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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Name of foundation

A Employer identification number

LENORE HANAUER FOUNDATION

26-0378733

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

925 FOURTH AVENUE, SUITE 2288

City or town, state, and ZIP code

SEATTLE, WA 98104

H Check type of organization ☒ 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

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

16) \$ 16,463,663.

☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 ☐**Part I** Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	0.			
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	446,501.	446,501.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	699,882.			
	b	Gross sales price for all assets on line 6a	2,787,835.			
	7	Capital gain net income (from Part IV, line 2)		699,882.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	768.			ATCH 2
	12	Total Add lines 1 through 11	1,147,151.	1,146,383.		
	13	Compensation of officers, directors, trustees, etc.	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	5,256.	2,628.	0.	2,628.
	c	Other professional fees (attach schedule) *	99,164.	89,461.		9,703.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) *	7,399.	7,399.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
22	Printing and publications					
23	Other expenses (attach schedule) ATCH 6	706.			706.	
24	Total operating and administrative expenses Add lines 13 through 23	112,525.	99,488.	0.	13,037.	
25	Contributions, gifts, grants paid	898,500.			898,500.	
26	Total expenses and disbursements Add lines 24 and 25	1,011,025.	99,488.	0.	911,537.	
27	Subtract line 26 from line 12	136,126.				
a	Excess of revenue over expenses and disbursements		1,046,895.			
b	Net investment income (if negative, enter -0-)					
c	Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 4 JSA ** ATCH 5

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,391,583.	568,842.	568,842.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 7)	10,030,739.	12,812,847.	15,894,821.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,422,322.	13,381,689.	16,463,663.	
Liabilities	17	Accounts payable and accrued expenses	0.	516.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	516.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,422,322.	13,381,173.	
30	Total net assets or fund balances (see page 17 of the instructions)	13,422,322.	13,381,173.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,422,322.	13,381,689.		

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	13,422,322.
2	Enter amount from Part I, line 27a	2	136,126.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,558,448.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 8	5	177,275.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,381,173.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	699,882.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

(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))
2009	434,265.	13,921,091.	0.031195
2008	458,915.	17,317,287.	0.026500
2007	5,900.	16,467,609.	0.000358
2006			
2005			
2 Total of line 1, column (d)			2 0.058053
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.019351
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 15,688,656.
5 Multiply line 4 by line 3			5 303,591.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,469.
7 Add lines 5 and 6			7 314,060.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 911,537.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	10,469.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	10,469.
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	10,469.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,080.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,080.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	8,389.	
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 2011 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► DE, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> KING & OLIASON PLLC Telephone no <input type="checkbox"/> 206-285-7242			
	Located at <input type="checkbox"/> 514 2ND AVE W SEATTLE, WA ZIP + 4 <input type="checkbox"/> 98119			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input checked="" type="checkbox"/> N/A		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 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 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5 b** **N/A**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a 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? ☐ **6 b** **X**

If "Yes" to 6b, file Form 8870

7 a 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? ☐ **7 b** **N/A**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐ **NONE**

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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 (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 11		79,757.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 N/A	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	12,928,218.
b	Average of monthly cash balances	1b	2,999,352.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	15,927,570.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,927,570.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	238,914.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,688,656.
6	Minimum investment return. Enter 5% of line 5	6	784,433.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	784,433.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,469.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,469.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	773,964.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	773,964.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	773,964.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	911,537.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	911,537.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	10,469.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	901,068.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				773,964.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			685,383.	
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 911,537.				
a Applied to 2009, but not more than line 2a			685,383.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				226,154.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				547,810.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	0.			

Form 990-PF (2010)

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

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 2010, enter the date of the ruling ▶

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends, rents payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

LENORE HANAUER

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>ATTACHMENT 12</div>				
<div>Total</div>			<div>▶ 3a</div>	<div>898,500.</div>
<div>b Approved for future payment</div> <div>NONE</div>				<div>0.</div>
<div>Total</div>			<div>▶ 3b</div>	<div>0.</div>

Form 990-PF (2010)

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	446,501.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	699,882.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory . . .				
11 Other revenue a _____				
b EXCISE TAX REFUND				768.
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)				1,146,383.
13 Total. Add line 12, columns (b), (d), and (e)				1,147,151.

(See worksheet in line 13 instructions on page 29 to verify calculations)

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
--------------	---

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					69,584.	
764,585.		PUBLICLY TRADED SECURITIES 617,478.					147,107.	
1,953,666.		PUBLICLY TRADED SECURITIES 1,469,910.					483,756.	
		PUBLICLY TRADED SECURITIES 565.					-565.	
TOTAL GAIN(LOSS)					<u>699,882.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHARLES SCHWAB	446,501.	446,501.
TOTAL	<u>446,501.</u>	<u>446,501.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX REFUND	768.
TOTALS	<u>768.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	5,256.	2,628.		2,628.
TOTALS	<u>5,256.</u>	<u>2,628.</u>	<u>0.</u>	<u>2,628.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	79,758.	79,758.	0.
ADMINISTRATION/INVESTMENT FEES	19,406.	9,703.	9,703.
TOTALS	<u>99,164.</u>	<u>89,461.</u>	<u>9,703.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	7,399.	7,399.
TOTALS	7,399.	7,399.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE
	AND
	EXPENSES
	PER BOOKS
MISCELLANEOUS	706.
TOTALS	706.

CHARITABLE
PURPOSES
706.
706.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS	12,812,847.	15,894,821.
TOTALS	<u>12,812,847.</u>	<u>15,894,821.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT

177,275.

TOTAL

177,275.

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

SEE ATTACHMENT A

LENORE HANAUER FOUNDATION

26-0378733

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LENORE HANAUER 925 FOURTH AVENUE, SUITE 2288 SEATTLE, WA 98104	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
KRISTI MANDT 925 FOURTH AVENUE, SUITE 2288 SEATTLE, WA 98104	SECRETARY 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MCCUTCHEN GROUP 925 FOURTH AVENUE, SUITE 2288 SEATTLE, WA 98104	INVEST MGMT SERVICES	79,757.
TOTAL COMPENSATION		<u>79,757.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HABITAT FOR HUMANITY 15439 53RD AVENUE SOUTH, SUITE B TUKWILA, WA 98188	N/A PUBLIC		SOCIAL SERVICES	75,000.
CHAPS PO BOX 40529 BELLEVUE, WA 98015	N/A PUBLIC		MEDICAL SERVICES	10,000.
FARE START 700 VIRGINIA STREET SEATTLE, WA 98101	N/A PUBLIC		SOCIAL SERVICES	10,000.
SMILE TRAIN 245 FIFTH AVENUE, SUITE 2201 NEW YORK, NY 10016	N/A PUBLIC		SOCIAL SERVICES	10,000.
LOW INCOME HOUSING INST 2407 1ST AVE STE 200 SEATTLE, WA 98121	N/A PUBLIC		SOCIAL SERVICES	25,000.
HOMeward PET ADOPTION CENTER 18800 WOODINVILLE-SNOHOMISH RD WOODINVILLE, WA 98072	N/A PUBLIC		ANIMAL SERVICES	10,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS PO BOX 3097 SEATTLE, WA 98114	N/A PUBLIC	MEDICAL SERVICES	50,000
PLANNED PARENTHOOD OF WESTERN WASHINGTON 2001 E MADISON ST SEATTLE, WA 98122	N/A PUBLIC	SOCIAL SERVICES	100,000.
UNITED WAY OF KING COUNTY 720 2ND AVE SEATTLE, WA 98104	N/A PUBLIC	SOCIAL SERVICES	200,000.
SUMMER SEARCH SEATTLE 2100 24TH AVENUE SOUTH SEATTLE, WA 98144	N/A PUBLIC	SOCIAL SERVICES	25,000.
KING COUNTY SEXUAL ASSAULT RESOURCE CENTER PO BOX 300 RENTON, WA 98057	N/A PUBLIC	SOCIAL SERVICES	35,000.
DOCTORS WITHOUT BORDERS 333 7TH AVE FL 2 NEW YORK, NY 10001	N/A PUBLIC	MEDICAL SERVICES	100,000.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEATTLE GOODWILL 1765 6TH AVENUE S SEATTLE, WA 98134	N/A PUBLIC	SOCIAL SERVICES	25,000.
WATER FIRST INTERNATIONAL PO BOX 17974 SEATTLE, WA 98127	N/A PUBLIC	SOCIAL SERVICES	10,000.
MERCY CORP. 3015 SW 1ST AVE PORTLAND, OR 97201	N/A PUBLIC	SOCIAL SERVICES	50,000.
WEST SEATTLE HIGH SCHOOL FOUNDATION 3000 CALIFORNIA AVE SW SEATTLE, WA 98116	N/A PUBLIC	EDUCATION	20,000.
BAINBRIDGE SCHOOLS FOUNDATION 8489 MADISON AVE NE BAINBRIDGE ISLAND, WA 98110	N/A PUBLIC	EDUCATION	2,500.
BOYS & GIRLS CLUBS OF KING COUNTY 603 STEWART ST NO 300 SEATTLE, WA 98101	N/A PUBLIC	SOCIAL SERVICES	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHWEST CENTER 7272 W MARGINAL WAY S SEATTLE, WA 98108	N/A PUBLIC		SOCIAL SERVICES	10,000.
PROGRESSIVE ANIMAL WELFARE SOCIETY PO BOX 1037 LYNNWOOD, WA 98046	N/A PUBLIC		ANIMAL SERVICES	10,000.
PUGET SOUND BLOOD CENTER 921 TERRY AVE SEATTLE, WA 98104	N/A PUBLIC		MEDICAL SERVICES	1,000.
EARTHJUSTICE 426 17TH STREET, 6TH FLOOR OAKLAND, CA 94612	N/A PUBLIC		ENVIRONMENTAL SERVICES	50,000.
HUMANE SOCIETY FOR SEATTLE-KING CO 13212 SE EASTGATE WAY BELLEVUE, WA 98005	N/A PUBLIC		ANIMAL SERVICES	10,000.
NEIGHBORCARE HEALTH 905 SPRUCE STREET SEATTLE, WA 98104	N/A PUBLIC		MEDICAL SERVICES	10,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)		
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION AMOUNT
SOUTH SEATTLE COMMUNITY COLLEGE FOUNDATION 6000 16TH AVE SW NO RS-01 SEATTLE, WA 98106	N/A PUBLIC	EDUCATION 25,000
TOTAL CONTRIBUTIONS PAID		998,500

BYLAWS
of the
LENORE HANAUER FOUNDATION

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BYLAWS
of the
LENORE HANAUER FOUNDATION

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation within or without the State of Delaware shall be located at such place as may be designated by the Board of Directors from time to time. This corporation shall have and maintain at all times within the State of Delaware a registered office at such place as may be designated by the Board.

ARTICLE II
MEMBERSHIP

Section 1. Classes; Election and Termination of Members. This corporation shall have one class of voting members. Each member shall have one vote on all matters coming before the membership.

(a) Members. The Directors of this corporation shall be the members of this corporation.

(b) Additional Members. Additional members may be admitted at any time by the then-existing members, either by majority vote at any meeting, or by written consent.

(c) Term of Membership. Unless a shorter term is specified by the other members at the time of a member's admission under subsection (b) above, the term of office of any member shall be for life. Notwithstanding the foregoing, any member may resign at any time by mailing or delivering written notice to the President, the Secretary, or the Board of Directors.

Section 2. Rights and Obligations of Members. Members of this corporation shall have the rights and obligations of members as stated in the General Corporation Law of the State of Delaware, except as set forth in these Bylaws.

Section 3. Meetings and Actions of Members. Except as otherwise expressly provided in these Bylaws, meetings and actions of the members shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in content as are necessary to substitute the members for the Board of Directors.

Section 4. Action without a Meeting. Any action required or permitted to be taken by the members may be taken without a meeting if written consents, setting forth the action to be approved, are signed by members having sufficient votes to approve an action at a

meeting at which all voting members are present, and such consents are delivered within a sixty day period to the corporation at its principal place of business or to the Secretary of the corporation. To be effective, each such consent must bear the date of signature of the member (or, for a member that is an organization, its authorized representative). A consent may be delivered by email or other electronic transmission as long as the corporation can determine that the transmission was sent by the member or its authorized representative, provided that the transmission will only be deemed to be delivered if it is printed out in paper form. All such written consents, including paper records of electronic transmissions, shall be filed with the minutes of the proceedings of the members.

Section 5. Notice. If and when there is more than one member, notice of each meeting of the members shall be given to each member not less than ten nor more than sixty days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, postage prepaid, directed to the member at his or her address as it appears on the records of the corporation. Notice may be delivered by email if delivered to an address at which the member has consented to receive notice, or by fax if to a number at which the member has consented to receive notice. Each notice shall state the date, place, and time of the meeting and, in the case of a special meeting, the purposes for which it is called.

Section 6. Waiver of Notice. Whenever notice is required to be given to members by law or these Bylaws, a written waiver, signed by the member entitled to such notice, or an electronic transmission by the member entitled to receive such notice, whether before or after the time stated therein shall be deemed equivalent to notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of a meeting, to the transaction of any business because the meeting is not lawfully called or convened. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. Quorum. A majority of the members of the corporation shall constitute a quorum at a meeting of the members.

Section 8. Nonliability. No member shall be liable for the debts, liabilities, or obligations of this corporation.

Section 9. Nontransferability. No member may transfer for value or otherwise a membership or any right arising therefrom; and all rights of membership shall cease upon a member's resignation as provided in these Bylaws.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Directors. The number of Directors shall be fixed from time to time by action of the members. The initial number of Directors shall be one, until changed by the members pursuant to this section.

Section 3. Election and Term of Office of Directors. Directors of this corporation shall be elected at every regular annual meeting of the Board of Directors, or as soon thereafter as is conveniently possible. Each director shall serve for a term of one year and until his or her successor has been elected, unless such director earlier resigns or is removed.

Section 4. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of Directors is less than the authorized number for any reason. Vacancies may be filled by vote of a majority of the Directors then in office for the unexpired portion of the term. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 5. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President, Secretary, or Board of this corporation, unless a later effective date is specified in the resignation. The Board of Directors, by the vote of a majority of the Directors then in office may remove any director at any time, with or without cause, provided that written notice of removal is given to any director so removed.

Section 6. Annual Meetings. Meetings of the Board of Directors shall be held at least once a year. Annual meetings of the Board shall be called by the President, or any two Directors. All annual meetings shall be noticed in accordance with Section 8.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President, or any two Directors. All special meetings shall be noticed in accordance with Section 8.

Section 8. Notice. If and when there is more than one Director, notice of the time and place of each meeting of the Board of Directors shall be given to each Director at least forty-eight hours before the date of the meeting if given personally or by telephone, including a voice messaging system or other system of technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means, and not less than four days before the date of the meeting if given by first-class mail. Each notice shall state the date, place, and time of the meeting, and, in the case of a special meeting, the purposes for which it is called.

Section 9. Waiver of Notice. Whenever notice is required to be given by law or these Bylaws, a written waiver, signed by the Director entitled to such notice or by email from the Director entitled to receive such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of a meeting, to the transaction of any business because the meeting is not lawfully called or convened. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Quorum. A majority of the total number of Directors then in office shall constitute a quorum of the Board, provided that in no event shall the required quorum be less than one. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board except as otherwise provided in these Bylaws or in the Delaware General Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the Directors in office. Each Director shall be entitled to one vote.

Section 11. Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent to such action. A consent may be delivered by email or other electronic transmission as long as the corporation can determine that the transmission was sent by the member or his or her authorized representative. All such written consents, including records of electronic transmissions, shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of the Directors at a duly called and noticed meeting.

Section 12. Telephone Meetings. Directors may participate in a meeting through use of conference telephones or similar communications equipment so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 13. Adjournments. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned by a majority vote of those present without any notice other than by announcement at the meeting. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by vote. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 14. Standard of Care. Any Director or member of a committee of the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of this corporation and upon such information, opinions, reports, or statements presented to this corporation by any of this corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the Director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of this corporation.

Section 15. Inspection. Every Director shall have the right to inspect and copy all books, records, and documents of this corporation.

Section 16. Compensation. The directors shall not receive any compensation for their services, but may receive reimbursement for reasonable expenses incurred on behalf of the corporation.

Section 17. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, create any number of Board Committees, each consisting of one or more Directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the Directors then in office. Any committee having authority of the Board shall consist of two or more Directors. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) remove Directors without cause;
- (b) fix compensation of Directors for serving on the Board or any Board Committee;
- (c) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (d) create any other Board Committees or appoint the members of any Board Committees; or
- (e) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-Directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of this corporation shall be a President or two Co-Presidents, and a Secretary. The corporation may also have, at the discretion of the directors, a Treasurer and such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person.

Section 2. Election and Term of Office. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Secretary or President of this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Directors. The President shall be a member of all Board Committees and shall have the general powers and duties of management usually vested in the office of President of the

corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause.

ARTICLE VI INTERESTED DIRECTOR OR OFFICER TRANSACTIONS

Section 1. Transactions. No contract or transaction between this corporation and one or more of its Directors or officers, or between this corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers, are Directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction, or solely because any such Director's or officer's votes are counted for such purpose, if either:

(a) The material facts as to the Director's or officer's relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors be less than a quorum; or

(b) The contract or transaction is fair to the corporation as of the time it is authorized, approved or ratified by the Board of Directors or committee.

Section 2. Quorum. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE VII
COMPLIANCE WITH PRIVATE FOUNDATION RULES

Any provision of these Bylaws or the Certificate of Incorporation of this corporation to the contrary notwithstanding, so long as this corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended, this corporation:

(a) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax under IRC Section 4942;

(b) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of IRC Section 4941;

(c) shall not retain any excess business holdings as defined in subsection (c) of IRC Section 4943;

(d) shall not make any investments in such a manner as to subject this corporation to tax under IRC Section 4944; and

(e) shall not make any taxable expenditure as defined in subsection (d) of IRC Section 4945.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 145 of the Delaware General Corporation Law, this corporation may indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 145. For purposes of this Article, "agent" shall include Directors, officers, employees, other agents, and persons formerly occupying such positions, either for this corporation or, at the request of this corporation, for another corporation, partnership, joint venture, trust, or other enterprise (whether for profit or not for profit); "proceeding" shall include any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation); and "expenses" shall include attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such agent.

Section 2. Approval Procedures. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 145(c) of the Delaware General Corporation Law. Otherwise, the Board shall promptly determine, in accordance with procedure set forth in Section 145(d), whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 145(a) or Section 145(b), and, if so, may authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. This corporation may pay expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such officer or director, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by this corporation under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 4. Scope of Application. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

Section 5. Nonexclusivity. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such Director, officer, employee, or agent may be entitled under any statute, Bylaw, agreement, vote of the disinterested members, or Directors or otherwise, and shall not restrict the power of this corporation to make any indemnification permitted by law.

Section 6. Former Agents. The indemnification and advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefits of the heirs, executors, and administrators of such a person.

Section 7. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE IX GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Certificate of Incorporation.

Section 2. Board of Directors Oversight. The Board of Directors, or any person or persons on whom such power may be conferred by the Board, shall make policy with regard to grants. The Board shall retain ultimate control over all grants, contributions, and other financial assistance given by this corporation.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition,

the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Certificate of Incorporation, subject to any charitable trust imposed on such funds and any rights of third parties under any contract relating to such grant.

Section 4. Accounting. The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation: (1) has determined that the specific charitable activity for which the donation was made furthers this corporation's exempt purposes; (2) has approved in advance disbursements of funds to support such charitable activity; (3) retains discretion and control as to the use of the contributions received by this corporation; and (4) exercises appropriate supervision to ensure funds are actually spent for the intended purposes.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or any person or persons on whom such power may be conferred by the Board and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by any person or person on whom such power may be conferred by the Board.

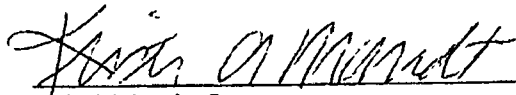
Section 3. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the members at least one week in advance of the meeting at which they will be considered for adoption. The vote of a majority of the members shall be required to adopt a bylaw amendment.

Section 4. Governing Law. The governance, investment, and other provisions of these Bylaws shall be construed and interpreted in accordance with the laws of the State of Delaware as amended from time to time, so as to give full effect and validity to the intent and meaning of these Bylaws.

CERTIFICATE OF SECRETARY

I, Kristi Mandt, certify that I am presently the duly elected and acting Secretary of the Lenore Hanauer Foundation, a Delaware nonstock corporation, and that the above Bylaws, consisting of 10 pages, are the Bylaws of this corporation as adopted by the unanimous vote of the Board of Directors on March 12, 2010.

DATED: 3-12 . 2010



Kristi Mandt, Secretary