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Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

2011

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

For calendar year 2011 or tax year beginning 12/01, 2011, and ending 11/30, 2012

Name of foundation
HANNA FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
ONE M & T PLAZA, 8TH FLOOR

City or town, state, and ZIP code
BUFFALO, NY 14203

A Employer identification number
 23-6868675

B Telephone number (see instructions)
 (716) 842-5506

C If exemption application is pending, check here

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

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

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

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 438,359.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	10,065.	10,079.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,549.			
	b Gross sales price for all assets on line 6a	155,772.			
	7 Capital gain net income (from Part IV, line 2)		15,549.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	25,614.	25,628.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	3,946.	3,946.		
	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)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,354.	170.		STMT 2
	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	5,300.	4,116.	NONE	
	25 Contributions, gifts, grants paid	21,950.			21,950.
26 Total expenses and disbursements. Add lines 24 and 25	27,250.	4,116.	NONE	21,950.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,636.				
b Net investment income (if negative, enter -0-)		21,512.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	12,219.	4,890.	4,890.	
	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)				
	b	Investments - corporate stock (attach schedule) STMT 3	102,005.	58,260.	65,926.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 6	297,384.	346,823.	367,543.		
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)	411,608.	409,973.	438,359.		
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	411,608.	409,973.		
	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)	411,608.	409,973.		
31	Total liabilities and net assets/fund balances (see instructions)	411,608.	409,973.			

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	411,608.
2	Enter amount from Part I, line 27a	2	-1,636.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	1.
4	Add lines 1, 2, and 3	4	409,973.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	409,973.

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 PUBLICLY TRADED SECURITIES						
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 152,767.		140,223.	12,544.			
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			12,544.			
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	15,549.	
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	20,750.	449,589.	0.046153
2009	21,500.	426,297.	0.050434
2008	20,809.	347,679.	0.059851
2007	23,229.	419,458.	0.055379
2006	20,704.	475,518.	0.043540
2 Total of line 1, column (d)			0.255357
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			0.051071
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			436,421.
5 Multiply line 4 by line 3			22,288.
6 Enter 1% of net investment income (1% of Part I, line 27b)			215.
7 Add lines 5 and 6			22,503.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			21,950.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	430.
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	430.
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	430.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	640.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	640.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	210.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ 210. 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?		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)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 M & T BANK Telephone no. (716) 842-5506
Located at ONE M&T PLAZA 8TH FLR, BUFFALO, NY ZIP + 4 14203
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 Yes No 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.
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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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
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 X 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 X 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

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)? Yes No **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? Yes No **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? Yes No **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 9		3,946.	-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	406,961.
b	Average of monthly cash balances	1b	36,106.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	443,067.
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	443,067.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,646.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	436,421.
6	Minimum investment return. Enter 5% of line 5	6	21,821.

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	21,821.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	430.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	430.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,391.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	21,391.
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	21,391.

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	21,950.
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	21,950.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,950.

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				21,391.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			18,113.	
b Total for prior years: 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>21,950.</u>				
a Applied to 2010, but not more than line 2a			18,113.	
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				3,837.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				17,554.
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	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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)

Table with columns: Tax year (a) 2011, Prior 3 years (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions from Part XII, 2d Amounts included in line 2c not used directly for active conduct, 2e Qualifying distributions made directly for active conduct, 3 Alternative tests (Assets, Endowment, Support).

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).)
N/A

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.
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	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
<p>a Paid during the year</p>				
<p>SEE STATEMENT 13</p>				
Total				▶ 3a 21,950.
<p>b Approved for future payment</p>				
Total				▶ 3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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

Table with 3 columns: (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. Signature of officer or trustee: Michele L. Dore, Date: 2/5/13, Title: VP and Sec/Treasurer.

Paid Preparer Use Only Print/Type preparer's name: MICHELE L DORE, EA; Preparer's signature: Michele L Dore; Date: 01/07/2013; Check self-employed if PTIN: P00637410; Firm's name: THOMSON REUTERS (TAX & ACCOUNTING); Firm's EIN: 75-1297386; Firm's address: 9711 FARRAR COURT, SUITE 110 RICHMOND, VA 23236; Phone no.: 804-727-3150.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS & INTEREST	10,065.	10,079.
	-----	-----
TOTAL	10,065.	10,079.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAXES PRIOR YEAR BALAN	544.	
FEDERAL ESTIMATED TAX DEPOSITS	640.	
FOREIGN TAXES ON QUALIFIED FOR	160.	160.
FOREIGN TAXES ON NONQUALIFIED	10.	10.
TOTALS	1,354.	170.
	=====	=====

HANNA FOUNDATION

23-6868675

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
BOEING CO	1,524.	1,931.
GENERAL ELECTRIC CO	2,422.	2,324.
PROCTER & GAMBLE CO		
WALMART STORES INC	1,134.	2,204.
EXXON MOBIL CORP	1,322.	1,952.
JOHNSON & JOHNSON	1,154.	1,418.
MERCK & CO		
INTEL CORP	1,317.	1,331.
MICROSOFT CORP		
NATIONAL-OILWELL VARCO		
BANK OF AMER		
QUALCOMM	1,457.	2,290.
FREEMONT MCMORAN COPPER	850.	936.
SCHLUMBERGER LTD	1,535.	1,719.
JPMORGAN CHASE & CO	1,512.	1,438.
GOLDMAN SACH GROUP INC		
T ROWE PRICE GROUP INC	1,216.	1,681.
CISCO SYSTEMS INC		
DUPONT E I DE NEMOURS & CO		
CATERPILLAR INC		
CUMMINS INC		
UNITED PARCEL SERVICE CL B	992.	1,170.
VERIZON COMMUNICATIONS		
AMAZON.COM INC		
CBS CORP CL B		
COMCAST CORP CL A	1,676.	2,752.
D R HORTON INC		
FORD MOTOR CO		
LIMITED BRANDS, INC		

HANNA FOUNDATION

23-6868675

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ALTRIA GROUP INC		
COCA COLA CO		
APACHE CORP		
TRANSOCEAN LIMITED		
ACE LIMITED	1,190.	1,460.
METLIFE INC		
LILLY ELI & CO		
UNITEDHEALTH GROUP INC		
APPLE INC		
INTERNATIONAL BUSINESS MACH		
ORACLE CORP	3,227.	4,682.
DANAHER CORP	1,000.	1,140.
UNION PACIFIC CORP	1,419.	1,609.
UNITED TECHNOLOGIES CORP	1,027.	971.
CENTURYLINK INC	747.	737.
VODAFONE GROUP PLC	1,562.	1,602.
STARBUCKS CORP	1,098.	1,010.
TARGET CORP	1,357.	1,238.
KRAFT FOODS GROUP	698.	726.
MONDELEZ INTL INC	1,681.	1,641.
PEPSICO INC	684.	724.
PHILIP MORRIS INTL INC	1,274.	1,243.
CHEVRON CORP	1,976.	1,966.
CONOCOPHILLIPS	2,461.	2,876.
PHILLIPS 66	2,093.	1,902.
THE TRAVELERS COS INC	1,496.	1,480.
U S BANCORP DEL CO NEW	642.	733.
WELLS FARGO & CO	1,514.	1,558.
AMGEN INC	2,008.	2,129.
	1,499.	1,386.
	2,293.	2,486.

HANNA FOUNDATION

23-6868675

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
BRISTOL-MYERS SQUIBB	2,051.	2,023.
EXPRESS SCRIPTS HLDG CO	696.	969.
PFIZER INC	1,743.	1,801.
GOOGLE CL A	1,442.	1,397.
PPL CORP	1,271.	1,291.
	-----	-----
TOTALS	58,260.	65,926.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
MTB INTERMEDIATE BD FD #220	C		
PIMCO TOTAL RETURN FD	C	25,140.	27,853.
HARBOR INT'L FD #11	C	27,654.	28,028.
GUINNESS ATKINSON C&HK FD	C	11,890.	12,077.
LAZARD EMERGING MKTS EQUITY	C	17,054.	15,707.
ARTIO GLOBAL HIGH INC FD	C	18,168.	18,299.
RIDGEWORTH SEIX	C	13,273.	13,864.
MTB SMALL CAP #555	C		
RS GLOBAL NATURAL RESOURCES	C	3,547.	4,385.
DREYFUS INTL BD FD	C	13,332.	13,800.
MFS EMERG MKTS DEBT FD	C	8,143.	9,377.
DWS FLOATING RT PLUS	C		
FEDERATED ULTRA SHORT BD	C	13,730.	13,833.
MTB SHORT TERM CORP BD FD #518	C		
VANGUARD INTERM-TERM FD #71	C	27,180.	27,959.
GUINNESS ATKINSON GLOBAL ENER	C	3,808.	4,232.
LSV VALUE EQUITY FD	C	3,484.	4,570.
MORGAN STANLEY FOCUS GRWTH	C	4,114.	4,577.
MTB MID CAP GROWTH #401	C		
T ROWE PRICE INSTL LARGE-CAP	C	8,130.	8,892.
VANGUARD VALUE INDEX FD #1346	C	8,163.	8,990.
ALPINE GLOBAL PREM PROP FD	C		
CBRE CLARION GLOBAL, RE INC FD	C		
LITMAN GREGORY MASTERS INTL	C	12,164.	14,356.
MAINSTAY EPOCH GLOBAL EQUITY	C	15,728.	18,187.
SELECT SECTOR SPDR UTILITIES	C		
SPDR S&P DIVIDEND ETF	C		
WILMINGTON INTERM-TERM BD FD	C	26,411.	27,771.
WILMINGTON SHORT-TERM CORP BD	C	22,870.	23,055.

HANNA FOUNDATION

23-6868675

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
TIAA-CREF MID-CAP VALUE FD	C		8,761.	8,657.
WILMINGTON MID-CAP GRWTH FD	C		21,180.	23,180.
WILMINGTON MULTI-MGR REAL	C		23,517.	23,612.
WILMINGTON SMALL CAP GRWTH	C		9,382.	12,282.

TOTALS			346,823.	367,543.
=====				

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

=====

DESCRIPTION

AMOUNT

ADJUSTMENT DUE TO ROUNDING

1.

TOTAL

1.

=====

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

OFFICER NAME:

MANUFACTURERS & TRADERS TRUST CO

ADDRESS:

ONE M&T PLAZA 8TH FLR
BUFFALO, NY 14203

TITLE:

AGENT FOR TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 3,946.

OFFICER NAME:

LEE E HANNA

ADDRESS:

13570 MANDARIN ROAD
JACKSONVILLE, FL 32223

TITLE:

CEO & PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MELINDA M HANNA

ADDRESS:

13570 MANDARIN ROAD
JACKSONVILLE, FL 32223

TITLE:

SECRETARY TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 3,946.
=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	395,694.	41,729.	
FEBRUARY	404,392.	46,149.	
MARCH	405,930.	46,579.	
APRIL	404,684.	45,776.	
MAY	381,355.	46,043.	
JUNE	387,298.	50,838.	
JULY	411,711.	31,093.	
AUGUST	418,010.	29,908.	
SEPTEMBER	431,050.	26,252.	
OCTOBER	430,928.	23,645.	
NOVEMBER	433,476.	4,890.	
DECEMBER	379,002.	40,371.	
TOTAL	4,883,530.	433,273.	
AVERAGE FMV	406,961.	36,106.	

RECIPIENT NAME:
GRANDFATHER HOME FOR CHILDREN
ADDRESS:
P O BOX 98
BANNER ELK, NC 28604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
MANDARIN PRESBYTERIAN CH
ADDRESS:
11844 MANDARIN RD
JACKSONVILLE, FL 32223
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,500.

RECIPIENT NAME:
NORTH FLORIDA LAND TRUST
ADDRESS:
P.O. BOX 51181
JACKSONVILLE BEACH, FL 32240
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
ST. JOHN'S RIVER KEEPER
NELMS SCIENCE BLDG; 2ND FLOOR
ADDRESS:
2800 UNIVERSITY BLVD
JACKSONVILLE, FL 32211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
UNIVERSITY OF N. FLORIDA FOUNDATION
ADDRESS:
1 UNF DRIVE
JACKSONVILLE, FL 32224
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHILD CANCER FUND
ADDRESS:
4811 ATLANTIC BLVD.
JACKSONVILLE, FL 32207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,200.

=====

RECIPIENT NAME:

AVERY COUNTY HUMANE SOCIETY

ADDRESS:

1824 STAMEY BRANCH RD
NEWLAND, NC 28657

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

21,950.

=====

**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

HANNA FOUNDATION

Employer identification number

23-6868675

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 SHORT-TERM CAPITAL GAIN DIVIDENDS					705.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	15,780.
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	16,485.

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					2,300.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-3,236.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 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	-936.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		16,485.
14	Net long-term gain or (loss):			
a	Total for year	14a		-936.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		15,549.

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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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		

Continuation Sheet for Schedule D
(Form 1041)

2011

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

HANNA FOUNDATION

Employer identification number

23-6868675

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 18. APACHE CORP COMMON	09/23/2011	12/02/2011	1,744.00	1,482.00	262.00
18.117 LSV VALUE EQUITY FU	09/23/2011	12/20/2011	236.00	210.00	26.00
282. ALPINE GLBL PREMIER P FUND	09/23/2011	12/20/2011	1,483.00	1,570.00	-87.00
22. ALTRIA GROUP INC	09/23/2011	12/20/2011	652.00	568.00	84.00
2. AMAZON.COM INCORPORATED	09/23/2011	12/20/2011	362.00	442.00	-80.00
6. BOEING CO COMMON ~	09/23/2011	12/20/2011	432.00	352.00	80.00
12. CBS CORP CL B	09/23/2011	12/20/2011	309.00	256.00	53.00
10. CATERPILLAR INC COMMON	09/23/2011	12/20/2011	905.00	747.00	158.00
10. COCA COLA CO COMMON ~	09/23/2011	12/20/2011	681.00	673.00	8.00
12. COMCAST CORP NEW A	09/23/2011	12/20/2011	281.00	254.00	27.00
4. CUMMINS ENGINE INC COMM	09/23/2011	12/20/2011	359.00	346.00	13.00
20. D R HORTON INCORPORATE	09/23/2011	12/20/2011	246.00	184.00	62.00
10. DUPONT E I DE NEMOURS	10/06/2011	12/20/2011	448.00	416.00	32.00
6. EXPRESS SCRIPTS INC	09/23/2011	12/20/2011	268.00	234.00	34.00
30. FORD MOTOR COMPANY	09/23/2011	12/20/2011	309.00	291.00	18.00
6. FREEPORT MCMORAN COPPER	11/02/2011	12/20/2011	224.00	238.00	-14.00
2.135 GUINNESS ATKINSON GL FUND	09/23/2011	12/20/2011	54.00	50.00	4.00
4. INTL BUSINESS MACHINES	09/23/2011	12/20/2011	741.00	667.00	74.00
8. ELI LILLY & CO COMMON ~	09/23/2011	12/20/2011	328.00	289.00	39.00
622.044 LITMAN GREGORY MST CL-INST	09/23/2011	12/20/2011	7,651.00	7,527.00	124.00
47.379 MTB SM CAP GRWTH-IN	09/23/2011	12/20/2011	740.00	653.00	87.00
9.648 MTB MID CAP GRWTH-IN	12/02/2011	12/20/2011	132.00	137.00	-5.00
7.871 MAINSTAY EPOCH GLBL CL-I	09/23/2011	12/20/2011	117.00	111.00	6.00
16. METLIFE INCORPORATED	09/23/2011	12/20/2011	481.00	433.00	48.00

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

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

Schedule D-1 (Form 1041) 2011

**Continuation Sheet for Schedule D
(Form 1041)**

2011

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

HANNA FOUNDATION

Employer identification number

23-6868675

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 22. MICROSOFT CORP COMMON	10/19/2011	12/20/2011	571.00	605.00	-34.00
6. QUALCOMM INCORPORATED	10/06/2011	12/20/2011	323.00	304.00	19.00
7.034 RS GLOBAL NATURAL RE	12/15/2011	12/20/2011	246.00	231.00	15.00
10. SPDR S&P DIVIDEND ETF	09/23/2011	12/20/2011	530.00	478.00	52.00
16. UTILITIES SELECT SECTO	09/23/2011	12/20/2011	556.00	533.00	23.00
6. UNITED PARCEL SERVICE I	09/23/2011	12/20/2011	436.00	372.00	64.00
6. UNITEDHEALTH GROUP INCO	09/23/2011	12/20/2011	298.00	281.00	17.00
9.294 VANGUARD VALUE INDEX	09/23/2011	12/20/2011	195.00	176.00	19.00
18. VERIZON COMMUNICATIONS	09/23/2011	12/20/2011	706.00	639.00	67.00
4. ACE LIMITED	09/23/2011	12/20/2011	273.00	241.00	32.00
4. TRANSOCEAN LIMITED	09/23/2011	12/20/2011	158.00	205.00	-47.00
20. VERIZON COMMUNICATIONS	09/23/2011	12/30/2011	799.00	710.00	89.00
80. ALTRIA GROUP INC	09/23/2011	01/17/2012	2,311.00	2,066.00	245.00
86. CBS CORP CL B	10/06/2011	01/20/2012	2,413.00	1,821.00	592.00
26. CUMMINS ENGINE INC COM	09/23/2011	01/31/2012	2,705.00	2,249.00	456.00
451.971 DWS FLOATING RATE	12/20/2011	02/07/2012	4,190.00	4,046.00	144.00
633. ALPINE GLBL PREMIER P FUND	09/23/2011	06/15/2012	4,096.00	3,525.00	571.00
24.11 LSV VALUE EQUITY FUN	09/23/2011	09/19/2012	371.00	279.00	92.00
151. ALPINE GLBL PREMIER P FUND	09/23/2011	09/19/2012	1,109.00	841.00	268.00
10. AMAZON.COM INCORPORATE	10/06/2011	09/19/2012	2,602.00	2,210.00	392.00
20. ANADARKO PETE CORP COM	12/02/2011	09/19/2012	1,456.00	1,621.00	-165.00
2. APPLE COMPUTER INC COMM	09/23/2011	09/19/2012	1,403.00	807.00	596.00
36. BANK OF AMERICA CORPOR	09/23/2011	09/19/2012	337.00	226.00	111.00
2. BOEING CO COMMON ~	09/23/2011	09/19/2012	141.00	117.00	24.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2011

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

HANNA FOUNDATION

Employer identification number

23-6868675

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 304. CBRE CLARION GLBL REA INCOME	12/20/2011	09/19/2012	2,732.00	2,134.00	598.00
30. CATERPILLAR INC COMMON	09/23/2011	09/19/2012	2,804.00	2,242.00	562.00
52. CISCO SYS INC COMMON	11/09/2011	09/19/2012	985.00	915.00	70.00
92. COCA COLA CO COMMON ~	09/23/2011	09/19/2012	3,532.00	3,095.00	437.00
22. COMCAST CORP NEW A	01/20/2012	09/19/2012	767.00	573.00	194.00
132. D R HORTON INCORPORAT	09/23/2011	09/19/2012	2,892.00	1,213.00	1,679.00
22. DUPONT E I DE NEMOURS	10/06/2011	09/19/2012	1,133.00	900.00	233.00
22. EXPRESS SCRIPTS HOLDIN	12/30/2011	09/19/2012	1,379.00	914.00	465.00
198. FORD MOTOR COMPANY	09/23/2011	09/19/2012	2,075.00	1,919.00	156.00
40. FREEPORT MCMORAN COPPE	11/02/2011	09/19/2012	1,660.00	1,484.00	176.00
4.968 GUINNESS ATKINSON GL FUND	09/23/2011	09/19/2012	139.00	115.00	24.00
4. INTL BUSINESS MACHINES	09/23/2011	09/19/2012	828.00	667.00	161.00
36. ELI LILLY & CO COMMON	09/23/2011	09/19/2012	1,683.00	1,299.00	384.00
56. LIMITED INC COMMON	09/23/2011	09/19/2012	2,772.00	2,224.00	548.00
14.338 LITMAN GREGORY MSTR CL-INST	09/23/2011	09/19/2012	205.00	173.00	32.00
3.731 MAINSTAY EPOCH GLBL CL-I	09/23/2011	09/19/2012	62.00	53.00	9.00
26. METLIFE INCORPORATED	09/23/2011	09/19/2012	917.00	703.00	214.00
54. MICROSOFT CORP COMMON	10/19/2011	09/19/2012	1,678.00	1,484.00	194.00
4.736 MORGAN STANLEY FOCUS CL-I	09/23/2011	09/19/2012	192.00	170.00	22.00
28. ORACLE CORP COMMON	09/23/2011	09/19/2012	917.00	795.00	122.00
195.341 RS GLOBAL NATURAL FUND	09/23/2011	09/19/2012	7,609.00	6,280.00	1,329.00
156. SPDR S&P DIVIDEND ETF	09/23/2011	09/19/2012	9,171.00	7,463.00	1,708.00
4. SCHLUMBERGER LTD COMMON	12/30/2011	09/19/2012	300.00	272.00	28.00
90. UTILITIES SELECT SECTO	09/23/2011	09/19/2012	3,253.00	3,001.00	252.00

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

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

HANNA FOUNDATION

23-6868675

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 34. INTEL CORP COMMON~	01/13/2004	12/13/2011	803.00	221.00	582.00
36. BANK OF AMERICA CORPOR	06/10/2005	12/20/2011	183.00	1,651.00	-1,468.00
22. CISCO SYS INC COMMON	08/11/2009	12/20/2011	404.00	466.00	-62.00
10. EXXON MOBIL CORPORATIO	01/29/2004	12/20/2011	815.00	414.00	401.00
28. GENERAL ELECTRIC CO CO	01/29/2004	12/20/2011	483.00	949.00	-466.00
2. GOLDMAN SACHS GROUP INC	10/29/2009	12/20/2011	179.00	348.00	-169.00
.89 GUINNESS ATKINSON CHIN FD	09/03/2008	12/20/2011	25.00	26.00	-1.00
157.616 HARBOR INTERNATION	01/25/2007	12/20/2011	8,171.00	9,796.00	-1,625.00
10. INTEL CORP COMMON~	01/13/2004	12/20/2011	238.00	65.00	173.00
16. JP MORGAN CHASE & COMP	05/22/2008	12/20/2011	509.00	692.00	-183.00
6. JOHNSON & JOHNSON COMMO	01/24/2001	12/20/2011	385.00	273.00	112.00
16. MERCK & CO INC	08/09/2010	12/20/2011	590.00	567.00	23.00
10. NATIONAL OILWELL INC C	08/11/2009	12/20/2011	672.00	365.00	307.00
8. T. ROWE PRICE GROUP INC	08/11/2009	12/20/2011	448.00	374.00	74.00
4. PROCTER & GAMBLE CO COM	09/09/2004	12/20/2011	262.00	224.00	38.00
8. SCHLUMBERGER LTD COMMON	01/24/2007	12/20/2011	545.00	512.00	33.00
6. WAL MART STORES INC COM	01/13/2004	12/20/2011	353.00	287.00	66.00
114. BANK OF AMERICA CORPO	06/10/2005	09/19/2012	1,066.00	5,228.00	-4,162.00
111. CISCO SYS INC COMMON	08/11/2009	09/19/2012	2,102.00	2,351.00	-249.00
16. EXXON MOBIL CORPORATIO	01/29/2004	09/19/2012	1,461.00	662.00	799.00
134. GENERAL ELECTRIC CO C	01/29/2004	09/19/2012	2,982.00	4,540.00	-1,558.00
17. GOLDMAN SACHS GROUP IN	10/29/2009	09/19/2012	2,035.00	2,961.00	-926.00
47. INTEL CORP COMMON~	01/13/2004	09/19/2012	1,095.00	306.00	789.00
30. JP MORGAN CHASE & COMP	05/22/2008	09/19/2012	1,241.00	1,297.00	-56.00
32. MERCK & CO INC	08/09/2010	09/19/2012	1,421.00	1,133.00	288.00

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

