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

2010

For calendar year 2010, or tax year beginning JUN 1, 2010 , and ending MAY 31, 2011

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

A Employer identification number: 59-2745187

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

B Telephone number: (404) 351-2262

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

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 [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 16,495,826.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here [ ]

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	100.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	274.	274.		Statement 1
	4 Dividends and interest from securities	351,132.	351,132.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	385,282.			
	b Gross sales price for all assets on line 6a 8,774,137.				
	7 Capital gain net income (from Part IV, line 2)		385,282.		
	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	60,178.	60,178.		Statement 3
	12 **Total.** Add lines 1 through 11	796,966.	796,866.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	87,500.	8,750.		78,750.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	6,694.	669.		6,025.
	16a Legal fees				
	b Accounting fees Stmt 4	14,900.	8,900.		6,000.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 5	13,347.	13,347.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	121,983.	98,060.		23,923.
	24 **Total operating and administrative expenses** Add lines 13 through 23	244,424.	129,726.		114,698.
	25 Contributions, gifts, grants paid	590,550.			590,550.
	26 **Total expenses and disbursements.** Add lines 24 and 25	834,974.	129,726.		705,248.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<38,008.>			
	b **Net investment income** (if negative, enter -0-)		667,140.		
	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	636,018.	809,289.	809,289.
	3 Accounts receivable ▶ 393.			
	Less allowance for doubtful accounts ▶		393.	393.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 8	4,342,337.	4,072,616.	4,679,024.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	8,947,239.	8,507,418.	9,175,944.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 10)	4,125,511.	4,616,407.	1,831,176.
	16 **Total assets** (to be completed by all filers)	18,051,105.	18,006,123.	16,495,826.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Other Liabilities)	955.	7,576.	
	23 **Total liabilities** (add lines 17 through 22)	955.	7,576.	
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	18,050,150.	17,998,547.	
	30 **Total net assets or fund balances**	18,050,150.	17,998,547.	
	31 **Total liabilities and net assets/fund balances**	18,051,105.	18,006,123.	

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	18,050,150.
2 Enter amount from Part I, line 27a	2	<38,008.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,012,142.
5 Decreases not included in line 2 (itemize) ▶ See Statement 7	5	13,595.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,998,547.

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	8,774,137.		8,495,207.	385,282.

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				385,282.

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** 385,282.

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))
2009	798,908.	15,677,971.	.050957
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

2	**Total** of line 1, column (d)	2	.258070
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	.051614
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,087,504.
5	Multiply line 4 by line 3	5	830,340.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,671.
7	Add lines 5 and 6	7	837,011.
8	Enter qualifying distributions from Part XII, line 4	8	705,248.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	13,343.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	13,343.
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	13,343.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 6,000.		
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	6,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	233.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	7,576.
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
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 2010 or the taxable year beginning in 2010 (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

			Yes	No
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		X
	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 ▶			

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 22 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 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?	☐ 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 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.)*	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 2010?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 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 — No: 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 11		87,500.	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.	590,550.
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.

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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	7,334,817.
b	Average of monthly cash balances	1b	652,837.
c	Fair market value of all other assets	1c	8,344,837.
d	**Total** (add lines 1a, b, and c)	1d	16,332,491.
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	16,332,491.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	244,987.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,087,504.
6	**Minimum investment return.** Enter 5% of line 5	6	804,375.

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	804,375.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 13,343.		
b	Income tax for 2010 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	13,343.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	791,032.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	791,032.
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	791,032.

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	705,248.
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	705,248.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	705,248.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				791,032.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			657,563.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 705,248.				
a Applied to 2009, but not more than line 2a			657,563.	
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 2010 distributable amount				47,685.
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:**				
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				743,347.
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 2005 not applied on line 5 or line 7	0.			
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				

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 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(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 12

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 13				
Total			▶ 3a	590,550.
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					274.
4 Dividends and interest from securities					351,132.
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					60,178.
8 Gain or (loss) from sales of assets other than inventory					385,282.
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.	796,866.

13 Total. Add line 12, columns (b), (d), and (e) 13 796,866.

(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 A Hanley | 7/6/11 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Stephen M. Roegiers	Stephen M. Roegiers	06/30/11		
Firm's name ▶ Roegiers Goldin Chappel Nall & Associat			Firm's EIN ▶	
Firm's address ▶ 701 Colorado Ave. Stuart, FL 34994			Phone no (772) 283-7444	

023622 04-26-11

The Hanley Family Foundation, Inc. — Continuation for 990-PF, Part IV
c/o Michael Hanley — 59-2745187

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	Epresence Inc		Various	04/06/11
f	Capital Gain on K-1 Silchester		Various	Various
g	Capital Gain on K-1 Silchester		Various	Various
h	Capital Gain on K-1 Old Westbury I		Various	Various
i	Capital Loss on K-1 Old Westbury II		Various	Various
j	Capital Loss on K-1 Kinder Morgan Energy Partners		Various	Various
k	LTCG Class Action Proceeds-Bessemer Trust		Various	Various
l	LTCG Class Action Proceeds-State Street Bank & Tr		Various	Various
m	Capital Gains Dividends			
n				
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	7,222,330.		7,141,018.	81,312.
b	215,540.		120,316.	95,224.
c	615,081.		661,539.	<46,458.>
d	719,820.		572,334.	147,486.
e	332.			332.
f				24,433.
g				59,667.
h				12,343.
i				9,322.
j				<24.>
k				313.
l				298.
m	1,034.			1,034.
n				
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				81,312.
b				95,224.
c				<46,458.>
d				147,486.
e				332.
f				24,433.
g				59,667.
h				12,343.
i				9,322.
j				<24.>
k				313.
l				298.
m				1,034.
n				
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 — 385,282.

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

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

Source	Amount
Wachovia MMKT	274.
Total to Form 990-PF, Part I, line 3, Column A	274.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends - Bessemer Trust	66,092.	0.	66,092.
Dividends - State Street Bank & Trust	31,150.	0.	31,150.
Dividends - TIFF Multi-Asset Fund	106,702.	1,034.	105,668.
Dividends from Schedule K-1 -- Kinder Morgan Energy Partners	48.	0.	48.
Dividends from Schedule K-1 -- Old Westbury Private Capital I	1,463.	0.	1,463.
Dividends from Schedule K-1 -- Old Westbury Private Capital II	29.	0.	29.
Dividends from Schedule K-1 -- Silchester International Investors	138,707.	0.	138,707.
Interest - Bessemer Trust	669.	0.	669.
Interest - State Street Bank & Trust	4,377.	0.	4,377.
Interest from Schedule K-1 -- Kinder Morgan Energy Partners	118.	0.	118.
Interest from Schedule K-1 -- Old Westbury Private Capital I	2,440.	0.	2,440.
Interest from Schedule K-1 -- Old Westbury Private Capital II	368.	0.	368.
Interest from Schedule K-1 -- Silchester International Investors	3.	0.	3.
Total to Fm 990-PF, Part I, ln 4	352,166.	1,034.	351,132.

Form 990-PF . Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Ordinary Income from Schedule K-1 -- Old Westbury Private Capital I	1,095.	1,095.	
Ordinary Loss from Schedule K-1 -- Kinder Morgan Energy Partners	<7,138.>	<7,138.>	
Other Loss from Schedule K-1 -- Old Westbury Private Capital I	<2,449.>	<2,449.>	
Other Income from Schedule K-1 -- Old Westbury Private Capital II	1,466.	1,466.	
Other Income from Schedule K-1 -- Kinder Morgan Energy Partners	5,168.	5,168.	
Other Income from Schedule K-1 -- Silchester Investment Advisors	16,310.	16,310.	
Annuity Income - American Natl	13,278.	13,278.	
Annuity Income - Penn Mutual	15,311.	15,311.	
Annuity Income - Nationwide Life	17,137.	17,137.	
Total to Form 990-PF, Part I, line 11	60,178.	60,178.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	14,900.	8,900.		6,000.
To Form 990-PF, Pg 1, ln 16b	14,900.	8,900.		6,000.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	13,347.	13,347.		0.
To Form 990-PF, Pg 1, ln 18	13,347.	13,347.		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	1,537.	1,537.		0.
Investment Management Fees	89,485.	89,485.		0.
Investment Expenses from Schedule K-1 -- Old Westbury Private Capital I	2,441.	2,441.		0.
Investment Expenses from Schedule K-1 -- Old Westbury Private Capital II	2,535.	2,535.		0.
Investment Expenses from Schedule K-1 -- Kinder Morgan Energy Partners	310.	310.		0.
Insurance	6,273.	1,752.		4,521.
Direct Charitable Purpose Expense	8,951.	0.		8,951.
Meeting Expense	10,451.	0.		10,451.
To Form 990-PF, Pg 1, ln 23	121,983.	98,060.		23,923.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 7

Description	Amount
Federal Income Tax Expense	13,576.
Non Deductible Limited Partnership Expenses	19.
Total to Form 990-PF, Part III, line 5	13,595.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Corporate Stock - Bessemer Trust	2,307,964.	2,764,243.
Corporate Stock - State Street Bank & Trust	1,722,561.	1,906,390.
Corporate Stock - Welch & Forbes	42,091.	8,391.
Total to Form 990-PF, Part II, line 10b	4,072,616.	4,679,024.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Limited Partnerships - Bessemer Trust	COST	194,849.	173,475.
Silchester International Investors, Inc	COST	4,071,971.	4,875,146.
TIFF Multi-Asset Fund	COST	2,503,746.	2,390,471.
Annuity-Penn Mutual	COST	579,019.	579,019.
Annuity-Nationwide	COST	578,923.	578,923.
Annuity-American National	COST	578,910.	578,910.
Total to Form 990-PF, Part II, line 13		8,507,418.	9,175,944.

Form 990-PF Other Assets Statement 10

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Cash Surrender Value of Life Insurance	4,125,511.	4,616,407.	1,831,176.
To Form 990-PF, Part II, line 15	4,125,511.	4,616,407.	1,831,176.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 11

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. 1244 Arbor Road Winston-Salem, NC 27104	Director 5.00	0.	0.	0.
Mary Jane Hanley 1244 Arbor Road Winston-Salem, NC 27104	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	87,500.	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 51 Revere Street, Apt. 2 Boston, MA 02114	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		87,500.	0.	0.

Form 990-PF — Part XV - Line 1a — Statement 12

List of Foundation Managers

Name of Manager

John W. Hanley, Sr.
Mary Jane Hanley

Form 990-PF . Grants and Contributions Paid During the Year Statement 13

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	20,000.
Caron Foundation PO Box 150 Wernersville, PA 19565	N/A See Part IX-A	Public	50,000.
Partnership for a Drug-Free America 405 Lexington Ave, 16 FL New York, NY 10174	N/A See Part IX-A	Public	50,000.
St Jude's Recovery Center 139 Renaissance Parkway, NE Atlanta, GA 30308	N/A See Part IX-A	Public	2,500.
National Assoc for Children of Alcoholics 11426 Rockville Pike, Suite 301 Rockville, MD 20852	N/A See Part IX-A	Public	23,700.
Community of Recovering People 1221 Wayzata Blvd E Wayzata, MN 55391	N/A See Part IX-A	Public	20,000.
Next Step Recovery, Inc. 149 Courtland Avenue Asheville, NC 28801	N/A See Part IX-A	Public	15,000.
Stephen's Place 729 Ridge Street Bethlehem, PA 18015	N/A See Part IX-A	Public	10,000.

Susan B Anthony Recovery Center 1633 Poinciana Drive Pembroke Pines, FL 33025	N/A See Part IX-A	Public	50,000.
Tykes and Teens, Inc. 3577 SW Corporate Parkway Palm City, FL 34990	N/A See Part IX-A	Public	25,000.
Faces & Voices of Recovery 1010 Vermont Ave. #618 Washington, DC 20005	N/A See Part IX-A	Public	5,000.
The Extension Inc 1507 Church Street Ext. NE Marietta, GA 30060	N/A See Part IX-A	Public	25,000.
MARR, Inc. 2815 Clearview Place Suite 100 Doraville, GA 30340	N/A See Part IX-A	Public	16,050.
Addiction Relief & Supported Recovery P.O. Box 25001 Lansing, MI 48909	N/A See Part IX-A	Public	10,000.
GraceWay Recovery Residence, Inc. P.O. Box 32 Albany, GA 31702	N/A See Part IX-A	Public	33,300.
12-24 Club, Inc. 500 S Wolcott St., Ste 200 Casper, WY 82601	N/A See Part IX-A	Public	50,000.
Teen Challenge of the Dakotas 317 3rd Ave. Brookings , SD 57006	N/A See Part IX-A	Public	50,000.
NORC 4350 East-West Highway, 8th Floor Bethesda, MD 20814	N/A See Part IX-A	Public	75,000.

Casa De Recuperacion P.O. Box 8337 West Palm Beach, FL 33407	N/A See Part IX-A	Public	50,000.
Nick's Place 4604 W. Caroline Ave Beltsville , MD 20705	N/A See Part IX-A	Public	10,000.
Total to Form 990-PF, Part XV, line 3a			590,550.

Hanley Family Foundation, Inc.
Capital Gains and Losses - State Street Bank & Trust
05/31/11

EIN: 59-2745187

Description	# Shares	Date Acquired	Date Sold	Proceeds	Adj Basis	Realized Gain (Loss)	Short Term	Long Term	Proceeds S/T	Proceeds L/T
Baker Hughes Inc	1500	S-T	06/02/10	56,635 44	72,126 65	(15,491 21)	(15,491 21)		56,635 44	
Rockwell Automation Inc	1000	02/26/10	06/07/10	50,182 65	53,709 30	(3,526 65)	(3,526 65)		50,182 65	
Riverbed Technology Inc	1000	04/12/10	06/08/10	25,662 96	29,280 30	(3,617 34)	(3,617 34)		25,662 96	
Johnson & Johnson	1000	06/19/09	06/09/10	58,309 11	56,474 10	1,835 01	1,835 01		58,309 11	
Mastercard Inc A	145	04/07/10	06/09/10	28,660 54	37,570 08	(8,909 54)	(8,909 54)		28,660 54	
Juniper Networks	1300	04/15/10	06/09/10	31,950 99	41,312 04	(9,361 05)	(9,361 05)		31,950 99	
3M Co	400	12/23/09	06/09/10	30,250 32	32,800 68	(2,550 36)	(2,550 36)		30,250 32	
United Technologies Corp	1000	12/11/09	06/09/10	64,160 41	69,336 60	(5,176 19)	(5,176 19)		64,160 41	
Cisco Systems Inc	1300	10/14/09	06/10/10	29,596 33	31,718 18	(2,121 85)	(2,121 85)		29,596 33	
L-3 Communications Holdings Inc	700	S-T	06/10/10	55,281 28	59,783 49	(4,502 21)	(4,502 21)		55,281 28	
General Electric Co	1500	04/15/10	06/14/10	23,294 45	29,300 70	(6,006 25)	(6,006 25)		23,294 45	
Oracle Corp	2775	03/31/10	06/18/10	63,944 07	71,378 55	(7,434 48)	(7,434 48)		63,944 07	
Vanguard Short Term Bond ETF	1000	05/20/10	06/23/10	80,678 73	80,635 90	42 83	42 83		80,678 73	
SPDR S&P 500 ETF Trust	1380	06/10/10	06/30/10	144,359 64	149,478 20	(5,118 56)	(5,118 56)		144,359 64	
Agilent Technologies Inc	1900	S-T	06/30/10	55,314 71	65,492 40	(10,177 69)	(10,177 69)		55,314 71	
FMC Technologies Inc	1000	01/11/10	06/30/10	53,709 09	60,309 44	(6,600 35)	(6,600 35)		53,709 09	
Itron Inc	500	12/30/09	06/30/10	31,467 52	34,469 75	(3,002 23)	(3,002 23)		31,467 52	
Prudential Financial Inc	625	05/11/10	06/30/10	34,108 23	39,971 44	(5,863 21)	(5,863 21)		34,108 23	
Ishares Trust-Russell 2000 Index Fd	2250	06/16/10	07/01/10	135,906 70	150,401 70	(14,495 00)	(14,495 00)		135,906 70	
Danaher Corp	2000	S-T	07/02/10	72,566 77	75,054 44	(2,487 67)	(2,487 67)		72,566 77	
Vmware Inc CL A	800	S-T	07/02/10	50,238 59	52,802 46	(2,563 87)	(2,563 87)		50,238 59	
Dollar Tree Inc	850	07/02/10	07/07/10	35,483 92	36,761 65	(1,277 73)	(1,277 73)		35,483 92	
Johnson Controls Inc	1000	02/04/10	07/07/10	27,092 44	28,709 00	(1,616 56)	(1,616 56)		27,092 44	
SPDR Gold Trust	2200	S-T	07/27/10	250,691 26	250,311 52	379 74	379 74		250,691 26	
General Mills	1100	06/09/10	07/29/10	37,808 78	41,293 89	(3,485 11)	(3,485 11)		37,808 78	
Express Scripts inc	1200	S-T	08/04/10	53,982 77	60,718 52	(6,735 75)	(6,735 75)		53,982 77	
EOG Resources	700	S-T	08/11/10	67,981 03	75,325 20	(7,344 17)	(7,344 17)		67,981 03	
Johnson Controls Inc	1000	02/22/10	08/11/10	28,456 01	30,375 40	(1,919 39)	(1,919 39)		28,456 01	
Occidental Petroleum Corp	700	06/09/10	08/11/10	53,600 75	57,211 00	(3,610 25)	(3,610 25)		53,600 75	
Intuitive Surgical Inc	100	04/22/10	08/16/10	31,211 97	36,514 53	(5,302 56)	(5,302 56)		31,211 97	
SPDR S&P 500 ETF Trust	2200	07/27/10	08/19/10	237,168 31	245,835 92	(8,667 61)	(8,667 61)		237,168 31	
Cooper Industries	1200	S-T	08/19/10	52,011 20	54,695 50	(2,684 30)	(2,684 30)		52,011 20	
BHP Billiton Ltd	700	S-T	08/19/10	47,426 72	51,195 57	(3,768 85)	(3,768 85)		47,426 72	
Intuitive Surgical Inc	100	05/27/10	08/19/10	30,518 86	32,451 62	(1,932 76)	(1,932 76)		30,518 86	
Priceline Com	500	05/12/10	08/24/10	146,206 27	108,855 53	37,350 74	37,350 74		146,206 27	
Broadcom Corp	1375	S-T	08/25/10	43,595 29	49,854 47	(6,259 18)	(6,259 18)		43,595 29	
F5 Networks Inc	700	S-T	08/27/10	61,342 55	49,084 52	12,258 03	12,258 03		61,342 55	
Vmware Inc CL A	600	S-T	08/27/10	46,858 84	46,120 29	738 55	738 55		46,858 84	
3M Co	600	08/02/10	08/31/10	47,699 31	52,460 16	(4,760 85)	(4,760 85)		47,699 31	
TJX Companies	1100	06/09/10	09/09/10	45,312 19	50,477 57	(5,165 38)	(5,165 38)		45,312 19	
Campbell Soup Co	1350	08/26/10	09/10/10	48,410 18	50,036 94	(1,626 76)	(1,626 76)		48,410 18	
Boeing Co	900	S-T	09/14/10	56,364 43	61,193 57	(4,829 14)	(4,829 14)		56,364 43	
Whiting Petroleum	800	S-T	09/20/10	76,405 19	69,143 16	7,262 03	7,262 03		76,405 19	
Kinder Morgan Energy Partners LP	700	02/08/10	09/27/10	47,890 18	42,393 18	5,497 00	5,497 00		47,890 18	
Smucker JM Co	1000	S-T	09/27/10	61,061 27	58,354 43	2,706 84	2,706 84		61,061 27	
Comcast Corp	1000	07/27/10	09/28/10	18,316 98	19,272 50	(955 52)	(955 52)		18,316 98	
Comcast Corp	1000	07/27/10	09/30/10	17,848 60	19,272 50	(1,423 90)	(1,423 90)		17,848 60	

Hanley Family Foundation, Inc. **EIN: 59-2745187**
Capital Gains and Losses - State Street Bank & Trust
05/31/11

Description	# Shares	Date Acquired	Date Sold	Proceeds	Adj Basis	Realized Gain (Loss)	Short Term	Long Term	Proceeds S/T	Proceeds L/T
Millicom Intl Cellular	800	S-T	10/19/10	75,027 37	67,591 11	7,436 26	7,436 26		75,027 37	
Ishares Msci Brazil Index Fd	1000	S-T	10/21/10	76,518 10	73,312 80	3,205 30	3,205 30		76,518 10	
Bristol Myers Squibb Co	2100	S-T	10/25/10	56,950 40	55,529 00	1,421 40	1,421 40		56,950 40	
Dominion Resources Inc	1300	06/07/10	10/26/10	57,186 81	52,004 03	5,182 78	5,182 78		57,186 81	
EMC Corp Mass	4000	12/23/09	10/25/10	85,378 55	70,288 82	15,089 73	15,089 73		85,378 55	
Eldorado Gold Corp	2700	S-T	10/27/10	44,422 34	51,870 82	(7,448 48)	(7,448 48)		44,422 34	
Cognizant Technology Solutions Corp	1000	S-T	11/04/10	64,058 32	53,457 26	10,601 06	10,601 06		64,058 32	
Boeing Co	900	10/25/10	11/15/10	57,376 57	64,787 04	(7,410 47)	(7,410 47)		57,376 57	
Directv-A	1600	S-T	11/17/10	66,563 67	60,150 10	6,413 57	6,413 57		66,563 67	
Archer Daniels Midland Co	1500	10/22/10	11/29/10	43,236 32	50,470 65	(7,234 33)	(7,234 33)		43,236 32	
Altria Group Inc	2575	S-T	11/29/10	62,266 82	51,905 83	10,360 99	10,360 99		62,266 82	
Verizon Communications Inc	2300	S-T	11/29/10	73,124 96	69,765 10	3,359 86	3,359 86		73,124 96	
American Tower Corp	1300	S-T	12/01/10	66,497 38	55,866 02	10,631 36	10,631 36		66,497 38	
Ishares Iboxx Invt Grade Corp	1800	S-T	12/08/10	193,641 81	197,023 16	(3,381 35)	(3,381 35)		193,641 81	
Netflix Inc	500	S-T	12/10/10	97,178 11	77,382 53	19,795 58	19,795 58		97,178 11	
Scandisk Corp	1400	S-T	12/17/10	68,172 26	60,753 32	7,418 94	7,418 94		68,172 26	
Baidu Inc	900	S-T	12/23/10	90,052 84	82,308 59	7,744 25	7,744 25		90,052 84	
Apple Inc	400	06/19/09	12/31/10	128,654 63	54,701 51	73,953 12		73,953 12		128,654 63
McDonalds Corp	800	06/09/10	01/03/11	61,455 44	54,764 72	6,690 72	6,690 72		61,455 44	
Anheuser Busch	650	09/16/10	01/05/11	37,030 26	36,629 79	400 47	400 47		37,030 26	
Nike Inc	800	09/27/10	01/11/11	67,068 15	63,140 96	3,927 19	3,927 19		67,068 15	
SPDR Gold Trust	2200	S-T	01/18/11	293,869 26	278,930 53	14,938 73	14,938 73		293,869 26	
Anheuser Busch	650	09/16/10	01/19/11	36,979 22	36,629 79	349 43	349 43		36,979 22	
Vanguard Emerging Markets ETF	1900	07/26/10	01/26/11	90,210 26	79,603 35	10,606 91	10,606 91		90,210 26	
Vanguard Emerging Markets ETF	1200	07/26/10	01/28/11	55,511 17	50,275 80	5,235 37	5,235 37		55,511 17	
Mead Johnson Nutrition Co	1500	11/19/09	02/01/11	86,885 83	65,614 10	21,271 73		21,271 73		86,885 83
Discovery Communications Inc	1600	S-T	02/01/11	61,782 65	63,377 87	(1,595 22)	(1,595 22)		61,782 65	
Vanguard Short Term Bond ETF	625	07/02/10	02/09/11	49,977 17	50,543 38	(566 21)	(566 21)		49,977 17	
CME Group Inc	100	12/21/10	02/15/11	29,408 45	32,537 44	(3,128 99)	(3,128 99)		29,408 45	
Akamai Technologies Inc	1500	S-T	02/18/11	62,280 75	73,565 80	(11,285 05)	(11,285 05)		62,280 75	
Express Scripts inc	980	S-T	02/22/11	53,925 62	48,261 55	5,664 07	5,664 07		53,925 62	
Financial Select sector spdr	5175	01/18/11	02/24/11	84,773 67	85,974 88	(1,201 21)	(1,201 21)		84,773 67	
Market Vectores Junior Gold Miner E1	2000	S-T	02/25/11	75,333 75	82,105 30	(6,771 55)	(6,771 55)		75,333 75	
Amazon com Inc	330	S-T	03/09/11	55,812 26	49,416 22	6,396 04	6,396 04		55,812 26	
Google Inc -A	100	S-T	03/09/11	59,069 17	53,020 08	6,049 09	6,049 09		59,069 17	
Amazon com Inc	170	S-T	03/17/11	28,066 14	25,457 00	2,609 14	2,609 14		28,066 14	
Powershares QQQ	2250	S-T	03/17/11	123,680 12	118,938 09	4,742 03	4,742 03		123,680 12	
Express Scripts inc	520	S-T	03/18/11	27,099 07	25,361 65	1,737 42	1,737 42		27,099 07	
General Electric Co	1400	01/28/11	03/16/11	26,631 40	29,052 52	(2,421 12)	(2,421 12)		26,631 40	
Blackrock inc	140	02/15/11	03/21/11	26,026 23	28,759 61	(2,733 38)	(2,733 38)		26,026 23	
Blackrock inc	150	02/15/11	03/23/11	27,605 95	30,813 00	(3,207 05)	(3,207 05)		27,605 95	
Paychex Inc	1750	02/04/11	03/24/11	54,132 94	58,250 68	(4,117 74)	(4,117 74)		54,132 94	
Google Inc -A	50	S-T	03/20/11	29,172 44	26,510 00	2,662 44	2,662 44		29,172 44	
Netapp Inc	1130	02/25/11	03/28/11	53,765 39	59,358 90	(5,593 51)	(5,593 51)		53,765 39	
Analog Devices Inc	1430	02/16/11	03/30/11	56,425 72	58,311 97	(1,886 25)	(1,886 25)		56,425 72	
Baidu Inc ADR	550	S-T	04/06/11	76,191 20	61,551 98	14,639 22	14,639 22		76,191 20	
Ishares Silver Trust	2790	S-T	04/08/11	110,531 82	100,032 22	10,499 60	10,499 60		110,531 82	

Hanley Family Foundation, Inc. **EIN: 59-2745187**
Capital Gains and Losses - State Street Bank & Trust
05/31/11

Description	# Shares	Date Acquired	Date Sold	Proceeds	Adj Basis	Realized Gain (Loss)	Short Term	Long Term	Proceeds S/T	Proceeds L/T
Apple Inc	300	01/18/11	04/13/11	100,096 31	99,023 22	1,073 09	1,073 09		100,096 31	
Disney (The Walt) Company Del	2000	S-T	04/14/11	82,118 42	69,060 28	13,058 14	13,058 14		82,118 42	
Mosaic Co	1100	S-T	04/14/11	82,805 31	76,911 53	5,893 78	5,893 78		82,805 31	
Citrix System Inc	850	S-T	04/18/11	61,310 85	59,374 57	1,936 28	1,936 28		61,310 85	
Agrium Inc	670	S-T	04/28/11	60,463 93	61,800 80	(1,336 87)	(1,336 87)		60,463 93	
Oil Service Holders Trust	600	12/30/10	05/03/11	92,399 67	83,613 72	8,785 95	8,785 95		92,399 67	
SPDR Metals & Mining ETF	121	S-T	05/03/11	89,254 05	88,037 62	1,216 43	1,216 43		89,254 05	
SPDR DJIA Trust	475	01/28/11	05/05/11	60,048 34	56,243 28	3,805 06	3,805 06		60,048 34	
Agrium Inc	330	S-T	05/05/11	28,195 15	30,443 53	(2,248 38)	(2,248 38)		28,195 15	
FMC Technologies Inc	1000	08/04/10	05/05/11	43,239 36	32,685 04	10,554 32	10,554 32		43,239 36	
Ishares Trust-Russell 2000 Index Fd	2000	S-T	05/05/11	166,856 79	150,377 73	16,479 06	16,479 06		166,856.79	
SPDR Gold Trust	1200	S-T	05/05/11	174,642 60	175,382 66	(740 06)	(740 06)		174,642 60	
FMC Technologies Inc	600	08/04/10	05/16/11	25,415 63	19,602 00	5,813 63	5,813 63		25,415 63	
Dover Corp	900	S-T	05/24/11	55,988 10	58,229 51	(2,241 41)	(2,241 41)		55,988 10	
PPG Industries	500	06/16/10	05/24/11	43,039 27	33,374 40	9,664 87	9,664 87		43,039 27	
Cognizant Technology Solutions Corp	750	S-T	05/24/11	54,514 13	58,915 20	(4,401 07)	(4,401 07)		54,514 13	
Ishares Russell 1000 Growth FD	1050	01/03/11	05/24/11	63,450 28	60,976 97	2,473 31	2,473 31		63,450 28	
Totals				7,437,870 78	7,261,333 47	176,537 31	81,312 46	95,224 85	7,222,330 32	215,540 46

	Proceeds	Adj Basis	Realized Gain (Loss)
Short Term	7,222,330 32	7,141,017 86	81,312 46
Long Term	215,540 46	120,315 61	95,224 85
Totals	7,437,870 78	7,261,333 47	176,537 31