,248.	.049020
2005	912,749.	19,390,599.	.047072
2004	866,874.	18,574,355.	.046670

2	Total of line 1, column (d)	2	.253783
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	.050757
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,677,971.
5	Multiply line 4 by line 3	5	795,767.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,978.
7	Add lines 5 and 6	7	800,745.
8	Enter qualifying distributions from Part XII, line 4	8	803,886.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of 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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	4,978.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,978.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	4,978.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 4,039.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	4,039.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	16.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	955.
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 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 ▶ $ 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? N/A	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) ▶ GA,FL			
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)? *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 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 ▶ http://www.hanleyfamilyfoundation.org/

14 The books are in care of ▶ Michael Hanley Telephone no ▶ (404) 351-2262

Located at ▶ 485 Winfield Glen Court, Atlanta, GA ZIP+4 ▶ 30342

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

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 instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		85,000.	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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 The granting of funds to charitable organizations involved in the diagnosis and treatment of alcohol and chemical dependence, including related research and education.	691,500.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	6,967,987.
b	Average of monthly cash balances	1b	691,650.
c	Fair market value of all other assets	1c	8,257,085.
d	**Total** (add lines 1a, b, and c)	1d	15,916,722.
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	15,916,722.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	238,751.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,677,971.
6	**Minimum investment return.** Enter 5% of line 5	6	783,899.

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	783,899.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 4,978.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,978.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	778,921.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	778,921.
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	778,921.

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	803,886.
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	803,886.
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	4,978.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	798,908.

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

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				778,921.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			682,528.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 803,886.				
a Applied to 2008, but not more than line 2a			682,528.	
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 2009 distributable amount				121,358.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				657,563.
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 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 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
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					
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 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).)

See Statement 11

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 of the person to whom applications should be addressed

Michael Hanley, (404) 351-2262
485 Winfield Glen Court, Atlanta, GA 30342

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

Request grant guidelines and information to be submitted.

c Any submission deadlines

No

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

See Part IX-A.

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 12				
Total			▶ 3a	691,500.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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					1,741.
4 Dividends and interest from securities					289,784.
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					105,869.
8 Gain or (loss) from sales of assets other than inventory					209,357.
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)		0.		0.	606,751.

13 Total. Add line 12, columns (b), (d), and (e) 13 606,751.

(See worksheet in line 13 instructions 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)
3,4,	The income reported above represents earnings and gains & losses
7,8	directly related to the Foundation's contributed assets,
	publicly-traded securities.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

Michael J Hanley 7/28/10 President

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature		Date 07/06/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	Mehlich, Roegiers, Goldin & Co. 701 Colorado Ave. Stuart, FL 34994	EIN	Phone no (772) 283-7444

923622
02-02-10

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	State Street Bank & Trust-See Statement D		Various	Various
b	State Street Bank & Trust-See Statement D		Various	Various
c	Bessemer Trust-See Statement D		Various	Various
d	Bessemer Trust-See Statement D		Various	Various
e	Sonamed Escrow		07/08/08	06/09/09
f	Virtual Inc		08/24/07	12/29/09
g	Ciphergen Biosystems Inc Pfd Ser D		07/28/98	02/17/10
h	Capital Gain on K-1 Silchester		Various	Various
i	Capital Gain on K-1 Silchester		Various	Various
j	Capital Gain on K-1 Old Westbury I		Various	Various
k	Capital Loss on K-1 Old Westbury II		Various	Various
l	LTCG Class Action Proceeds-Welch & Forbes		Various	Various
m	LTCG Class Action Proceeds-Bessemer Trust		Various	Various
n	LTCG Class Action Proceeds-State Street Bank & Tr		Various	Various
o				

	(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	7,525,433.		7,514,639.	10,794.
b	31,197.		49,766.	<18,569.>
c	503,510.		512,102.	<8,592.>
d	796,845.		758,153.	38,692.
e	4,382.		4,382.	0.
f	25.		21.	4.
g	10,751.		20,000.	<9,249.>
h				68,387.
i				125,526.
j				72.
k				<1,841.>
l				296.
m				85.
n				3,752.
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				10,794.
b				<18,569.>
c				<8,592.>
d				38,692.
e				0.
f				4.
g				<9,249.>
h				68,387.
i				125,526.
j				72.
k				<1,841.>
l				296.
m				85.
n				3,752.
o				

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	209,357.
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

923591
04-24-09

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Wachovia MMKT	1,741.
Total to Form 990-PF, Part I, line 3, Column A	1,741.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends - Bessemer Trust	37,507.	0.	37,507.
Dividends - State Street Bank & Trust	32,465.	0.	32,465.
Dividends - TIFF Multi-Asset Fund	95,258.	0.	95,258.
Dividends - Welch & Forbes	7.	0.	7.
Dividends from Schedule K-1 -- Old Westbury Private Capital I	182.	0.	182.
Dividends from Schedule K-1 -- Old Westbury Private Capital II	47.	0.	47.
Dividends from Schedule K-1 -- Silchester International Investors	113,124.	0.	113,124.
Interest - Bessemer Trust	282.	0.	282.
Interest - State Street Bank & Trust	10,043.	0.	10,043.
Interest from Schedule K-1 -- Old Westbury Private Capital I	525.	0.	525.
Interest from Schedule K-1 -- Old Westbury Private Capital II	317.	0.	317.
Interest from Schedule K-1 -- Silchester International Investors	27.	0.	27.
Total to Fm 990-PF, Part I, ln 4	289,784.	0.	289,784.

Form 990-PF | Other Income | Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Ordinary Income from Schedule K-1 -- Old Westbury Private Capital I	159.	159.	
Ordinary Loss from Schedule K-1 -- Old Westbury Private Capital II	<8.>	<8.>	
Other Income from Schedule K-1 -- Powershares DB Agri Fd	460.	460.	
Other Loss from Schedule K-1 -- Old Westbury Private Capital I	<1,868.>	<1,868.>	
Other Loss from Schedule K-1 -- Old Westbury Private Capital II	<6,118.>	<6,118.>	
Other Income from Schedule K-1 -- Silchester Investment Advisors	67,519.	67,519.	
Annuity Income - American Natl	13,278.	13,278.	
Annuity Income - Penn Mutual	15,310.	15,310.	
Annuity Income - Nationwide Life	17,137.	17,137.	
Total to Form 990-PF, Part I, line 11	105,869.	105,869.	

Form 990-PF | Accounting Fees | Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	16,990.	4,000.		12,990.
To Form 990-PF, Pg 1, ln 16b	16,990.	4,000.		12,990.

Form 990-PF | Taxes | Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	5,415.	5,415.		0.
To Form 990-PF, Pg 1, ln 18	5,415.	5,415.		0.

Form 990-PF — Other Expenses — Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administration Expenses	385.	91.		294.
Investment Management Fees	83,095.	83,095.		0.
Investment Expenses from Schedule K-1 -- Old Westbury Private Capital I	2,617.	2,617.		0.
Investment Expenses from Schedule K-1 -- Old Westbury Private Capital II	2,536.	2,536.		0.
Insurance	8,830.	2,008.		6,822.
Direct Charitable Purpose Expense	9,515.	0.		9,515.
Meeting Expense	413.	0.		413.
To Form 990-PF, Pg 1, ln 23	107,391.	90,347.		17,044.

Form 990-PF — Corporate Stock — Statement 7

Description	Book Value	Fair Market Value
Corporate Stock - Bessemer Trust	2,237,664.	2,367,481.
Corporate Stock - State Street Bank & Trust	2,062,582.	2,057,610.
Corporate Stock - Welch & Forbes	42,091.	8,391.
Total to Form 990-PF, Part II, line 10b	4,342,337.	4,433,482.

Form 990-PF — Other Investments — Statement 8

Description	Valuation Method	Book Value	Fair Market Value
Limited Partnerships - Bessemer Trust	COST	301,240.	234,763.
Silchester International Investors, Inc	COST	4,089,614.	3,966,152.
TIFF Multi-Asset Fund	COST	2,503,746.	2,114,022.
Annuity-Penn Mutual	COST	684,265.	684,265.
Annuity-Nationwide	COST	684,192.	684,192.
Annuity-American National	COST	684,182.	684,182.
Total to Form 990-PF, Part II, line 13		8,947,239.	8,367,576.

Form 990-PF	Other Assets	Statement 9

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Cash Surrender Value of Life Insurance	3,634,616.	4,125,511.	1,754,811.
To Form 990-PF, Part II, line 15	3,634,616.	4,125,511.	1,754,811.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
John W. Hanley, Jr. 2826 10th Avenue East Seattle, WA 98102	Chairman 5.00	0.	0.	0.
John W. Hanley, Sr. 600 St. Anne's Lane Vero Beach, FL 32967	Director 5.00	0.	0.	0.
Mary Jane Hanley 600 St. Anne's Lane Vero Beach, FL 32967	Director 5.00	0.	0.	0.
Susan H. Meyers 712 Hickory Trace Place Nashville, TN 37221	Director 5.00	0.	0.	0.
Michael James Hanley 485 Winfield Glen Court Atlanta, GA 30342	President/Treasurer 40.00	85,000.	0.	0.
Amy H. Rothermel 8 Hummingbird Road Wyomissing, PA 19610	Director 5.00	0.	0.	0.
Andrew Rothermel 8 Hummingbird Road Wyomissing, PA 19610	Director 5.00	0.	0.	0.

Linda Hanley 485 Winfield Glen Court Atlanta, GA 30342	Vice President/Secretary 20.00	0.	0.	0.
Dr. George Stickney 4340 Missendell Lane Norcross, GA 30092	Director 5.00	0.	0.	0.
Lara Stickney 4340 Missendell Lane Norcross, GA 30092	Director 5.00	0.	0.	0.
Douglass Tieman, Caron Foundation Box A, Galen Hall Road Wernersville, PA 19565	Director 5.00	0.	0.	0.
Stephen Roegiers 701 Colorado Avenue Stuart, FL 34994	Director 5.00	0.	0.	0.
Sondra Hanley 2826 10th Avenue East Seattle, WA 98102	Director 5.00	0.	0.	0.
Kristin Hanley 51 Revere Street, Apt. 2 Boston, MA 02114	Director 5.00	0.	0.	0.
Mary K. Hanley 245 E. 44th St., Apt. 28D New York, NY 10017	Director 5.00	0.	0.	0.
Michael James Hanley, Jr. 485 Winfield Glen Court Atlanta, GA 30342	Director 5.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		85,000.	0.	0.

Form 990-PF — Part XV - Line 1a — List of Foundation Managers — Statement 11

Name of Manager

John W. Hanley, Sr.
Mary Jane Hanley

Form 990-PF Grants and Contributions Paid During the Year Statement 12

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Hanley Center Foundation 933 45th St West Palm Beach, FL 33407	N/A See Part IX-A	Public	380,000.
Caron Foundation PO Box 150 Wernersville, PA 19565	N/A See Part IX-A	Public	100,000.
Partnership for a Drug-Free America 405 Lexington Ave, 16 FL New York, NY 10174	N/A See Part IX-A	Public	75,000.
Hanley Hall of the Treasure Coast, Inc. 3395 11th Court Vero Beach, FL 32960	N/A See Part IX-A	Public	50,000.
Cumberland Heights Foundation PO Box 90727 Nashville, TN 90727	N/A See Part IX-A	Public	25,000.
Breakthru House Inc 1866 Eastfield Street Decatur, GA 30032	N/A See Part IX-A	Public	25,000.
Serenity Consultants, Inc. 508 Elberon Cincinnati, OH 45205	N/A See Part IX-A	Public	20,000.
St Jude's Recovery Center, Inc. 139 Renaissance Parkway, NE Atlanta, GA 30308	N/A See Part IX-A	Public	10,000.

National Assoc for Children of Alcoholics 11426 Rockville Pike, Suite 301 Rockville, MD 20852	N/A See Part IX-A	Public	3,500.
Renewal House, Inc. PO Box 280356 Nashville, TN 37228	N/A See Part IX-A	Public	3,000.
Total to Form 990-PF, Part XV, line 3a			691,500.

Hanley Family Foundation, Inc. **EIN: 59-2745187**
Capital Gains and Losses - State Street Bank & Trust
05/31/10

Description	# Shares	Date Acquired	Date Sold	Proceeds	Adj Basis	Realized Gain (Loss)	Short Term	Long Term	Proceeds S/T	Proceeds L/T
EQT Corp	800	L-T	06/04/09	31,196.53	49,766.24	(18,569.71)		(18,569.71)		31,196.53
EQT Corp	400	S-T	06/04/09	12,598.26	12,634.12	(35.86)	(35.86)		12,598.26	
Morgan Stanley	2000	06/02/09	06/18/09	55,845.56	58,600.00	(2,754.44)	(2,754.44)		55,845.56	
Ishares Silver Trust	3000	06/02/09	06/18/09	41,848.92	47,220.00	(5,371.08)	(5,371.08)		41,848.92	
Powershares DB Agriculture Fd	1500	06/03/09	06/18/09	39,376.08	42,445.00	(3,068.92)	(3,068.92)		39,376.08	
Fluor Corp	1000	06/03/09	06/18/09	50,026.91	47,060.00	2,966.91	2,966.91		50,026.91	
Market Vectors Agribusiness ETF	1500	06/03/09	06/18/09	52,008.16	54,885.00	(2,876.84)	(2,876.84)		52,008.16	
Toyota Motor Corp	600	06/02/09	06/22/09	45,235.35	48,809.52	(3,574.17)	(3,574.17)		45,235.35	
Monsanto Co	700	S-T	06/18/09	57,922.53	83,862.31	(25,939.78)	(25,939.78)		57,922.53	
XTO Energy Inc	1400	06/02/09	06/29/09	53,445.86	59,597.58	(6,151.72)	(6,151.72)		53,445.86	
Southwestern Energy	1400	S-T	06/29/09	54,702.89	61,908.02	(7,205.13)	(7,205.13)		54,702.89	
Potash Corp Sask Inc	500	06/02/09	07/01/09	46,169.61	59,317.80	(13,148.19)	(13,148.19)		46,169.61	
Anadarko Petroleum Corp	1000	S-T	07/02/09	42,438.71	49,470.10	(7,031.39)	(7,031.39)		42,438.71	
Apache Corp	1300	S-T	07/02/09	90,302.83	109,526.97	(19,224.14)	(19,224.14)		90,302.83	
Anglogold Ashanti-Spon	1000	06/02/09	07/06/09	34,550.71	42,283.60	(7,732.89)	(7,732.89)		34,550.71	
Franklin Resources	1000	05/29/09	07/06/09	68,903.73	65,339.00	3,564.73	3,564.73		68,903.73	
Occidental Petroleum Corp	1000	05/29/09	07/06/09	61,150.23	66,746.00	(5,595.77)	(5,595.77)		61,150.23	
BHP Billiton Ltd	1000	06/04/09	07/06/09	50,436.20	56,455.10	(6,018.90)	(6,018.90)		50,436.20	
Airgas Inc	1200	06/02/09	07/07/09	46,159.33	53,796.48	(7,637.15)	(7,637.15)		46,159.33	
Proshares Ultra Short Lehman	900	S-T	07/08/09	44,576.03	48,850.02	(4,273.99)	(4,273.99)		44,576.03	
Proshares Ultra Short S&P 500	1500	S-T	07/21/09	77,361.41	85,387.20	(8,025.79)	(8,025.79)		77,361.41	
SPDR Gold Trust	2000	S-T	07/27/09	187,086.99	179,720.90	7,366.09	7,366.09		187,086.99	
Market Vectors Gold Miners Etf Fd	1500	06/02/09	07/29/08	55,615.86	66,655.20	(11,039.34)	(11,039.34)		55,615.86	
Berrick Gold Corp	1500	06/02/09	07/29/08	49,013.94	55,812.60	(6,798.66)	(6,798.66)		49,013.94	
Alcon	400	06/17/09	07/30/09	51,180.80	44,154.48	7,026.32	7,026.32		51,180.80	
Alcon	100	07/09/09	07/30/09	12,795.20	11,322.98	1,472.22	1,472.22		12,795.20	
Spdr Trust Series 1	1000	07/23/09	08/05/09	99,999.03	97,717.80	2,281.23	2,281.23		99,999.03	
Intercontinential Exchange Inc	500	05/29/09	08/10/09	46,515.90	53,126.00	(6,610.10)	(6,610.10)		46,515.90	
Amphenol Corp A	1000	05/29/09	08/11/09	32,848.95	32,900.00	(51.05)	(51.05)		32,848.95	
Powershares QQQ	1000	07/23/09	08/18/09	38,982.80	38,868.40	114.40	114.40		38,982.80	
Qualcomm Inc	1200	06/02/09	08/18/09	54,064.97	52,513.56	1,551.41	1,551.41		54,064.97	
Ishares Ftse Xinhua Chins 25 Indx	1000	07/23/09	08/31/09	39,031.60	41,792.40	(2,760.80)	(2,760.80)		39,031.60	
Amazon com	400	05/06/09	09/02/09	31,565.75	32,292.52	(726.77)	(726.77)		31,565.75	
Amazon com	200	05/06/09	09/04/09	15,771.29	16,146.26	(374.97)	(374.97)		15,771.29	
Ishares Iboxx Invt Grade Corp	1000	01/15/09	09/09/09	104,464.11	101,207.20	3,256.91	3,256.91		104,464.11	
Colgate Palmolive Co	750	06/29/09	09/09/09	53,335.78	54,048.60	(712.82)	(712.82)		53,335.78	
Spdr Trust Series 1	1000	07/23/09	09/11/09	104,558.11	97,717.80	6,840.31	6,840.31		104,558.11	
St Jude Medical Inc	1500	05/29/09	09/18/09	57,655.52	57,615.00	40.52	40.52		57,655.52	
Spdr Trust Series 1	3000	S-T	09/25/09	312,493.27	293,470.40	19,022.87	19,022.87		312,493.27	
Teva Pharm Inds	1300	S-T	09/24/09	66,125.14	61,788.13	4,337.01	4,337.01		66,125.14	
Financial Select Sector	3300	08/10/09	10/01/09	47,863.29	47,181.09	682.20	682.20		47,863.29	
Idexx Laboratories Inc	1000	05/29/09	10/01/09	48,471.55	42,166.00	6,305.55	6,305.55		48,471.55	
Technology Select Sect	4000	S-T	10/01/09	81,526.30	73,704.10	7,822.20	7,822.20		81,526.30	
Boston Scientific Corp	5000	S-T	10/12/09	50,470.70	55,375.90	(4,905.20)	(4,905.20)		50,470.70	
Baxter International Inc	1025	06/29/09	10/16/09	55,977.60	54,184.99	1,792.61	1,792.61		55,977.60	
Bank of America	3500	S-T	10/26/09	53,297.68	59,860.85	(6,563.17)	(6,563.17)		53,297.68	
Ishares Msci Emergin Mkts Index F	2000	S-T	10/29/09	77,971.39	71,732.35	6,239.04	6,239.04		77,971.39	
Ishares Russell 1000 Growth Fd	1825	07/21/09	10/29/09	84,842.07	77,408.11	7,433.96	7,433.96		84,842.07	
Ishares Msci Canada Index Fd	1000	09/08/09	10/30/09	24,249.38	24,857.70	(608.32)	(608.32)		24,249.38	

Hanley Family Foundation, Inc. **EIN: 59-2745187**
Capital Gains and Losses - State Street Bank & Trust
05/31/10

Description	# Shares	Date Acquired	Date Sold	Proceeds	Adj Basis	Realized Gain (Loss)	Short Term	Long Term	Proceeds S/T	Proceeds L/T
Materials Select Sector Spdr Tr	2500	S-T	11/03/09	74,591 08	76,507 85	(1,916 77)	(1,916.77)		74,591 08	
Ishares Msci Canada Index Fd	1000	09/08/09	11/03/09	24,151 18	24,857 70	(706 52)	(706 52)		24,151 18	
Oil Service Holders Tr	475	09/11/09	11/04/09	57,211 95	53,427 57	3,784 38	3,784 38		57,211 95	
Agnico Eagle Mines Ltd	800	S-T	11/04/09	45,817 46	54,912 83	(9,095 37)	(9,095 37)		45,817 46	
Mcafee Inc	1500	S-T	11/17/09	63,170 27	58,613 80	4,556 47	4,556 47		63,170 27	
General Cable Corp	1300	05/29/09	11/19/09	41,664 57	50,120 98	(8,456 41)	(8,456 41)		41,664 57	
Ishares Iboxx Invt Grade Corp	1000	02/18/09	11/19/09	106,283 37	99,017 70	7,265 67	7,265.67		106,283 37	
Spdr Barclays Capital High Yield	2000	05/29/09	11/19/09	76,078 04	69,960 00	6,118 04	6,118 04		76,078 04	
Beckman Coulter Inc	1000	05/29/09	12/01/09	65,735 31	54,171 00	11,564 31	11,564 31		65,735 31	
Blackrock Inc	350	S-T	12/01/09	79,144 23	66,743 91	12,400 32	12,400 32		79,144 23	
Kohls Corp	1050	08/18/09	11/30/09	55,818 14	53,997 72	1,820 42	1,820 42		55,818 14	
EMC Corp	3500	S-T	12/02/09	58,273 49	60,331 40	(2,057 91)	(2,057 91)		58,273 49	
Loews Corp	2000	08/10/09	12/03/09	70,783 77	63,775 80	7,007 97	7,007 97		70,783 77	
Adobe Systems Inc	1300	S-T	12/09/09	46,371 36	45,102 19	1,269 17	1,269 17		46,371 36	
Franklin Resources	650	S-T	12/09/09	69,644 21	53,616 46	16,027 75	16,027 75		69,644 21	
Royal Bank of Canada	2500	S-T	12/09/09	128,571 94	114,257 30	14,314 64	14,314 64		128,571 94	
Amazon com Inc	400	S-T	12/09/09	52,548 16	35,353 46	17,194 70	17,194 70		52,548 16	
Ebay Inc	1500	10/12/09	12/09/09	33,739 53	37,312 80	(3,573 27)	(3,573.27)		33,739 53	
T Rowe Price Group Inc	1000	10/16/09	12/09/09	48,318 95	47,406 10	912 85	912 85		48,318 95	
Apache Corp	600	S-T	12/10/09	56,676 28	59,855 38	(3,179 10)	(3,179 10)		56,676 28	
Anadarko Petroleum Corp	500	S-T	12/10/09	29,149 75	33,073 85	(3,924 10)	(3,924 10)		29,149 75	
Anadarko Petroleum Corp	500	S-T	12/14/09	29,997 22	33,073 85	(3,076 63)	(3,076 63)		29,997 22	
Travelers Cos Inc	1200	S-T	12/16/09	60,008 78	57,141 48	2,867 30	2,867 30		60,008 78	
Banco Bradesco	2000	S-T	12/18/09	40,546 76	41,156 00	(609 24)	(609 24)		40,546 76	
Market Vectors Gold Miners Etf Fd	1000	S-T	12/21/09	45,128 13	50,064 30	(4,936 17)	(4,936 17)		45,128 13	
Barrick Gold Corp	2000	S-T	12/21/09	77,048 41	76,462 70	585 71	585 71		77,048 41	
Goldcorp Inc	1700	S-T	12/21/09	64,460 30	65,686 55	(1,226 25)	(1,226 25)		64,460 30	
Diageo Plc	1000	07/06/09	01/12/10	68,118 83	58,501 90	9,616 93	9,616 93		68,118 83	
Eldorado Gold Corp	3000	S-T	01/13/10	43,529 44	37,068 40	6,461 04	6,461 04		43,529 44	
Colgate Palmolive Co	800	11/05/09	01/15/10	64,199 74	63,590.56	609 18	609 18		64,199 74	
Occidental Petroleum Corp	1000	S-T	01/27/10	75,979 53	73,297 24	2,682 29	2,682 29		75,979 53	
Hess Corp	800	10/16/09	01/27/10	46,631 40	48,086 00	(1,454 60)	(1,454 60)		46,631 40	
SPDR Gold Trust	1300	S-T	01/27/10	139,334 17	151,442 25	(12,108 08)	(12,108 08)		139,334 17	
BHP Billiton Ltd	500	S-T	01/27/10	36,229 83	40,586 23	(4,356 40)	(4,356 40)		36,229 83	
Carmax Inc	2500	S-T	01/27/10	52,625 33	53,992 60	(1,367 27)	(1,367 27)		52,625 33	
Google Inc Cl A	200	07/23/09	01/28/10	106,869 74	86,589 70	20,280 04	20,280 04		106,869 74	
F5 Networks Inc	700	12/14/09	01/28/10	34,814 05	35,827 19	(1,013 14)	(1,013 14)		34,814 05	
Amazon com Inc	500	01/08/10	01/28/10	62,189 60	65,715 80	(3,526 20)	(3,526 20)		62,189 60	
Conocophillips	300	10/19/09	02/08/10	14,367.33	15,937 92	(1,570 59)	(1,570 59)		14,367.33	
IBM Corp	600	05/29/09	02/09/10	73,979 12	62,853 84	11,125 28	11,125 28		73,979 12	
Abbott Laboratories	1200	S-T	02/24/10	64,679 41	62,137 58	2,541 83	2,541 83		64,679 41	
Coca Cola	500	12/11/09	02/26/10	26,333 62	29,622 95	(3,289 33)	(3,289 33)		26,333 62	
Coca Cola	500	12/11/09	03/01/10	26,404 56	29,622 95	(3,218 39)	(3,218 39)		26,404 56	
Duke Energy Corp	1825	12/01/09	03/15/10	29,729 05	31,141 62	(1,412 57)	(1,412 57)		29,729 05	
3M Co	200	12/23/09	03/15/10	16,182 89	16,400 34	(217 45)	(217 45)		16,182 89	
Pfizer Inc	2000	11/30/09	03/15/10	34,194 36	36,706 00	(2,511 64)	(2,511 64)		34,194 36	
Duke Energy Corp	2000	12/01/09	03/16/10	33,108 58	34,127 80	(1,019 22)	(1,019 22)		33,108 58	
Pfizer Inc	2000	01/12/10	03/16/10	34,342 36	37,420 00	(3,077 64)	(3,077 64)		34,342 36	

Hanley Family Foundation, Inc. **EIN: 59-2745187**
Capital Gains and Losses - State Street Bank & Trust
05/31/10

Description	# Shares	Date Acquired	Date Sold	Proceeds	Adj Basis	Realized Gain (Loss)	Short Term	Long Term	Proceeds S/T	Proceeds L/T
Kellog Co	1200	S-T	03/16/10	63,259 12	62,857 72	401 40	401 40		63,259 12	
Smucker JM Co	600	01/27/10	03/18/10	36,017 90	36,576 84	(558 94)	(558 94)		36,017 90	
Altria Group Inc	1500	01/28/10	03/18/10	30,531 36	30,024 60	506 76	506 76		30,531 36	
General Mills Inc	1000	S-T	03/31/10	70,639 80	65,929 85	4,709 95	4,709 95		70,639 80	
HJ Heinz Co	1600	S-T	03/31/10	73,057 16	68,989 26	4,067 90	4,067 90		73,057 16	
Microsoft Corp	2600	S-T	04/01/10	75,669 11	67,328 14	8,340 97	8,340 97		75,669 11	
Procter & Gamble Co	800	09/25/09	04/01/10	50,736 34	46,615 76	4,120 58	4,120 58		50,736 34	
Merck & Co Inc	1659	S-T	04/05/10	62,272 16	60,770 00	1,502 16	1,502 16		62,272 16	
Forest Labs Inc	1925	12/02/09	04/07/10	61,213 58	60,643 66	569 92	569 92		61,213 58	
Merck & Co Inc	341	S-T	04/07/10	12,675 13	12,491 00	184 13	184 13		12,675 13	
Scripps Networks Interactive	900	02/01/10	04/09/10	39,187 40	39,168 09	19 31	19 31		39,187 40	
Raytheon Co	1200	12/16/09	04/09/10	68,326 84	63,693 36	4,633 48	4,633 48		68,326 84	
Medco Health Solutions Inc	1000	S-T	04/12/10	63,985 31	59,947 55	4,037 76	4,037 76		63,985 31	
American Tower Corp	1550	11/17/09	04/12/10	65,543 90	63,340 91	2,202 99	2,202 99		65,543 90	
Allergan Inc	1025	10/16/09	04/13/10	64,322 58	59,603 14	4,719 44	4,719 44		64,322 58	
Express Scripts Inc-A	700	S-T	04/14/10	70,295 33	58,360 63	11,934 70	11,934 70		70,295 33	
General Dynamics Corp	1000	10/06/09	04/19/10	75,830 64	65,955 10	9,875 54	9,875 54		75,830 64	
Anadarko Petroleum Corp	1100	S-T	05/03/10	67,100 73	77,476 23	(10,375 50)	(10,375 50)		67,100.73	
Google Inc Cl A	95	03/31/10	05/04/10	48,624 71	53,951 07	(5,326 36)	(5,326.36)		48,624.71	
Ishares Trust - Russell 2000	2000	S-T	05/04/10	142,948 58	138,394 68	4,553 90	4,553 90		142,948 58	
J Crew Group Inc	500	03/15/10	05/05/10	23,299 15	22,426 60	872 55	872 55		23,299 15	
Core Labs	500	04/05/10	05/06/10	73,368 65	67,433 80	5,934 85	5,934 85		73,368 65	
Equinix Inc	600	S-T	05/06/10	55,498 82	61,620 78	(6,121 96)	(6,121 96)		55,498 82	
Itau Unibanco Holding	300	04/14/10	05/06/10	5,895 80	6,857 55	(961 75)	(961 75)		5,895 80	
Itau Unibanco Holding	1275	04/14/10	05/07/10	24,540 14	29,144 59	(4,604 45)	(4,604 45)		24,540 14	
Aflac Inc	2000	S-T	05/10/10	99,265 12	99,310 50	(45 38)	(45 38)		99,265 12	
Covidien Plc	1000	S-T	05/10/10	44,917 54	46,906 90	(1,989 36)	(1,989 36)		44,917 54	
Priceline Com Inc	150	S-T	05/10/10	36,765 08	38,531 40	(1,766 32)	(1,766.32)		36,765 08	
Cisco Systems Inc	1200	10/14/09	05/13/10	30,611 12	29,278 32	1,332 80	1,332 80		30,611 12	
TJX Companies Inc	800	03/15/10	05/20/10	35,025 49	33,903.52	1,121 97	1,121 97		35,025 49	
American Express Co	1500	S-T	05/20/10	59,403 79	61,697 41	(2,293 62)	(2,293 62)		59,403 79	
Celgene Corp	1000	S-T	05/21/10	56,281 15	62,902 02	(6,620 87)	(6,620 87)		56,281 15	
Mastercard Inc	145	04/07/10	05/21/10	31,151 81	37,570 08	(6,418 27)	(6,418 27)		31,151 81	
Visa Inc	400	12/23/09	05/21/10	30,233 72	34,366 64	(4,132 92)	(4,132 92)		30,233 72	
Visa Inc	400	12/23/09	05/27/10	29,328 18	34,366 64	(5,038 46)	(5,038 46)		29,328 18	
						0 00	0 00		0 00	
Totals				7,556,629 63	7,564,405 27	(7,775 64)	10,794 07	(18,569 71)	7,525,433 10	31,196 53

	Proceeds	Adj Basis	Realized Gain (Loss)
Short Term	7,525,433 10	7,514,639 03	10,794 07
Long Term	31,196 53	49,766 24	(18,569 71)
Totals	7,556,629 63	7,564,405 27	(7,775 64)

Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID: 59-2745187
Sorted by security description, sold date
Trade date basis

9D3594 THE HANLEY FAMILY FOUNDATION IMA

Long term gain loss

025816109 / AMERICAN EXPRESS

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
100.00	01/10/2003	04/30/2010	$4,660 82	$3,362.04	$0 00	$3,362 04	$1,298.78
150.00	05/13/2004	04/30/2010	$6,991.24	$6,374 37	$0 00	$6,374.37	$616.87
50.00	11/14/2006	04/30/2010	$2,330 41	$2,946.25	$0 00	$2,946.25	($615 84)
15.00	01/25/2007	04/30/2010	$699 12	$871 50	$0.00	$871.50	($172.38)
50.00	04/05/2007	04/30/2010	$2,330 41	$2,796 00	$0 00	$2,796 00	($465.59)
50 00	07/03/2007	04/30/2010	$2,330 41	$3,115 75	$0 00	$3,115 75	($785 34)
135.00	01/09/2003	04/30/2010	$6,292 11	$4,522.97	$0.00	$4,522 97	$1,769.14
Total			**$25,634.52**	**$23,988.88**	**$0.00**	**$23,988.88**	**$1,645.64**

064058100 / BANK NEW YORK MELLON CORP

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
100.00	09/20/2006	11/18/2009	$2,680.18	$3,934 42	$0 00	$3,934 42	($1,254.24)
100 00	09/21/2006	11/18/2009	$2,680.19	$3,935 28	$0.00	$3,935 28	($1,255.09)
50 00	09/22/2006	11/18/2009	$1,340 09	$1,958.46	$0.00	$1,958.46	($618 37)
100.00	10/03/2006	11/18/2009	$2,680 18	$3,940 53	$0 00	$3,940.53	($1,260 35)
35.00	01/25/2007	11/18/2009	$938 06	$1,537.72	$0 00	$1,537 72	($599.66)
100 00	04/05/2007	11/18/2009	$2,680.18	$4,317.00	$0 00	$4,317 00	($1,636 82)
100 00	07/03/2007	11/18/2009	$2,680 18	$4,451.00	$0 00	$4,451 00	($1,770.82)
250.00	02/05/2008	11/18/2009	$6,700 45	$11,302 78	$0 00	$11,302.78	($4,602.33)
40.00	10/02/2006	11/18/2009	$1,072 08	$1,566 04	$0 00	$1,566 04	($493.96)
150 00	09/17/2003	11/19/2009	$3,968 18	$4,753 89	$0 00	$4,753 89	($785 71)
50 00	10/10/2005	11/19/2009	$1,322 73	$1,574.50	$0.00	$1,574 50	($251 77)
100 00	09/25/2006	11/19/2009	$2,645 45	$3,894.12	$0 00	$3,894.12	($1,248.67)
100 00	09/26/2006	11/19/2009	$2,645 45	$3,890 80	$0 00	$3,890.80	($1,245 35)
50 00	09/27/2006	11/19/2009	$1,322.73	$1,953.73	$0 00	$1,953 73	($631 00)

Footnote Reference # and Description
61 - OID on sale, 62 - Capital gain or loss allocated on 12/31 from participation in common trust funds
63 - Mark-to-Market adjustment under IRC section 1256, 64 - Miscellaneous cost adjustment to properly reflect gain or loss
65 - Inherited property - Long-term holding period, 66 - Adjustment for the non-reportable amount of gain or loss attributable to accrued market discount

Bessemer Trust

Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID: 59-2745187
Sorted by security description, sold date
Trade date basis

9D3594 THE HANLEY FAMILY FOUNDATION IMA

Long term gain loss

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
064058100 / BANK NEW YORK MELLON CORP							
50 00	09/29/2006	11/19/2009	$1,322 73	$1,949 23	$0.00	$1,949 23	($626 50)
160.00	10/02/2006	11/19/2009	$4,232 72	$6,264 14	$0 00	$6,264 14	($2,031 42)
100.00	11/14/2006	11/19/2009	$2,645.45	$3,874 50	$0.00	$3,874 50	($1,229 05)
94.00	10/14/2008	11/19/2009	$2,486.72	$3,116 57	$0.00	$3,116.57	($629 85)
96.00	09/16/2003	11/19/2009	$2,539 63	$2,988 10	$0 00	$2,988 10	($448 47)
4 00	09/16/2003	11/20/2009	$104.83	$124 50	$0 00	$124 50	($19 67)
250.00	11/14/2008	11/20/2009	$6,551.63	$7,684.63	$0.00	$7,684.63	($1,133 00)
Total			**$55,239.84**	**$79,011.94**	**$0.00**	**$79,011.94**	**($23,772.10)**
151020104 / CELGENE CORP							
150.00	09/03/2008	03/03/2010	$9,241 24	$10,327 50	$0 00	$10,327 50	($1,086 26)
100 00	04/29/2008	03/03/2010	$6,160 82	$6,287 00	$0 00	$6,287 00	($126 18)
75 00	04/29/2008	03/04/2010	$4,586.35	$4,715 25	$0 00	$4,715 25	($128,90)
125.00	11/14/2008	03/04/2010	$7,643 91	$7,556.07	$0.00	$7,556 07	$87.84
Total			**$27,632.32**	**$28,885.82**	**$0.00**	**$28,885.82**	**($1,253.50)**
17275R102 / CISCO SYSTEMS INC							
60.00	01/25/2007	07/14/2009	$1,122 12	$1,616 70	$0 00	$1,616.70	($494 58)
236 00	07/03/2007	07/14/2009	$4,413 65	$6,591 48	$0 00	$6,591 48	($2,177 83)
204 00	11/14/2006	07/14/2009	$3,815 19	$5,427 42	$0 00	$5,427 42	($1,612 23)
250 00	09/03/2003	04/13/2010	$6,580 49	$5,113 30	$0.00	$5,113 30	$1,467 19
46 00	11/14/2006	04/13/2010	$1,210 81	$1,223 83	$0 00	$1,223.83	($13.02)
500 00	02/05/2008	04/13/2010	$13,160 98	$11,657 50	$0 00	$11,657 50	$1,503 48
Total			**$30,303.24**	**$31,630.23**	**$0.00**	**$31,630.23**	**($1,326.99)**

Footnote Reference # and Description
61 - OID on sale, 62 - Capital gain or loss allocated on 12/31 from participation in common trust funds
63 - Mark-to-Market adjustment under IRC section 1256, 64 - Miscellaneous cost adjustment to properly reflect gain or loss
65 - Inherited property - Long-term holding period, 66 - Adjustment for the non-reportable amount of gain or loss attributable to accrued market discount

Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID: 59-2745187
Sorted by security description, sold date
Trade date basis

9D3594 THE HANLEY FAMILY FOUNDATION IMA

Long term gain loss

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
219350105 / CORNING INC							
77 00	11/14/2006	10/28/2009	$1,132.86	$1,619.69	$0 00	$1,619 69	($486 83)
268648102 / EMC CORP							
481 00	08/25/2008	09/16/2009	$8,154.09	$7,438 47	$0 00	$7,438.47	$715.62
269.00	08/26/2008	09/16/2009	$4,560.18	$4,121 89	$0 00	$4,121 89	$438.29
481.00	08/26/2008	09/17/2009	$8,148 51	$7,370 36	$0 00	$7,370 36	$778 15
19 00	09/03/2008	09/17/2009	$321 87	$283 39	$0 00	$283 39	$38 48
731.00	09/03/2008	10/28/2009	$12,035 68	$10,902 86	$0.00	$10,902.86	$1,132.82
Total			**$33,220.33**	**$30,116.97**	**$0.00**	**$30,116.97**	**$3,103.36**
443683107 / HUDSON CITY BANCORP INC							
50.00	02/05/2008	08/21/2009	$673 20	$797.40	$0 00	$797 40	($124.20)
500 00	02/05/2008	08/24/2009	$6,623.18	$7,973.95	$0.00	$7,973 95	($1,350 77)
250 00	10/06/2006	08/26/2009	$3,264.94	$3,335 40	$0 00	$3,335 40	($70.46)
100.00	10/19/2006	08/26/2009	$1,305.98	$1,337 21	$0.00	$1,337.21	($31.23)
250.00	07/03/2007	08/26/2009	$3,264.94	$3,090 00	$0 00	$3,090.00	$174 94
200 00	02/05/2008	08/26/2009	$2,611 95	$3,189.58	$0.00	$3,189 58	($577 63)
Total			**$17,744.19**	**$19,723.54**	**$0.00**	**$19,723.54**	**($1,979.35)**
460146103 / INTERNATIONAL PAPER							
32.00	09/10/2008	10/28/2009	$692 99	$955.14	$0.00	$955 14	($262.15)
468.00	09/11/2008	10/28/2009	$10,134 98	$13,944 81	$0 00	$13,944.81	($3,809 83)
Total			**$10,827.97**	**$14,899.95**	**$0.00**	**$14,899.95**	**($4,071.98)**
478160104 / JOHNSON & JOHNSON							
50 00	05/13/2004	04/14/2010	$3,267.17	$2,757 50	$0 00	$2,757 50	$509 67

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Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID· 59-2745187
Sorted by security description, sold date
Trade date basis

9D3594 THE HANLEY FAMILY FOUNDATION IMA

Long term gain loss

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
478160104 / JOHNSON & JOHNSON							
63 00	01/03/2007	04/14/2010	$4,116.63	$4,204 21	$0 00	$4,204 21	($87 58)
15 00	01/25/2007	04/14/2010	$980 15	$998 70	$0 00	$998 70	($18.55)
50.00	04/05/2007	04/14/2010	$3,267 17	$3,086 00	$0 00	$3,086 00	$181 17
50 00	07/03/2007	04/14/2010	$3,267 17	$3,104 75	$0 00	$3,104.75	$162 42
100 00	02/05/2008	04/14/2010	$6,534 34	$6,301.50	$0 00	$6,301 50	$232 84
Total			**$21,432.63**	**$20,452.66**	**$0.00**	**$20,452.66**	**$979.97**
548661107 / LOWES COS INC							
200.00	09/29/2008	05/10/2010	$5,321 91	$4,558 64	$0 00	$4,558.64	$763 27
14 00	10/01/2008	05/10/2010	$372 53	$324 84	$0 00	$324 84	$47 69
500 00	11/04/2008	05/10/2010	$13,304 78	$10,739 75	$0 00	$10,739 75	$2,565.03
36.00	11/05/2008	05/10/2010	$957 94	$758.75	$0.00	$758 75	$199.19
Total			**$19,957.16**	**$16,381.98**	**$0.00**	**$16,381.98**	**$3,575.18**
742718109 / PROCTER & GAMBLE CO							
71.00	03/24/2008	03/03/2010	$4,516 83	$4,944 93	$0 00	$4,944 93	($428.10)
429.00	03/20/2008	03/03/2010	$27,291 81	$29,390 53	$0 00	$29,390.53	($2,098 72)
21 00	03/20/2008	03/04/2010	$1,335 46	$1,438.70	$0.00	$1,438.70	($103.24)
125.00	04/29/2008	03/04/2010	$7,949 18	$8,253 75	$0.00	$8,253 75	($304.57)
4 00	07/29/2008	03/04/2010	$254 37	$261.44	$0 00	$261.44	($7.07)
Total			**$41,347.65**	**$44,289.35**	**$0.00**	**$44,289.35**	**($2,941.70)**
760975102 / RESEARCH IN MOTION LTD							
25.00	02/05/2008	11/02/2009	$1,373 02	$2,208 39	$0.00	$2,208.39	($835.37)

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Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID. 59-2745187
Sorted by security description, sold date
Trade date basis

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
9D3594 THE HANLEY FAMILY FOUNDATION IMA							
Long term gain loss							
760975102 / RESEARCH IN MOTION LTD							
15 00	02/26/2008	11/02/2009	$823 82	$1,626 40	$0 00	$1,626 40	($802 58)
Total			**$2,196.84**	**$3,834.79**	**$0.00**	**$3,834.79**	**($1,637.95)**
855030102 / STAPLES INC							
300.00	04/03/2006	12/24/2009	$7,471 70	$7,846 65	$0 00	$7,846.65	($374.95)
50 00	04/04/2006	12/24/2009	$1,245 28	$1,306 50	$0 00	$1,306 50	($61.22)
50.00	04/05/2006	12/24/2009	$1,245.28	$1,312.81	$0 00	$1,312 81	($67 53)
50 00	04/06/2006	12/24/2009	$1,245.28	$1,298 71	$0.00	$1,298 71	($53 43)
50 00	04/07/2006	12/24/2009	$1,245.28	$1,299.81	$0 00	$1,299 81	($54 53)
50.00	04/13/2006	12/24/2009	$1,245 28	$1,280 85	$0 00	$1,280.85	($35 57)
150.00	04/26/2006	12/24/2009	$3,735.85	$3,879 81	$0.00	$3,879.81	($143 96)
5.00	04/27/2006	12/24/2009	$124.53	$131.40	$0.00	$131 40	($6 87)
45.00	04/10/2006	12/24/2009	$1,120.76	$1,151.42	$0 00	$1,151.42	($30 66)
5 00	04/10/2006	12/28/2009	$124.76	$127.93	$0 00	$127 93	($3 17)
50 00	04/11/2006	12/28/2009	$1,247 60	$1,265.79	$0 00	$1,265 79	($18 19)
50 00	08/04/2006	12/28/2009	$1,247.60	$1,150 00	$0.00	$1,150 00	$97 60
50 00	08/15/2006	12/28/2009	$1,247.60	$1,177 55	$0 00	$1,177 55	$70 05
250 00	09/19/2006	12/28/2009	$6,237 99	$6,095 52	$0 00	$6,095.52	$142.47
250 00	08/04/2008	12/28/2009	$6,237.98	$5,737 30	$0 00	$5,737 30	$500 68
76 00	08/06/2008	12/28/2009	$1,896 35	$1,848.47	$0 00	$1,848 47	$47 88
19 00	08/09/2006	12/28/2009	$474 09	$432 30	$0 00	$432 30	$41 79
Total			**$37,393.21**	**$37,342.82**	**$0.00**	**$37,342.82**	**$50.39**
74144T108 / T ROWE PRICE GROUP INC							
200.00	05/05/2009	05/10/2010	$10,972 27	$8,125 16	$0.00	$8,125.16	$2,847 11

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Bessemer Trust

Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID· 59-2745187
Sorted by security description, sold date
Trade date basis

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
9D3594 THE HANLEY FAMILY FOUNDATION IMA							
Long term gain loss							
74144T108 / T ROWE PRICE GROUP INC							
100 00	05/05/2009	05/12/2010	$5,479 57	$4,062 58	$0 00	$4,062.58	$1,416.99
100 00	05/06/2009	05/12/2010	$5,479 57	$4,044 45	$0.00	$4,044.45	$1,435.12
50 00	05/04/2009	05/12/2010	$2,739 78	$2,003.17	$0.00	$2,003 17	$736.61
84 00	05/04/2009	05/13/2010	$4,561.79	$3,365 33	$0.00	$3,365 33	$1,196 46
16 00	05/04/2009	05/13/2010	$868.91	$640 15	$0 00	$640 15	$228 76
Total			**$30,101.89**	**$22,240.84**	**$0.00**	**$22,240.84**	**$7,861.05**
881624209 / TEVA PHARM INDS LTD ADR							
250 00	08/19/2008	12/23/2009	$13,980.31	$11,907 60	$0.00	$11,907.60	$2,072 71
883556102 / THERMO FISHER SCIENTIFIC							
50 00	07/03/2007	08/21/2009	$2,295.90	$2,654 25	$0 00	$2,654 25	($358 35)
200.00	02/05/2008	08/21/2009	$9,183 61	$10,099 00	$0 00	$10,099 00	($915.39)
25 00	01/25/2007	10/08/2009	$1,136 60	$1,213 12	$0 00	$1,213 12	($76 52)
50.00	02/05/2008	10/08/2009	$2,273.20	$2,524 75	$0 00	$2,524.75	($251 55)
25 00	04/05/2007	10/08/2009	$1,136 59	$1,209.25	$0.00	$1,209 25	($72.66)
50 00	11/21/2006	10/09/2009	$2,271.76	$2,206 39	$0 00	$2,206.39	$65.37
125.00	04/05/2007	10/09/2009	$5,679 40	$6,046.25	$0 00	$6,046.25	($366 85)
175.00	11/20/2006	10/09/2009	$7,951 17	$7,675 50	$0 00	$7,675 50	$275 67
25.00	11/14/2006	10/12/2009	$1,128 85	$1,082 37	$0 00	$1,082 37	$46 48
25 00	11/20/2006	10/12/2009	$1,128 86	$1,096 50	$0 00	$1,096 50	$32 36
50 00	10/19/2006	10/12/2009	$2,257 71	$2,139.45	$0.00	$2,139.45	$118.26
25 00	10/16/2006	10/13/2009	$1,135 72	$1,024 95	$0.00	$1,024 95	$110 77
50 00	10/17/2006	10/13/2009	$2,271 43	$2,060.96	$0 00	$2,060 96	$210.47
175 00	10/18/2006	10/13/2009	$7,950 01	$7,419.40	$0 00	$7,419.40	$530.61

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Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID· 59-2745187
Sorted by security description, sold date
Trade date basis

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
9D3594 THE HANLEY FAMILY FOUNDATION IMA							
Long term gain loss							
883556102 / THERMO FISHER SCIENTIFIC							
25.00	10/19/2006	10/13/2009	$1,135 72	$1,069 72	$0.00	$1,069 72	$66 00
75.00	10/20/2006	10/13/2009	$3,407 15	$3,176 68	$0 00	$3,176 68	$230 47
25.00	10/23/2006	10/13/2009	$1,135.71	$1,052 63	$0 00	$1,052.63	$83 08
161.00	10/24/2008	01/12/2010	$7,846 25	$6,036 95	$0.00	$6,036.95	$1,809 30
Total			**$61,325.64**	**$59,788.12**	**$0.00**	**$59,788.12**	**$1,537.52**
907818108 / UNION PACIFIC CORP							
350 00	05/04/2009	05/10/2010	$26,084 22	$18,613 63	$0 00	$18,613 63	$7,470 59
145 00	05/05/2009	05/10/2010	$10,806 32	$7,562.72	$0 00	$7,562.72	$3,243 60
105.00	05/05/2009	05/11/2010	$7,882.76	$5,476 45	$0 00	$5,476 45	$2,406 31
25 00	05/11/2009	05/12/2010	$1,899.42	$1,256 25	$0 00	$1,256.25	$643 17
Total			**$46,672.72**	**$32,909.05**	**$0.00**	**$32,909.05**	**$13,763.67**
H27013103 / WEATHERFORD INTL LTD							
200 00	03/13/2007	10/09/2009	$3,936.78	$4,393 05	$0 00	$4,393 05	($456.27)
100.00	04/05/2007	10/09/2009	$1,968.39	$2,342 50	$0 00	$2,342 50	($374 11)
100 00	07/03/2007	10/09/2009	$1,968.39	$2,822 75	$0.00	$2,822.75	($854 36)
200 00	02/05/2008	10/09/2009	$3,936 78	$6,148 00	$0 00	$6,148.00	($2,211.22)
400.00	03/12/2007	10/09/2009	$7,873.56	$8,685 54	$0 00	$8,685 54	($811 98)
400.00	03/12/2007	10/13/2009	$7,682.40	$8,685 54	$0.00	$8,685 54	($1,003.14)
Total			**$27,366.30**	**$33,077.38**	**$0.00**	**$33,077.38**	**($5,711.08)**
Total for Long term gain loss			**$503,509.62**	**$512,101.61**	**$0.00**	**$512,101.61**	**($8,591.99)**

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Bessemer Trust

Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID: 59-2745187
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9D3594 THE HANLEY FAMILY FOUNDATION IMA

Short term gain loss

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
038222105 / APPLIED MATERIALS							
1,000 00	05/11/2009	10/21/2009	$13,307 06	$11,930 90	$0 00	$11,930 90	$1,376.16
500.00	05/11/2009	10/22/2009	$6,508.13	$5,965.45	$0 00	$5,965 45	$542 68
2,250 00	05/11/2009	11/03/2009	$26,632.79	$26,844.53	$0.00	$26,844 53	($211 74)
550 00	05/11/2009	11/04/2009	$6,616.33	$6,561 99	$0 00	$6,561 99	$54 34
Total			**$53,064.31**	**$51,302.87**	**$0.00**	**$51,302.87**	**$1,761.44**
064058100 / BANK NEW YORK MELLON CORP							
375 00	05/11/2009	11/18/2009	$10,050.68	$11,526.83	$0 00	$11,526.83	($1,476.15)
250 00	10/30/2009	11/18/2009	$6,700.45	$6,722 50	$0 00	$6,722 50	($22.05)
Total			**$16,751.13**	**$18,249.33**	**$0.00**	**$18,249.33**	**($1,498.20)**
165167107 / CHESAPEAKE ENERGY CORP							
157.00	09/03/2008	08/14/2009	$3,694.05	$7,001.41	$0.00	$7,001.41	($3,307 36)
150 00	10/14/2008	08/14/2009	$3,529 35	$3,426 75	$0.00	$3,426.75	$102.60
250.00	11/05/2008	08/14/2009	$5,882.25	$6,055 62	$0.00	$6,055.62	($173.37)
275.00	05/11/2009	08/14/2009	$6,470.47	$6,313.51	$0.00	$6,313 51	$156 96
368 00	11/04/2008	08/14/2009	$8,658.67	$8,279.89	$0.00	$8,279.89	$378.78
632 00	11/04/2008	08/17/2009	$14,113 72	$14,219 81	$0 00	$14,219.81	($106.09)
Total			**$42,348.51**	**$45,296.99**	**$0.00**	**$45,296.99**	**($2,948.48)**
17275R102 / CISCO SYSTEMS INC							
250.00	10/30/2009	04/13/2010	$6,580 48	$5,745 00	$0 00	$5,745.00	$835 48
204 00	05/11/2009	04/13/2010	$5,369 68	$3,792 36	$0 00	$3,792 36	$1,577.32
Total			**$11,950.16**	**$9,537.36**	**$0.00**	**$9,537.36**	**$2,412.80**

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Bessemer Trust

Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID: 59-2745187
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Trade date basis

9D3594 THE HANLEY FAMILY FOUNDATION IMA

Short term gain loss

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
219350105 / CORNING INC							
423 00	05/11/2009	10/28/2009	$6,223.35	$6,035 79	$0.00	$6,035.79	$187 56
1,750.00	05/11/2009	02/01/2010	$31,693 15	$24,970 75	$0 00	$24,970.75	$6,722 40
1,000.00	05/11/2009	02/02/2010	$18,397.07	$14,269 00	$0.00	$14,269 00	$4,128.07
2.00	05/11/2009	02/03/2010	$37.81	$28 54	$0.00	$28 54	$9 27
Total			**$56,351.38**	**$45,304.08**	**$0.00**	**$45,304.08**	**$11,047.30**
268648102 / EMC CORP							
231 00	08/27/2008	07/14/2009	$2,964 16	$3,591 54	$0 00	$3,591 54	($627 38)
519.00	08/25/2008	07/14/2009	$6,659 74	$8,026 13	$0 00	$8,026.13	($1,366 39)
519.00	05/11/2009	10/28/2009	$8,545.16	$6,585 95	$0.00	$6,585 95	$1,959 21
330 00	04/08/2010	05/10/2010	$6,161.00	$6,058 44	$0 00	$6,058 44	$102 56
670.00	05/11/2009	05/10/2010	$12,508.69	$8,502 10	$0.00	$8,502.10	$4,006.59
Total			**$36,838.75**	**$32,764.16**	**$0.00**	**$32,764.16**	**$4,074.59**
26875P101 / EOG RES INC							
50.00	09/17/2009	10/21/2009	$4,731 84	$4,150 81	$0 00	$4,150 81	$581.03
100.00	09/16/2009	10/21/2009	$9,463 67	$8,212 61	$0 00	$8,212 61	$1,251.06
100.00	09/16/2009	03/17/2010	$9,616 43	$8,212.61	$0 00	$8,212 61	$1,403.82
100.00	09/15/2009	03/17/2010	$9,616.42	$7,981 17	$0 00	$7,981 17	$1,635.25
100 00	09/15/2009	03/19/2010	$9,099 13	$7,981 17	$0 00	$7,981 17	$1,117 96
50.00	05/11/2009	03/19/2010	$4,549 56	$3,718.58	$0 00	$3,718 58	$830 98
175 00	05/11/2009	05/10/2010	$18,578.20	$13,015.03	$0 00	$13,015 03	$5,563.17
25 00	05/11/2009	05/11/2010	$2,618 49	$1,859.29	$0.00	$1,859 29	$759.20
Total			**$68,273.74**	**$55,131.27**	**$0.00**	**$55,131.27**	**$13,142.47**

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Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID: 59-2745187
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Trade date basis

9D3594 THE HANLEY FAMILY FOUNDATION IMA

Short term gain loss

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
372917104 / GENZYME CORP (GENL DIV)							
96.00	06/26/2008	06/15/2009	$5,368 51	$6,893.06	$0.00	$6,893 06	($1,524.55)
100.00	11/14/2008	06/15/2009	$5,592.19	$7,088 00	$0 00	$7,088 00	($1,495.81)
4 00	06/24/2008	06/15/2009	$223.69	$281.88	$0 00	$281.88	($58.19)
100 00	06/20/2008	06/16/2009	$5,273 21	$6,828.79	$0 00	$6,828 79	($1,555.58)
200 00	06/23/2008	06/16/2009	$10,546.41	$13,913 22	$0.00	$13,913 22	($3,366.81)
196.00	06/24/2008	06/16/2009	$10,335 48	$13,812 20	$0 00	$13,812 20	($3,476 72)
200 00	10/24/2008	06/16/2009	$10,546.41	$13,519.74	$0.00	$13,519 74	($2,973 33)
50 00	05/11/2009	06/16/2009	$2,636.60	$3,056 00	$0.00	$3,056.00	($419 40)
Total			**$50,522.50**	**$65,392.89**	**$0.00**	**$65,392.89**	**($14,870.39)**
443683107 / HUDSON CITY BANCORP INC							
450 00	11/14/2008	08/21/2009	$6,058.78	$8,108 55	$0 00	$8,108 55	($2,049 77)
550 00	05/11/2009	08/26/2009	$7,182.86	$6,957.50	$0 00	$6,957 50	$225 36
350.00	05/11/2009	08/27/2009	$4,481 28	$4,427.50	$0 00	$4,427.50	$53.78
150.00	05/11/2009	08/28/2009	$1,910 23	$1,897.50	$0 00	$1,897 50	$12 73
Total			**$19,633.15**	**$21,391.05**	**$0.00**	**$21,391.05**	**($1,757.90)**
452308109 / ILLINOIS TOOL WORKS INC							
250 00	05/11/2009	10/28/2009	$11,635 68	$8,520.55	$0.00	$8,520 55	$3,115.13
150.00	05/11/2009	10/29/2009	$6,986 97	$5,112.33	$0 00	$5,112 33	$1,874 64
200.00	05/11/2009	02/01/2010	$8,759.13	$6,816.44	$0 00	$6,816 44	$1,942 69
250 00	05/11/2009	02/02/2010	$10,966 06	$8,520 55	$0.00	$8,520.55	$2,445.51
150 00	05/11/2009	02/03/2010	$6,569 32	$5,112.33	$0 00	$5,112 33	$1,456.99
400 00	05/11/2009	03/11/2010	$18,651 08	$13,632 88	$0 00	$13,632 88	$5,018 20
275.00	05/11/2009	03/12/2010	$12,759 04	$9,372 61	$0 00	$9,372 61	$3,386 43

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Bessemer Trust

Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID: 59-2745187
Sorted by security description, sold date
Trade date basis

9D3594 THE HANLEY FAMILY FOUNDATION IMA

Short term gain loss

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
452308109 / ILLINOIS TOOL WORKS INC							
25.00	05/11/2009	03/15/2010	$1,141 21	$852 05	$0.00	$852 05	$289.16
Total			**$77,468.49**	**$57,939.74**	**$0.00**	**$57,939.74**	**$19,528.75**
458140100 / INTEL CORP							
1,000.00	05/11/2009	10/14/2009	$20,927 36	$15,500.00	$0 00	$15,500 00	$5,427 36
2,000.00	05/11/2009	11/03/2009	$36,849.25	$31,000.00	$0.00	$31,000 00	$5,849 25
75.00	05/11/2009	11/04/2009	$1,399 38	$1,162.50	$0 00	$1,162 50	$236.88
Total			**$59,175.99**	**$47,662.50**	**$0.00**	**$47,662.50**	**$11,513.49**
478160104 / JOHNSON & JOHNSON							
250.00	05/11/2009	04/14/2010	$16,335 86	$13,587 05	$0.00	$13,587 05	$2,748 81
50.00	10/30/2009	04/14/2010	$3,267.17	$2,963 50	$0 00	$2,963 50	$303 67
10 00	04/08/2010	04/14/2010	$653.43	$650 28	$0 00	$650.28	$3 15
Total			**$20,256.46**	**$17,200.83**	**$0.00**	**$17,200.83**	**$3,055.63**
500255104 / KOHL'S CORP							
150.00	05/11/2009	10/27/2009	$8,715.65	$6,636.00	$0 00	$6,636 00	$2,079.65
150.00	05/11/2009	10/29/2009	$8,725 62	$6,636.00	$0.00	$6,636 00	$2,089.62
Total			**$17,441.27**	**$13,272.00**	**$0.00**	**$13,272.00**	**$4,169.27**
65339F101 / NEXTERA ENERGY INC							
350.00	05/11/2009	09/23/2009	$18,936 71	$19,966 91	$0 00	$19,966 91	($1,030.20)
200.00	05/11/2009	09/24/2009	$10,779.90	$11,409 66	$0.00	$11,409 66	($629.76)
475 00	05/11/2009	09/28/2009	$26,088.18	$27,097.94	$0 00	$27,097 94	($1,009.76)
Total			**$55,804.79**	**$58,474.51**	**$0.00**	**$58,474.51**	**($2,669.72)**

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Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID: 59-2745187
Sorted by secunty description, sold date
Trade date basis

9D3594 THE HANLEY FAMILY FOUNDATION IMA

Short term gain loss

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
69331C108 / PG & E CORP							
225 00	11/14/2008	07/15/2009	$8,521 66	$8,389 92	$0.00	$8,389.92	$131.74
25.00	11/14/2008	07/16/2009	$940 29	$932 21	$0.00	$932.21	$8 08
Total			**$9,461.95**	**$9,322.13**	**$0.00**	**$9,322.13**	**$139.82**
760975102 / RESEARCH IN MOTION LTD							
450 00	05/11/2009	10/28/2009	$27,625 87	$32,832.00	$0 00	$32,832 00	($5,206 13)
500.00	05/11/2009	11/02/2009	$27,460 55	$36,480 00	$0 00	$36,480 00	($9,019.45)
Total			**$55,086.42**	**$69,312.00**	**$0.00**	**$69,312.00**	**($14,225.58)**
883556102 / THERMO FISHER SCIENTIFIC							
75.00	10/24/2008	10/13/2009	$3,407 14	$2,812 25	$0.00	$2,812.25	$594 89
89.00	05/11/2009	01/12/2010	$4,337.37	$3,248 50	$0 00	$3,248.50	$1,088 87
200.00	05/11/2009	01/13/2010	$9,733 80	$7,300 00	$0.00	$7,300.00	$2,433.80
75 00	05/11/2009	01/14/2010	$3,627 42	$2,737 50	$0 00	$2,737 50	$889.92
250 00	05/11/2009	01/15/2010	$11,877.25	$9,125 00	$0 00	$9,125 00	$2,752 25
61 00	05/11/2009	01/19/2010	$2,967.59	$2,226.50	$0 00	$2,226 50	$741.09
Total			**$35,950.57**	**$27,449.75**	**$0.00**	**$27,449.75**	**$8,500.82**
907818108 / UNION PACIFIC CORP							
5 00	04/08/2010	05/10/2010	$372.63	$375 77	$0 00	$375.77	($3 14)
45 00	10/30/2009	05/11/2010	$3,378.33	$2,493 90	$0 00	$2,493 90	$884 43
5 00	10/30/2009	05/12/2010	$379 88	$277.10	$0 00	$277 10	$102.78
Total			**$4,130.84**	**$3,146.77**	**$0.00**	**$3,146.77**	**$984.07**
911312106 / UNITED PARCEL SERVICE CL B							
450 00	05/11/2009	02/01/2010	$26,103 40	$25,333 38	$0 00	$25,333 38	$770.02

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Bessemer Trust

Capital Gain & Loss

Statement for the period 06/01/09 to 05/28/10
HANLEY FAMILY (270)
Tax ID· 59-2745187
Sorted by security description, sold date
Trade date basis

9D3594 THE HANLEY FAMILY FOUNDATION IMA

Short term gain loss

Shares/ par value	Date acquired	Date sold	Proceeds	Original cost basis	Adjustments	Adjusted cost basis	Gain/ loss
911312106 / UNITED PARCEL SERVICE CL B							
50.00	04/22/2009	02/02/2010	$2,938 87	$2,809 03	$0.00	$2,809 03	$129.84
100.00	05/11/2009	02/02/2010	$5,877 74	$5,629 64	$0 00	$5,629 64	$248.10
50 00	10/30/2009	02/02/2010	$2,938 86	$2,699 79	$0 00	$2,699 79	$239 07
Total			**$37,858.87**	**$36,471.84**	**$0.00**	**$36,471.84**	**$1,387.03**
931142103 / WAL-MART STORES INC							
450 00	05/11/2009	04/13/2010	$24,679 74	$22,738 50	$0 00	$22,738.50	$1,941 24
H27013103 / WEATHERFORD INTL LTD							
100.00	05/11/2009	10/13/2009	$1,920 60	$1,847 00	$0 00	$1,847 00	$73 60
1,500.00	05/11/2009	05/10/2010	$23,890 84	$27,705.00	$0 00	$27,705 00	($3,814.16)
1,150.00	05/11/2009	05/11/2010	$17,984 66	$21,240 50	$0 00	$21,240.50	($3,255 84)
Total			**$43,796.10**	**$50,792.50**	**$0.00**	**$50,792.50**	**($6,996.40)**
Total for Short term gain loss			**$796,845.12**	**$758,153.07**	**$0.00**	**$758,153.07**	**$38,692.05**
Total 9D3594			**$1,300,354.74**	**$1,270,254.68**	**$0.00**	**$1,270,254.68**	**$30,100.06**

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AMENDED AND RESTATED BYLAWS
OF
THE HANLEY FAMILY FOUNDATION, INC.

ARTICLE I
OFFICES

1.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Florida at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The corporation may have other offices within or outside the State of Florida at such place or places as the Board of Directors may from time to time determine.

ARTICLE II
MEMBERS

2.1 Members. The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

3.1 General Powers. The affairs of the corporation shall be managed by the Board of Directors (the "Board").

3.2 Number. The Board shall consist of not fewer than eight (8) and not more than seventeen (17) persons unless the Board, by amendment to the Bylaws, provides for a different number of directors; provided, however that no decrease in number shall have the effect of removing any incumbent director.

3.3 Election. A Director shall be elected to office by the Board (i) by action at a duly called meeting at which a quorum is present, or (ii) by written consent signed by all directors other than the person standing for election or re-election as a director.

3.4 Term. The term of office of each Director shall be for three (3) years unless he or she dies, resigns or is removed pursuant to Article 3.6 of the Bylaws, the terms of office to be staggered such that the terms of approximately one-third (1/3) of the Directors will expire each year. Terms are renewable.

3.5 Qualifications of Directors. In order to be elected as a director, a nominee must demonstrate a strong commitment to fulfilling the goals of the corporation.

3.6 Resignation. Any director may resign at any time by delivering written notice thereof to the secretary of the corporation. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.7 Removal of Directors. A director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Board.

3.8 Vacancies. Vacancies occurring in the Board resulting from the death, resignation, or removal of a director shall be filled by the Board by affirmative vote thereof (whether or not constituting a quorum). A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

3.9 Duties of Directors. A director shall perform the duties of a director, including the duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

a. One (1) or more officers or employees of the corporation whom the director believes to be reliable and competent in the matter presented;

b. Counsel, public accountants, or other persons as to matters that the director believes to be within such person's professional or expert competence; or

c. A committee of the Board upon which the director does not serve, duly designated in accordance with a provision in the Articles of Incorporation or Bylaws as to matters within its designated authority, which committee the director believes to merit confidence; as long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE IV
MEETINGS OF BOARD OF DIRECTORS

4.1 Annual Meeting. The annual meeting for the election of directors and officers and for the transaction of such other business as may properly come before the Board shall be held at such place and at such time as the Board shall each year fix. At the annual meeting, any business may be transacted and the Board may exercise all of its powers.

4.2 Regular Meetings. The Board shall meet at such places and at such times as the Board shall fix.

4.3 Special Meetings. Special meetings may be held at any place or time, whenever called by the president, vice president or any two (2) or more directors. Final disposition shall not be taken by the Board on any matters other than those specified in the notice of such special meeting.

4.4 Notice of Meetings. Notice of all special meetings of the Board or any committee thereof, shall be given by the secretary or by the person or persons calling the meeting at least ten (10) days prior to the meeting by personal communication over the telephone, by personally delivering or physically mailing written notice of the meeting, by facsimile notice of the meeting, or by delivering notice of the meeting by electronic mail. If physically mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Board member. Notice of any special meeting shall specify the time and place of the special meeting and the business to be transacted.

4.5 Waiver of Notice. Whenever any notice is required to be given to any director or committee member by the Articles of Incorporation, the Bylaws, or by the laws of the State of Florida, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. In addition, attendance of a director or committee member of the corporation at any meeting shall constitute a waiver of notice of such meeting except where the director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Use of Communications Equipment. The Board and any committee designated by it may conduct any meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

4.7 Quorum. Two-thirds (2/3) of the directors in office shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by the Bylaws, the Articles of Incorporation or applicable Florida law. Except as provided in Article 3.7 of the Bylaws, no business may be transacted without a quorum; provided, however, that a lesser number in attendance at such a meeting may adjourn any meeting from time to time without further notice. If Article 3.2 of the

Bylaws provides for an even number of directors, a "majority" shall mean one-half of such number plus one (1).

4.8 Presumption of Assent. A director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof or sends such dissent or abstention by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.9 Compensation. By prior resolution, the directors may be paid their expenses, if any, of attendance at each meeting of the Board. A director is not precluded from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE V
COMMITTEES

5.1 Designation. At its annual meeting, the Board, by resolution adopted by a majority of the directors in office, may designate and appoint one (1) or more committees, each of which shall consist of two (2) or more directors and shall have and exercise such authority of the Board in the management of the corporation as may be specified in the resolution designating it and appointing persons to it; provided, however, that no such committee shall have the authority of the Board in reference to any of the acts referred to in F.S.A. Section 617.0825. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

5.2 Executive Committee. The executive committee shall be comprised of five directors selected by the Board. The executive committee shall have and exercise all authority of the Board in the management of the Corporation; provided, however, that it shall not have the authority of the Board in reference to any of the acts referred to in F.S.A. Section 617.0825 or other applicable law.

5.3 Committee Chair. The Board Chair shall designate and appoint from the board-appointed members of a committee a chair for each committee.

5.4 Quorum and Voting. Except as otherwise prescribed by the Board, meetings of committees may be called by the committee chair or by any two (2) members of the committee. Notice of the time and place of all committee meetings shall be given by the chair, co-chair, or the persons calling the meeting in the manner prescribed in Article 4.4 of the Bylaws. Each committee shall: (a) keep regular minutes of all actions taken by the committee at a meeting in lieu of action by the Board of Directors and shall cause them to be recorded in books kept for that purpose in the office of the corporation, and (b) provide quarterly written reports of its activities to the Board. A majority of the authorized number of members of a committee shall constitute a quorum for the transaction of the business of such committee and the act of a majority of such quorum shall be the act of the committee.

5.5 Term; Resignation; Removal. Each committee member shall be appointed by the Board Chair and shall serve until his or her successor is duly appointed or until such member dies, resigns or is removed from office. Any committee member may resign at any time by delivering written notice to the Secretary of the corporation. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any committee member may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby. Vacancies on any committee arising from any cause may be filled by the Board at any annual, regular or special meeting. A member elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

ARTICLE VI
ACTIONS BY WRITTEN CONSENT

6.1 Any corporate action required or permitted by the Articles of Incorporation, the Bylaws, or the laws of the State of Florida to be taken at a meeting of the Board or a committee of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members, as the case may be, entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

ARTICLE VII
OFFICERS

7.1 Officers Enumerated. The officers of the corporation shall be a chair, a president, one (1) or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board. Any two (2) or more offices may be held by the same person except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

7.2 Chair. The chair shall preside over board meetings, chair the Executive Committee and make appointments to board committees.

7.3 President. The president shall be the chief executive officer of the corporation and, subject to the Board's control, shall exercise the usual executive powers pertaining to the office of president. The president may sign deeds, mortgages, bonds, contracts or other instruments except when the signing and execution thereof have been expressly delegated by the Board or by the Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the president shall perform all duties incident to the office of president and such other duties as are assigned to him or her by the Board from time to time.

7.4 Vice President. During the absence or disability of the president, any of the vice presidents in the order designated by the Board, shall exercise all the functions of the President. Each Vice President shall have such powers and shall perform such other duties as may be assigned to him or her from time to time by the president or the Board.

7.5 Secretary. It shall be the duty of the secretary to keep records of the proceedings of the Board and, when requested by the president, to sign and execute with the president all deeds, bonds, contracts, or other obligations or instruments in the name of the corporation. The secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall perform such other duties as may be assigned to him or her from time to time by the president or the Board.

7.6 Treasurer. The treasurer shall act as the chief financial officer of the corporation and shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board, and, in general, shall perform all of the duties incident to the office of treasurer and shall perform such other duties as may be assigned to him or her from time to time by the president or the Board.

7.7 Election, Qualifications and Term of Office. Each officer shall be annually elected by the Board at the Board's annual meeting and shall serve until his or her successor is duly elected and qualified or until such officer dies, resigns or is removed from office.

7.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board at any annual, regular or special meeting. Any officer so elected shall serve for the unexpired term of his or her predecessor.

7.9 Salaries. The salaries, if any, of officers of the corporation shall be fixed by the Executive Committee of the Board.

7.10 Removal. Any officer may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby. Any officer whose removal has been proposed shall be given an opportunity to be heard by the Board. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed; provided, however, that election of an officer shall not of itself create contract rights.

7.11 Resignation. An officer may resign at any time by delivering written notice to the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VIII
ADMINISTRATIVE AND FINANCIAL PROVISIONS

8.1 Fiscal Year. The fiscal year of the corporation shall end on May 31.

8.2 Contracts. The Chair, President, Secretary and Treasurer are authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

8.3 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

8.4 Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

8.5 Books and Records. The corporation shall keep at its registered office, its principal office in Georgia, or at its secretary's office, the following:

a. Current Articles of Incorporation and Bylaws;

b. Correct and adequate records of accounts and finances;

c. A record of officers' and directors' names and addresses; and

d. Minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board. Records may be written or electronic if capable of being converted to writing.

8.6 Copies of Resolutions. Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when certified by the president or secretary.

8.7 Amendment of Bylaws. The Bylaws may be altered, amended or repealed by an affirmative vote of a majority of the directors in attendance at any annual, regular or special meeting of the Board. Any proposed amendment shall be submitted to all directors at least five (5) days before a scheduled Board meeting.

8.8 Amendment of Articles of Incorporation. The Articles of Incorporation may be altered, amended or repealed by an affirmative vote of a majority of the directors in office at any annual, regular or special meeting of the board; provided, however, that no amendment of Article III of the Articles of Incorporation shall be made without the affirmative vote of two-thirds (2/3) of the number of authorized directors; and provided further, however, that ten (10) days' notice must be given to each director prior to the taking of any vote to amend, alter or repeal the Articles of Incorporation.

CERTIFICATE

The undersigned hereby certifies that the foregoing Bylaws were duly adopted by the Board of the corporation on the 4 day of October, 2009.

Linda H Hanley

Linda H. Hanley, Secretary