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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation HARTLEY FAMILY FOUNDATION	**A** Employer identification number 74-2822359
Number and street (or P O box number if mail is not delivered to street address) Room/suite 2112 TOMAHAWK ROAD	**B** Telephone number (see instructions) (913) 236-8473
City or town, state, and ZIP code MISSION HILLS, KS 66208	**C** If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ 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)* ▶ $ 6,458,448.

J Accounting method: ☒ 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) (see instructions).)*		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	162,999.	162,999.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	377,679.			
	b Gross sales price for all assets on line 6a 2,225,831.				
	7 Capital gain net income (from Part IV, line 2)		377,679.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	540,678.	540,678.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	81,021.			81,021.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	3,750.	NONE	NONE	3,750.
	c Other professional fees (attach schedule) STMT 2	46,675.	46,675.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	13,851.	2,685.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	145,297.	49,360.	NONE	84,771.
	25 Contributions, gifts, grants paid	481,908.			481,908.
	26 **Total expenses and disbursements** Add lines 24 and 25	627,205.	49,360.	NONE	566,679.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-86,527.			
	b **Net investment income** (if negative, enter -0-)		491,318.		
	c **Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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	3,086.	1,779.	1,779.
	2	Savings and temporary cash investments	33,927.	120,087.	120,087.
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 4	201,125.		
	b	Investments - corporate stock (attach schedule) STMT 5	4,421,679.	4,270,036.	5,021,652.
	c	Investments - corporate bonds (attach schedule) STMT 8	1,068,377.	1,249,394.	1,314,930.
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,728,194.	5,641,296.	6,458,448.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	5,728,194.	5,641,296.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,728,194.	5,641,296.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,728,194.	5,641,296.	

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	5,728,194.
2	Enter amount from Part I, line 27a	2	-86,527.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,641,667.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	371.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,641,296.

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				
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	377,679.
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 instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	531,589.	6,701,514.	0.07932371700
2009	513,810.	6,653,234.	0.07722710489
2008	134,296.	1,679,165.	0.07997784613
2007	74,425.	1,475,764.	0.05043150531
2006	55,761.	1,191,089.	0.04681514144

2	**Total** of line 1, column (d)	2	0.33377531477
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	0.06675506295
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,924,791.
5	Multiply line 4 by line 3	5	462,265.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,913.
7	Add lines 5 and 6	7	467,178.
8	Enter qualifying distributions from Part XII, line 4	8	566,679.

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	4,913.
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	4,913.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	4,913.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,255.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	12,255.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,342.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 4,916. **Refunded** ▶			11	2,426.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ____________ (2) On foundation managers ▶$ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KS			
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 2011 or the taxable year beginning in 2011 (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

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, 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 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	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 2011?	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)? (see 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 instructions)? 5b

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		81,021.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	7,030,245.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,030,245.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,030,245.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	105,454.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,924,791.
6	**Minimum investment return.** Enter 5% of line 5	6	346,240.

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	346,240.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,913.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,913.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	341,327.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	341,327.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	341,327.

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	566,679.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	566,679.
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 instructions)	5	4,913.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	561,766.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				341,327.
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			NONE	
b	Total for prior years 20 09 ,20_____,20_____		NONE		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 NONE				
b	From 2007 NONE				
c	From 2008 51,544.				
d	From 2009 182,516.				
e	From 2010 199,733.				
f	**Total** of lines 3a through e	433,793.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 566,679.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				341,327.
e	Remaining amount distributed out of corpus	225,352.			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	659,145.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	659,145.			
10	Analysis of line 9:				
a	Excess from 2007 NONE				
b	Excess from 2008 51,544.				
c	Excess from 2009 182,516.				
d	Excess from 2010 199,733.				
e	Excess from 2011 225,352.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 12				
Total . . . . ▶ 3a				481,908.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	162,999.	
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	377,679.	
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)				540,678.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 540,678.

(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). (See instructions.)
	NOT APPLICABLE

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Laura H. Litecum 4/25/12 ▶ President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES W. NELSON	James W. Nelson	4/16/12		P01074611

Firm's name ▶ U.S. BANK N.A. Firm's EIN ▶ 31-0841368

Firm's address ▶ P.O. BOX 387
ST. LOUIS, MO 63166 Phone no 314-418-2643

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	3,750.			3,750.
TOTALS	3,750.	NONE	NONE	3,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A	46,675.	46,675.
TOTALS	46,675.	46,675.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	11,166.	
FOREIGN TAXES PAID	2,685.	2,685.
TOTALS	13,851.	2,685.

HARTLEY FAMILY FOUNDATION 74-2822359

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

DESCRIPTION

FHLMC MTN 1.70% 6/29/11
FHLB 1.350% 8/24/11
FHLB 1.750% 2/24/12
FHLB 1.50% 9/10/12
FHLMC MTN 2.750% 12/24/12
FHLB 2.50% 2/25/13
FHLB 2.150% 6/17/13
FHLMC MTN 3% 6/25/13
FFCB 3.080% 7/7/14
FNMA MTN 5.20% 7/8/19
FHLMC MTN 4.750% 7/9/19
FHLB 4.40% 7/22/19

TOTALS

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE STOCK
=====================================

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ATT INC	53,398.	63,353.
ABBOTT LABORATORIES	41,714.	61,572.
ALTRIA GROUP INC	16,150.	16,604.
BRISTOL MYERS SQUIBB CO	66,050.	107,834.
CONOCOPHILLIPS	39,310.	72,870.
GENERAL ELECTRIC CO	72,786.	52,566.
GENZYME CORP		
ILLINOIS TOOL WORKS INC	32,565.	42,740.
JOHNSON & JOHNSON	33,113.	32,790.
KRAFT FOODS INC	53,228.	65,940.
MCDONALDS CORP	47,049.	77,756.
MEDCO HEALTH SOLUTIONS	51,912.	67,080.
PEPSICO INC	61,686.	59,052.
PFIZER INC	57,206.	52,477.
PHILIP MORRIS INTL	25,157.	43,556.
3M CO	64,004.	68,653.
WAL MART STORES INC	60,417.	73,206.
ALCOA INC		
APACHE CORP	45,188.	49,819.
APPLE INC	32,254.	91,125.
CISCO SYS INC		
FLUOR CORP	51,252.	52,763.
GOOGLE INC		
IBM CORP	45,117.	78,149.
J P MORGAN CHASE CO	41,448.	39,900.
NUCOR CORP	37,163.	33,239.
ORACLE CORPORATION	48,495.	60,919.
PEABODY ENERGY CORP		
SCHWAB CHARLES CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TEXAS INSTRUMENTS INC		
UNION PACIFIC CORP	42,044.	84,752.
ENERGY SELECT SECTOR SPDR FD		
FIDELITY INVT TR DIVERS INTL	142,993.	152,685.
FIRST AMER MID CAP GWTH OPP		
FIRST AMER SMALL CAP SELECT FD		
GOLDMAN SACHS MC VALUE CL INST		
ISHARES MSCI EMERGING MKTS ETF	281,037.	319,910.
LAUDUS INTL MARKETMASTERS FD	182,625.	230,559.
ROWE T PRICE MID CAP GWTH FD	136,965.	184,192.
ROWE T PRICE MID CAP VALUE FD	136,965.	175,535.
SCOUT INTERNATIONAL FUND	243,500.	284,609.
SPDR GOLD TRUST		
T ROWE PRICE SMALL CAP VALUE	152,185.	207,980.
TECHNOLOGY SELECT SECTOR SPDR		
FIRST AMER SHORT TERM BOND FD		
ISHARES IBOXX HY CORP BD	123,802.	125,202.
AUTOMATIC DATA PROCESSING	33,494.	43,208.
CHEVRON CORPORATION	44,039.	63,840.
EMERSON ELEC CO	36,399.	37,272.
INTEL CORP	34,934.	41,225.
KIMBERLY CLARK CORP	37,439.	44,136.
MARATHON OIL CORPORATION	18,997.	29,270.
MERCK AND CO INC NEW	34,669.	37,700.
SCHLUMBERGER LTD	57,116.	93,721.
VF CORP	38,654.	63,495.
IPATH DOW JONES UBS COMMOD	94,291.	104,544.
CREDIT SUISSE COMM RET ST CO	151,283.	128,573.
DRIEHAUS ACTIVE INCOME FUND	143,461.	127,865.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES JP MORGAN EM BOND FD	49,989.	50,485.
LOOMIS SAYLES ABS STRAT Y	16,111.	15,974.
NUVEEN SHORT TERM BOND FUND	74,548.	73,429.
T ROWE PRICE INTL BOND FUND	99,324.	92,246.
COCA COLA COMPANY	15,929.	16,793.
MARATHON PETROLEUM CORP	12,851.	16,645.
MASTERCARD INC	37,132.	52,195.
HIGHLAND LONG SHORT EQUITY Z	277,548.	273,662.
NUVEEN REAL ESTATE SECURIT	33,257.	34,588.
NUVEEN SMALL CAP SELECT FD	152,185.	214,996.
SPDR DJ WILSHIRE INTERNATIONAL	39,547.	31,671.
TFS MARKET NEUTRAL FUND	218,061.	204,732.
TOTALS	4,270,036.	5,021,652.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HEWLETT PACKARD 2.950% 8/15/12	101,984.	100,922.
PRAXAIR INC 1.750% 11/15/12	100,261.	100,853.
BANK OF NY MELLON 3.1% 1/15/15	100,524.	104,305.
BOEING CO 3.50% 2/15/15	99,738.	107,364.
ATT INC 5.50% 2/1/18	101,603.	115,753.
CISCO SYSTEMS 4.950% 2/15/19	102,342.	115,923.
ONTARIO PROVINCE 4.10% 6/16/14	101,750.	107,454.
QUEBEC PROVINCE 4.625% 5/14/18	99,807.	114,979.
IBM CORP 2.10% 5/6/13	51,363.	51,032.
CHEVRON CORP 3.950% 3/3/14	53,642.	53,470.
MICROSOFT CORP 2.950% 6/1/14	52,524.	53,114.
CAMPBELL SOUP CO 3.05% 7/15/17	50,246.	53,445.
ABBOTT LABS 4.125% 5/27/20	52,593.	55,428.
GOLDMAN SACHS GRP 5.450%	51,017.	50,849.
BARCLAYS BANK PLC 9/3/13	130,000.	130,039.
TOTALS	1,249,394.	1,314,930.

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

DESCRIPTION		AMOUNT
ACCRUED INT PD		371.
	TOTAL	371.

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

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

OFFICER NAME:
LAURA H LINTECUM
ADDRESS:
2112 TOMAHAWK RD
MISSION HILLS, KS 66208
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 26,758.

OFFICER NAME:
ELIZABETH H WINETROUB
ADDRESS:
7912 PAWNEE ST
PRAIRIE VILLAGE, KS 66208
TITLE:
VICE PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 27,108.

OFFICER NAME:
ANN H BUSH
ADDRESS:
2009 RIVIERA CT
LAWRENCE, KS 66047
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 27,155.

TOTAL COMPENSATION: 81,021.

FORM 990PF, PART XV - LINES 2a - 2d

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

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

RECIPIENT NAME:
VARIOUS 501(C)(3) ORGANIZATIONS
FOR DETAILS SEE ATTACHED STATEMENT
ADDRESS:
C/O US BANK NA PO BOX 387
ST LOUIS, MO 63166
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 481,908.

TOTAL GRANTS PAID: 481,908.

```
130012668200 HARTLEY FAMILY FOUND IMA             PRIN  CASH      INCOME CASH

01/05 CASH DISBURSEMENT                               10,000.00-
      PAID TO   VILLAGE PRESBYTERIAN CHURCH
                ATTN: BUSINESS OFFICE
                P O BOX 8050
                PRAIRIE VILLAGE KS 66208
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4270090
      PAID FOR NO ONE
      BATCH NO  UC000057  TRANS NO      03
      DISBURSEMENT CODE·  142

03/18 CASH DISBURSEMENT                                             20,000.00-
      PAID TO   ST ANDREW'S EPISCOPAL CHURCH
                6401 WORNALL RD
                KANSAS CITY MO 64113
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4372224
      PAID FOR NO ONE
      PER REQUEST OF LAURA LINTECUM
      BATCH NO. UC000353  TRANS NO      02
      DISBURSEMENT CODE.  142

03/18 CASH DISBURSEMENT                                                100 00-
      PAID TO   ST LUKE'S HOSPITAL FOUNDATION
                4225 BALTIMORE
                KANSAS CITY MO 64111
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4372225
      PAID FOR NO ONE
      IN MEMORY OF MAGGIE WASHBURN PER DIRECTION
      BATCH NO  UC000353  TRANS NO      03
      DISBURSEMENT CODE.  142
      OF LAURA LINTECUM
      BATCH NO  UC000353  TRANS NO      04

04/04 CASH DISBURSEMENT                               10,000 00-
      PAID TO   VILLAGE PRESBYTERIAN CHURCH
                PO BOX 8050
                PRAIRIE VILLAGE KS 66208
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4396698
      PAID FOR NO ONE
      BATCH NO  UC000045  TRANS NO      05
      DISBURSEMENT CODE   142

04/04 CASH DISBURSEMENT                                  305 00-
      PAID TO   JOHNSON COUNTY GIVING CIRCLE
                GREATER KANSAS CITY CMNTY FOUND
                1055 BROADWAY STE 130
                KANSAS CITY MO 64105
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4396697
      PAID FOR NO ONE
      PER DIRECTION OF ANN H BUSH
      BATCH NO  UC000045  TRANS NO.     06
      DISBURSEMENT CODE   142
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04/05 CASH DISBURSEMENT                             2,000.00-
      PAID TO   KVC BEHAVIORAL HEALTHCARE INC
                12301 W 106TH ST
                OVERLAND PARK KS 66215
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4398041
      PAID FOR NO ONE
      BATCH NO  UC000054  TRANS NO      12
      DISBURSEMENT CODE   142

04/11 CASH DISBURSEMENT                             5,000.00-
      PAID TO   NATIONAL WORLD WAR I MUSEUM
                100 W 26TH ST
                KANSAS CITY MO 64108
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4406976
      PAID FOR NO ONE
      REPLACEMENT FOR LOST CHECK DTD 12/15/10
      BATCH NO  UC000160  TRANS NO.     11
      DISBURSEMENT CODE   142

04/11 REVERSAL                                      5,000 00
      PAID TO   NATIONAL WORLD WAR I MUSEUM
                100 W 26 ST
                KANSAS CITY MO 64108
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4231629
      PAID FOR NO ONE
      REVERSAL OF TRX 24 BATCH UC000276 FROM 12/15/10
      REVERSAL POSTED BY  129
      BATCH NO  AL000162  TRANS NO.     35
      DISBURSEMENT CODE   142

04/28 CASH DISBURSEMENT                             5,000 00-
      PAID TO   HEART OF AMERICA SHAKESPEARE
                FESTIVAL
                3619 BROADWAY #2
                KANSAS CITY MO 64111
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4435714
      PAID FOR NO ONE
      BATCH NO  UC000529  TRANS NO.     02
      DISBURSEMENT CODE   142

05/04 CASH DISBURSEMENT                             5,538 00-
      PAID TO   JEWEL BALL
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4443199
      PAID FOR NO ONE
      BATCH NO  UC000049  TRANS NO      02
      DISBURSEMENT CODE   142

05/10 CASH DISBURSEMENT                            20,000 00-
      PAID TO   KU WILLIAMS FUND
      CHARITABLE CONTRIBUTION
```

```
      T/A CHECK #       4451276
      PAID FOR NO ONE
      WEF# 119974
      BATCH NO  UC000159  TRANS NO      01
      DISBURSEMENT CODE:  142

05/16 CASH DISBURSEMENT                              1,500 00-
      PAID TO   JEWELL BALL
      CHARITABLE CONTRIBUTION
      T/A CHECK #       4458716
      PAID FOR NO ONE
      BATCH NO. UC000276  TRANS NO      05
      DISBURSEMENT CODE.  142

05/23 CASH DISBURSEMENT                              5,000 00-
      PAID TO   AMERICAN RED CROSS
      CHARITABLE CONTRIBUTION
      T/A CHECK #       4466634
      PAID FOR NO ONE
      DESIGNATED FOR DISASTER RELIEF IN JOPLIN, MO
      BATCH NO  UC000387  TRANS NO      04
      DISBURSEMENT CODE   142

05/31 CASH DISBURSEMENT                                890 00-
      PAID TO   KAUFFMAN CENTER FOR THE
                PERFORMING ARTS
      CHARITABLE CONTRIBUTION
      T/A CHECK #       4475714
      PAID FOR NO ONE
      BATCH NO  UC000502  TRANS NO.     02
      DISBURSEMENT CODE   142

05/31 CASH DISBURSEMENT                                200 00-
      PAID TO   SALVATION ARMY
      CHARITABLE CONTRIBUTION
      T/A CHECK #       4475715
      PAID FOR NO ONE
      HONORING GLEN GILPIN
      BATCH NO  UC000510  TRANS NO      01
      DISBURSEMENT CODE   142

06/01 CASH DISBURSEMENT                             10,000 00-
      PAID TO   I AM ACADEMY
                4455 JASON ST
                DENVER CO 80211
      CHARITABLE CONTRIBUTION
      T/A CHECK #       4477712
      PAID FOR NO ONE
      DONATION FROM ANN/JOHN BUSH
      BATCH NO. UC000001  TRANS NO.     25
      DISBURSEMENT CODE   142

06/27 CASH DISBURSEMENT                            115,000 00-
      PAID TO   KANSAS UNIVERSITY ENDOWMENT ASSOC.
                ATTN. DIR GIFT PLANNING
                PO BOX 928
```

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130012668200 HARTLEY FAMILY FOUND IMA           PRIN. CASH     INCOME CASH

            LAWRENCE KS 66044-0928
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4516182
      PAID FOR NO ONE
      FOR HARTLEY FAMILTY CENTER FOR DEAF & HARD OF
      BATCH NO. UC000482  TRANS NO.     04
      DISBURSEMENT CODE   142
      HEARING CHILDREN
      BATCH NO  UC000482  TRANS NO.     05

07/12 CASH DISBURSEMENT                                          3,460 00-
      PAID TO   KAUFFMAN CENTER
                FOR THE PERFORMING ARTS
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4538601
      PAID FOR NO ONE
      BATCH NO. UC000164  TRANS NO.     03
      DISBURSEMENT CODE:  142

08/30 CASH DISBURSEMENT                           5,000.00-
      PAID TO   ST LUKES HOSPITAL FOUNDATION
                4225 BALTIMORE AVE
                KANSAS CITY MO 64111
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4603580
      PAID FOR NO ONE
      FOR THE PAINT THE TOWN EVENT
      BATCH NO  UC000524  TRANS NO      05
      DISBURSEMENT CODE:  142

09/06 CASH DISBURSEMENT                           2,500 00-
      PAID TO   AMERICAN RED CROSS
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4612381
      PAID FOR NO ONE
      REVERSED BY TRX 5 BATCH AL000114 ON 9/8/11
      REVERSAL POSTED BY  BTP
      BATCH NO  UC000057  TRANS NO      01
      DISBURSEMENT CODE.  142

09/08 CASH DISBURSEMENT                           2,300.00-
      PAID TO   AMERICAN RED CROSS
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4616711
      PAID FOR NO ONE
      BATCH NO  UC000121  TRANS NO.     49
      DISBURSEMENT CODE   142

09/08 REVERSAL                                    2,500.00
      PAID TO   AMERICAN RED CROSS
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4612381
      PAID FOR NO ONE
      REVERSAL OF TRX 1 BATCH UC000057 FROM 9/6/11
      REVERSAL POSTED BY  BTP
      BATCH NO  AL000114  TRANS NO      05
```

DISBURSEMENT CODE· 142

09/21 CASH DISBURSEMENT 500 00-
PAID TO ST ANDREW'S EPISCOPAL CHURCH
6401 WORNALL TERRACE
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 4634955
PAID FOR NO ONE
FOR THE
BATCH NO UC000354 TRANS NO. 02
DISBURSEMENT CODE 142

09/27 CASH DISBURSEMENT 940 00-
PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY, MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 4643172
PAID FOR NO ONE
BATCH NO UC000463 TRANS NO 01
DISBURSEMENT CODE 142

09/28 CASH DISBURSEMENT 225 00-
PAID TO BOTAR
CHARITABLE CONTRIBUTION
T/A CHECK # 4643944
PAID FOR NO ONE
BATCH NO UC000471 TRANS NO 51
DISBURSEMENT CODE 142

11/15 CASH DISBURSEMENT 1,940 00-
PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY, MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 4710716
PAID FOR NO ONE
MEMBERSHIP RENEWAL FOR PATRICIA HARTLEYLSOCIETY OF
BATCH NO UC000235 TRANS NO 100
DISBURSEMENT CODE 142
FELLOWS
BATCH NO UC000235 TRANS NO 101

12/12 CASH DISBURSEMENT 5,000.00-
PAID TO ANGEL FLIGHT CENTRAL
10 RICHARDS ROAD
KANSAS CITY MO 64116-4253
CHARITABLE CONTRIBUTION
T/A CHECK # 4747890
PAID FOR NO ONE
BATCH NO. UC000180 TRANS NO 09
DISBURSEMENT CODE 142

12/12 CASH DISBURSEMENT 1,000 00-
PAID TO BISHOP SPENCER PLACE

4301 MADISON AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 4747866
PAID FOR NO ONE
BATCH NO UC000180 TRANS NO. 10
DISBURSEMENT CODE 142

12/12 CASH DISBURSEMENT 1,000 00-
PAID TO BOYS & GIRLS CLUBS OF KANSAS CITY
C/O CHRISTIAN KEE
6301 ROCKHILL RD # 303
KANSAS CITY MO 64131
CHARITABLE CONTRIBUTION
T/A CHECK # 4747853
PAID FOR NO ONE
BATCH NO UC000180 TRANS NO 11
DISBURSEMENT CODE 142

12/12 CASH DISBURSEMENT 1,000.00-
PAID TO CAMPS FOR KIDS
1080 WASHINGTON
KANSAS CITY MO 64105
CHARITABLE CONTRIBUTION
T/A CHECK # 4747889
PAID FOR NO ONE
BATCH NO UC000180 TRANS NO 12
DISBURSEMENT CODE. 142

12/12 CASH DISBURSEMENT 1,000.00-
PAID TO CASA OF JOHNSON AND
WYANDOTTE COUNTIES
6901 SHAWNEE MSN PKWY #112
OVERLAND PARK KS 66202`
CHARITABLE CONTRIBUTION
T/A CHECK # 4747885
PAID FOR NO ONE
BATCH NO UC000180 TRANS NO 13
DISBURSEMENT CODE 142

12/12 CASH DISBURSEMENT 20,000 00-
PAID TO CHILDREN'S MERCY HOSPITAL
ATTN RESOURCE DEV OFFICE
2401 GILLHAM RD
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 4748021
PAID FOR NO ONE
BATCH NO UC000180 TRANS NO 14
DISBURSEMENT CODE 142

12/12 CASH DISBURSEMENT 1,000 00-
PAID TO CHILDREN'S SPOT
4333 PENNSYLVANIA
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION

T/A CHECK # 4748026
PAID FOR NO ONE
BATCH NO. UC000180 TRANS NO. 15
DISBURSEMENT CODE: 142

12/12 CASH DISBURSEMENT 1,000.00-
PAID TO CHILDREN'S TLC
ATTN EXECUTIVE DIRECTOR
3101 MAIN ST
KANSAS CITY MO 64111-1921
CHARITABLE CONTRIBUTION
T/A CHECK # 4747888
PAID FOR NO ONE
BATCH NO. UC000180 TRANS NO. 16
DISBURSEMENT CODE. 142

12/12 CASH DISBURSEMENT 5,000.00-
PAID TO CITY UNION MISSION
1100 EAST 11TH ST
KANSAS CITY MO 64106
CHARITABLE CONTRIBUTION
T/A CHECK # 4748038
PAID FOR NO ONE
BATCH NO. UC000180 TRANS NO. 17
DISBURSEMENT CODE: 142

12/12 CASH DISBURSEMENT 1,000 00-
PAID TO FRIENDS REACH OUT AND READ KC
3901 RAINBOW BLVD
MAIL STOP 4004
KANSAS CITY KS 66160
CHARITABLE CONTRIBUTION
T/A CHECK # 4748023
PAID FOR NO ONE
BATCH NO UC000180 TRANS NO. 18
DISBURSEMENT CODE 142

12/12 CASH DISBURSEMENT 2,500 00-
PAID TO GAMMA PHI BETA
PO BOX 3796
LAWRENCE KS 66046
CHARITABLE CONTRIBUTION
T/A CHECK # 4747887
PAID FOR NO ONE
SIGMA HOUSE CORPORATION
BATCH NO UC000180 TRANS NO 19
DISBURSEMENT CODE: 142

12/12 CASH DISBURSEMENT 1,000.00-
PAID TO DOUGLAS COUNTY CASA INC
1009 NEW HAMPSHIRE STE B
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 4747870
PAID FOR NO ONE
BATCH NO UC000180 TRANS NO 20

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      DISBURSEMENT CODE:  142

12/12 CASH DISBURSEMENT                                 1,000 00-
      PAID TO   GLOBAL ORPHAN PROJECT
                6114 N 9 HWY
                PARKVILLE MO 64152
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747869
      PAID FOR NO ONE
      BATCH NO. UC000180  TRANS NO      21
      DISBURSEMENT CODE:  142

12/12 CASH DISBURSEMENT                                 5,000 00-
      PAID TO   HARVESTERS
                PO 412233
                KANSAS CITY MO 64141
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747886
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      22
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                 2,000.00-
      PAID TO   HEART TO HEART INTERNATIONAL
                401 S CLAIBORNE #302
                OLATHE KS 66062
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747874
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      23
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                 1,000 00-
      PAID TO   JOHN WORNALL HOUSE MUSEUM
                146 W 61 TERR
                KANSAS CITY MO 64113
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4748039
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      24
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                 2,500 00-
      PAID TO   KANSAS CITY REPERTORY THEATRE
                4825 TROOST STE 101
                KANSAS CITY MO 64110
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747873
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      25
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                25,000.00-
      PAID TO   KAUFFMAN CTR FOR THE PERFORMING ARTS
                1601 BROADWAY
                KANSAS CITY MO 64106
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130012668200 HARTLEY FAMILY FOUND IMA            PRIN. CASH     INCOME CASH

      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747849
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      26
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                 1,000.00-
      PAID TO   KCPT
                125 E 31 STREET
                KANSAS CITY MO 64108
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4748025
      PAID FOR NO ONE
      BATCH NO. UC000180  TRANS NO      27
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                 5,000 00-
      PAID TO   LAKEMARY CENTER
                100 LAKEMARY DR
                PAOLA KS 66071
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747865
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      28
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                 1,000.00-
      PAID TO   LAWRENCE PUBLIC LIBRARY FOUNDATION
                PO BOX 973
                LAWRENCE, KS 66044
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747868
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      29
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                 3,000.00-
      PAID TO   LIBERTY MEMORIAL ASSOCIATION
                100 W 26TH ST
                KANSAS CITY MO 64108
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747883
      PAID FOR NO ONE
      FOR NATIONAL WORLD WAR I MUSEUM
      BATCH NO  UC000180  TRANS NO      30
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                 1,000 00-
      PAID TO   LITERACY KANSAS CITY
                211 W ARMOUR BLVD 3RD FLR
                KANSAS CITY MO 64111-2093
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747881
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      31
      DISBURSEMENT CODE   142
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12/12 CASH DISBURSEMENT                              1,000.00-
      PAID TO   LYRIC OPERA OF KANSAS CITY
                1029 CENTRAL
                KANSAS  CITY MO 64105-1677
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747884
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO.     32
      DISBURSEMENT CODE.  142

12/12 CASH DISBURSEMENT                             10,000.00-
      PAID TO   NELSON GALLERY FOUNDATION
                4525 OAK STREET
                KANSAS CITY, MO 64111
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747852
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO.     33
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                              5,000.00-
      PAID TO   OPERATION BREAKTHROUGH
                PO BOX 412482
                KANSAS CITY MO 64141-2482
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747858
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO.     34
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                              1,000 00-
      PAID TO   PHI DELTA THETA EDUCATION FOUND
                6010 REINHARDT DR
                FAIRWAY KS 66205
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747854
      PAID FOR NO ONE
      KANSAS ALPHA CHAPTER
      BATCH NO  UC000180  TRANS NO      35
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                              1,000.00-
      PAID TO   RONALD MCDONALD HOUSE CHARITIES KC
                2502 CHERRY
                KANSAS CITY MO 64108
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4748022
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      36
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                              5,000 00-
      PAID TO   ROSE BROOKS CENTER INC
                PO BOX 320599
                KANSAS CITY MO 64132
```

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      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747882
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      37
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                5,000.00-
      PAID TO    SALVATION ARMY
                 3637 BROADWAY ST
                 ATTN: LEGACY COORDINATOR
                 KANSAS CITY MO 64111-2503
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747871
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      38
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                               25,000 00-
      PAID TO    ST LUKES HOSPITAL FOUNDATION
                 4225 BALTIMORE AVE
                 KANSAS CITY MO 64111
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747857
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO.     39
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                3,000.00-
      PAID TO    SWOPE HEALTH FOUNDATION
                 3801 BLUE PKWY
                 KANSAS CITY MO 64130-9800
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747867
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO.     40
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                1,000 00-
      PAID TO    THE CHILDREN'S PLACE
                 2 EAST 59TH ST
                 KANSAS CITY MO 64113
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747850
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      41
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                               10,000.00-
      PAID TO    THE FAMILY CONSERVANCY INC
                 626 MINNESOTA
                 KANSAS CITY KS 66101
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747895
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      42
      DISBURSEMENT CODE   142
```

```
            TRANSACTIONS FROM 01/01/11 TO 12/31/11 - ALL PORTFOLIO 02/14/12 10·41
130012668200 HARTLEY FAMILY FOUND IMA               PRIN. CASH      INCOME CASH


12/12 CASH DISBURSEMENT                                  3,000 00-
      PAID TO    SHELTER INC
                 105 WEST 11TH STREET
                 LAWRENCE KS 66044
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747851
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      43
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                  5,000.00-
      PAID TO    UNION STATION OF KANSAS CITY
                 ATTN  MGR GENERAL ACCTG
                 30 WEST PERSHING RD SUITE 850
                 KANSAS CITY MO 64108
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747872
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO      44
      DISBURSEMENT CODE.  142

12/12 CASH DISBURSEMENT                                  5,000 00-
      PAID TO    UNITED WAY OF GREATER KC
                 1080 WASHINGTON
                 KANSAS CITY MO 64105
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747855
      PAID FOR NO ONE
      BATCH NO. UC000180  TRANS NO      45
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                  1,000 00-
      PAID TO    WOMEN'S EMPLOYMENT NETWORK
                 920 MAIN ST #100
                 KANSAS CITY MO 64105-2000
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4748024
      PAID FOR NO ONE
      BATCH NO  UC000180  TRANS NO.     46
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                    100 00-
      PAID TO    KAPPA ALPHA THETA FOUNDATION
                 8740 FOUNDERS RD
                 INDIANAPOLIS IN 46268
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4747856
      PAID FOR NO ONE
      IN MEMORY OF ROBERT HUDDLESTON
      BATCH NO  UC000180  TRANS NO      47
      DISBURSEMENT CODE   142

12/12 CASH DISBURSEMENT                                 90,000 00-
      PAID TO    KANSAS UNIVERSITY ENDOWMENT ASSOC
                 ATTN  DIR GIFT PLANNING
```

```
               PO BOX 928
               LAWRENCE KS 66044-0928
      CHARITABLE CONTRIBUTION
      T/A CHECK #      4749151
      PAID FOR NO ONE
      BATCH NO  UC000200  TRANS NO      14
      DISBURSEMENT CODE   142


** SUMMARY FOR 01/01/11 THROUGH 12/31/11 **
      MISCELLANEOUS DISBURSEMENTS
       142 - CHARITABLE CONTRIBUTION             455,438.00-       23,560 00-
```

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              TRANSACTIONS FROM 08/22/11 TO 08/22/11 - ALL PORTFOLIO 02/14/12 11·07
130012668200 HARTLEY FAMILY FOUND IMA             PRIN. CASH     INCOME CASH

08/22 CASH DISBURSEMENT                                2,910 00-
      PAID TO   NELSON GALLERY FOUNDATION
                ATTN  DONOR AND INFORMATION SVCS
                4525 OAK ST
                KANSAS CITY MO 64111
      PAYMENT PER REQUEST
      T/A CHECK #      4593279
      PAID FOR NO ONE
      MEMBERSHIP SOCIETY OF FELLOWS FOR
      BATCH NO. UC000377  TRANS NO      05
      DISBURSEMENT CODE   444
      ELIZABETH HARTLEY WINETROUB
      BATCH NO. UC000377  TRANS NO      06


** SUMMARY FOR 08/22/11 THROUGH 08/22/11 **
      MISCELLANEOUS DISBURSEMENTS
       444 - PAYMENT PER REQUEST                    2,910 00-            0.00
```

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust: HARTLEY FAMILY FOUNDATION

Employer identification number: 74-2822359

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-61,045.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-61,045.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					33,326.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	405,354.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	44.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	438,724.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-61,045.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			438,724.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			46,551.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			377,679.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.

a The loss on line 15, column (3) **or b** $3,000 . . . 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if:*

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,300 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.

☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (.15) . . . 30

31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust
HARTLEY FAMILY FOUNDATION

Employer identification number
74-2822359

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	1451. BRUNSWICK CORP	04/11/2011	09/20/2011	21,576.00	36,449.00	-14,873.00
	.8 CITIGROUP INC	04/11/2011	05/25/2011	32.00	37.00	-5.00
	1242. CITIGROUP INC	04/11/2011	08/05/2011	43,536.00	57,132.00	-13,596.00
	1246.131 CREDIT SUISSE COM	06/03/2011	12/13/2011	10,281.00	12,025.00	-1,744.00
	5484.247 DRIEHAUS ACTIVE I	05/05/2011	12/07/2011	55,446.00	61,753.00	-6,307.00
	14141.843 DRIEHAUS ACTIVE	05/05/2011	12/13/2011	142,550.00	159,237.00	-16,687.00
	2671. FIFTH THIRD BANCORP	04/11/2011	08/05/2011	30,262.00	37,127.00	-6,865.00
	1025. ISHARES IBOXX H Y CO	08/05/2010	07/20/2011	93,550.00	90,641.00	2,909.00
	315. SPDR DJ WILSHIRE INTE	07/20/2011	12/06/2011	10,600.00	12,537.00	-1,937.00
	535. SPDR DJ WILSHIRE INTE	07/20/2011	12/13/2011	17,366.00	21,293.00	-3,927.00
	825. SANOFI CVR RT 12/31/20	04/05/2011	05/17/2011	1,988.00	1.00	1,987.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -61,045.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2 000

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

Employer identification number
74-2822359

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3900. ALCOA INC	06/04/2009	08/05/2011	49,919.00	40,597.00	9,322.00
1200. ALTRIA GROUP INC	12/27/2006	04/11/2011	32,003.00	23,870.00	8,133.00
2450. CISCO SYS INC	06/04/2009	05/23/2011	39,836.00	47,846.00	-8,010.00
100000. F F C B DEB 7/07/14	07/07/2009	03/16/2011	105,075.00	101,125.00	3,950.00
100000. F H L B DEB 7/22/19	07/07/2009	03/16/2011	100,500.00	100,000.00	500.00
1294.59 FIDELITY INVT TR D FD #325	06/04/2009	12/07/2011	34,061.00	30,941.00	3,120.00
363.666 FIDELITY INVT TR D FD #325	06/04/2009	12/13/2011	9,139.00	8,692.00	447.00
1065. GENERAL ELECTRIC CO	07/11/2002	12/13/2011	17,702.00	39,026.00	-21,324.00
825. GENZYME CORP	03/10/2008	04/05/2011	61,050.00	59,557.00	1,493.00
5725.962 GOLDMAN SACHS M C INST	06/04/2009	06/03/2011	216,270.00	136,965.00	79,305.00
100. GOOGLE INC CL A	06/04/2009	04/11/2011	57,467.00	43,819.00	13,648.00
2508. ISHARES MSCI EMERGIN	06/04/2009	04/11/2011	124,771.00	83,591.00	41,180.00
415. ISHARES MSCI EMERGING	06/04/2009	09/20/2011	16,418.00	13,832.00	2,586.00
575. ISHARES IBOXX H Y COR	08/05/2010	12/15/2011	50,001.00	50,847.00	-846.00
2527.806 NUVEEN SHORT TERM CL I	06/30/2010	09/20/2011	25,000.00	25,253.00	-253.00
4805.789 NUVEEN MID CAP GR CL I	06/04/2009	06/01/2011	229,044.00	136,965.00	92,079.00
1485. PEABODY ENERGY CORP	06/04/2009	04/11/2011	100,524.00	50,886.00	49,638.00
645. PHILIP MORRIS INTL	12/27/2006	04/11/2011	43,137.00	29,236.00	13,901.00
255. SPDR GOLD TRUST	06/04/2009	04/11/2011	36,514.00	24,421.00	12,093.00
717. SPDR GOLD TRUST	06/04/2009	05/05/2011	103,124.00	68,666.00	34,458.00
2930. SCHWAB CHARLES CORP	09/09/2009	09/20/2011	35,189.00	53,690.00	-18,501.00
800. ENERGY SELECT SECTOR	06/04/2009	05/23/2011	58,815.00	41,358.00	17,457.00
5440. TECHNOLOGY SELECT SE	06/04/2009	05/23/2011	140,353.00	98,790.00	41,563.00
1318. TEXAS INSTRUMENTS IN	06/04/2009	04/11/2011	46,264.00	26,332.00	19,932.00
1182. TEXAS INSTRUMENTS IN	06/04/2009	09/20/2011	33,098.00	23,615.00	9,483.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 405,354.00