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
2012
Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, 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): 2112 TOMAHAWK ROAD

Room/suite:

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 ▶ [ ]

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: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,613,104.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	198,698.	197,019.	1,679.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	853,257.			
	b Gross sales price for all assets on line 6a 5,310,446.				
	7 Capital gain net income (from Part IV, line 2)		853,257.		
	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)	2,426.		2,426.	STMT 1
	12 **Total.** Add lines 1 through 11	1,054,381.	1,050,276.	4,105.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	82,378.	74,141.		8,238.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 2	200.	NONE	NONE	200.
	b Accounting fees (attach schedule) STMT 3	3,750.	NONE	NONE	3,750.
	c Other professional fees (attach schedule) STMT 4	57,821.	57,821.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	17,277.	2,838.		
	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) STMT 6	40.			40.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	161,466.	134,800.	NONE	12,228.
	25 Contributions, gifts, grants paid	489,375.			489,375.
	26 **Total expenses and disbursements** Add lines 24 and 25	650,841.	134,800.	NONE	501,603.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	403,540.			
	b **Net investment income** (if negative, enter -0-)		915,476.		
	c **Adjusted net income** (if negative, enter -0-)			4,105.	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	1,779.	12,203.	12,203.
2 Savings and temporary cash investments	120,087.	289,867.	289,867.
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 7	4,270,036.	4,670,252.	5,143,005.
c Investments - corporate bonds (attach schedule) STMT 11	1,249,394.	1,072,490.	1,168,029.
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)	5,641,296.	6,044,812.	6,613,104.
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)		NONE	
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. ▶ [X]			
27 Capital stock, trust principal, or current funds	5,641,296.	6,044,812.	
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)	5,641,296.	6,044,812.	
31 **Total liabilities and net assets/fund balances** (see instructions)	5,641,296.	6,044,812.	

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	5,641,296.
2 Enter amount from Part I, line 27a	2	403,540.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,044,836.
5 Decreases not included in line 2 (itemize) ▶ COST ADJ	5	24.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,044,812.

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	5,310,446.		4,457,189.	853,257.
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				853,257.
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	853,257.
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))
2011	561,766.	6,924,791.	0.081124
2010	531,589.	6,701,514.	0.079324
2009	513,810.	6,653,234.	0.077227
2008	134,296.	1,679,165.	0.079978
2007	74,425.	1,475,764.	0.050432

2	**Total** of line 1, column (d)	2	0.368085
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	0.073617
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,594,969.
5	Multiply line 4 by line 3	5	485,502.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,155.
7	Add lines 5 and 6	7	494,657.
8	Enter qualifying distributions from Part XII, line 4	8	501,603.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	9,155.
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	9,155.
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	9,155.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 19,355.		
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	19,355.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	10,200.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 9,156. **Refunded** ▶	11	1,044.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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		
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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)*	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 2012?	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)?		**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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d)*	☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870*		**6b**	X (No)
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
PATRICIA HARTLEY PRAIRIE VILLAGE, KS 66208	CHAIRMAN OF THE 0			-0-
LAURA H LINTECUM MISSION HILLS, KS 66208	PRESIDENT 0	24,744.		
ELIZABETH H WINETROUB PRAIRIE VILLAGE, KS 66208	VICE PRESIDENT 0	27,718.		
ANN H BUSH LAWRENCE, KS 66047	BOARD MEMBER 0	29,916.		

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

Total number of other employees paid over $50,000 ▶

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
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	6,695,400.
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	6,695,400.
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	6,695,400.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,431.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,594,969.
6	**Minimum investment return.** Enter 5% of line 5	6	329,748.

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	329,748.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,155.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,155.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	320,593.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	320,593.
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	320,593.

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	501,603.
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	501,603.
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	9,155.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	492,448.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					320,593.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				NONE	
b Total for prior years 20 10 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	NONE				
b From 2008	51,544.				
c From 2009	182,516.				
d From 2010	199,733.				
e From 2011	225,352.				
f **Total** of lines 3a through e		659,145.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 501,603.					
a Applied to 2011, 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 2012 distributable amount					320,593.
e Remaining amount distributed out of corpus		181,010.			
5 Excess distributions carryover applied to 2012 *(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		840,155.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		840,155.			
10 Analysis of line 9:					
a Excess from 2008	51,544.				
b Excess from 2009	182,516.				
c Excess from 2010	199,733.				
d Excess from 2011	225,352.				
e Excess from 2012	181,010.				

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 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 12

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*				
FOR DETAILS - SEE ATTACHED	NONE	PUBLIC	EXEMPT PURPOSE	489,375.
Total . . . . ▶ 3a				489,375.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	198,698.	
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	853,257.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b 990PF REFUND			01	2,426.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,054,381.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,054,381.

(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 Lintecum 4-10-13 ▶ 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	4/2/13		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 - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
990PF REFUND		2,426.	2,426.
	TOTALS	2,426.	2,426.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	200.			200.
TOTALS	200.	NONE	NONE	200.

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	57,821.	57,821.
TOTALS	57,821.	57,821.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	14,439.	
FOREIGN TAXES PAID	2,838.	2,838.
TOTALS	17,277.	2,838.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	40.	40.
TOTALS	40.	40.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ATT INC	19,324.	25,249.
ABBOTT LABORATORIES	27,983.	35,436.
ALTRIA GROUP INC		
BRISTOL MYERS SQUIBB CO		
CONOCOPHILLIPS		
GENERAL ELECTRIC CO		
ILLINOIS TOOL WORKS INC		
JOHNSON & JOHNSON		
KRAFT FOODS INC		
MCDONALDS CORP		
MEDCO HEALTH SOLUTIONS		
PEPSICO INC		
PFIZER INC	40,716.	43,287.
PHILIP MORRIS INTL	16,771.	30,947.
3M CO		
WAL MART STORES INC		
APACHE CORP		
APPLE INC	12,328.	45,767.
FLUOR CORP		
GOOGLE INC	16,159.	19,807.
IBM CORP	18,896.	34,096.
J P MORGAN CHASE CO	26,078.	33,197.
NUCOR CORP		
ORACLE CORPORATION		
SCHWAB CHARLES CORP	16,341.	18,108.
UNION PACIFIC CORP	13,139.	31,430.
FIDELITY INVT TR DIVERS INTL		
ISHARES MSCI EMERGING MKTS ETF		
LAUDUS INTL MARKETMASTERS FD	316,785.	393,414.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ROWE T PRICE MID CAP GWTH FD	242,321.	302,851.
ROWE T PRICE MID CAP VALUE FD		
SCOUT INTERNATIONAL FUND	310,950.	391,297.
T ROWE PRICE SMALL CAP VALUE		
ISHARES IBOXX HY CORP BD		
AUTOMATIC DATA PROCESSING		
CHEVRON CORPORATION	21,212.	31,252.
EMERSON ELEC CO	16,197.	18,854.
INTEL CORP		
KIMBERLY CLARK CORP		
MARATHON OIL CORPORATION		
MERCK AND CO INC NEW		
SCHLUMBERGER LTD	16,247.	15,800.
VF CORP	25,049.	33,062.
IPATH DOW JONES UBS COMMOD		
CREDIT SUISSE COMM RET ST CO	245,238.	247,165.
DRIEHAUS ACTIVE INCOME FUND	230,861.	225,867.
ISHARES JP MORGAN EM BOND FD		
LOOMIS SAYLES ABS STRAT Y	217,221.	225,409.
NUVEEN SHORT TERM BOND FUND		
T ROWE PRICE INTL BOND FUND		
COCA COLA COMPANY	31,978.	32,335.
MARATHON PETROLEUM CORP		
MASTERCARD INC		
HIGHLAND LONG SHORT EQUITY Z		
NUVEEN REAL ESTATE SECURIT	128,280.	130,720.
NUVEEN SMALL CAP SELECT FD		
SPDR DJ WILSHIRE INTERNATIONAL		
TFS MARKET NEUTRAL FUND		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TCW EMERGING MKTS INCOME FD	397,803.	416,341.
BERKSHIRE HATHAWAY INC	24,994.	27,628.
BLACKROCK INC	15,916.	19,017.
CATERPILLAR INC	15,834.	16,846.
COACH INC	19,589.	18,873.
COGNIZANT TECH SOLUTIONS	16,685.	18,618.
CULLEN FROST BANKERS INC	32,253.	31,097.
CUMMINS INC	16,277.	18,420.
CVS CAREMARK CORP	16,166.	17,454.
EMC CORPORATION	16,624.	16,723.
EQUITABLE CORP	32,541.	34,680.
EXPEDITORS INTL WASH INC	16,283.	17,639.
EXPRESS SCRIPTS HLDGS C	22,271.	22,518.
FIDELITY NATL INFORMATION SVCS	2,527.	2,646.
GILEAD SCIENCES INC	16,083.	23,137.
ITC HLDGS CORP	15,660.	18,074.
KINDER MORGAN INC	15,479.	17,594.
LORILLARD INC	31,865.	29,401.
LOWES CO INC	16,754.	17,831.
MCCORMICK CO INC	15,897.	17,407.
MICROCHIP TECHNOLOGY INC	32,261.	31,840.
MICROSOFT CORP	27,431.	24,199.
MOTOROLA SOLUTIONS INC	14,232.	16,871.
NEW YORK COMMUNITY BANCORP	16,033.	16,834.
NEXTERA ENERGY INC	27,233.	28,160.
ONEOK INC	1,352.	1,368.
PACCAR INC	18,146.	18,536.
PERRIGO CO	16,178.	14,252.
PRICELINE COM INC	17,052.	16,751.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
QUALCOMM INC		47,909.	52,519.
SOUTHERN COPPER CORP		18,845.	24,193.
STERICYCLE INC		16,376.	16,604.
TIME WARNER CABLE INC		31,746.	39,654.
VARIAN MED SYS INC		15,919.	18,543.
VISA INC CLASS A SHARES		16,644.	16,977.
WELLS FARGO CO		15,623.	16,099.
ACCENTURE PLC		19,610.	21,613.
EATON CORP PLC		19,220.	20,047.
NOVO NORDISK AS ADR		21,255.	23,829.
ROYAL DUTCH SHELL PLC ADR		25,317.	26,201.
SEADRILL LIMITED		15,334.	17,038.
ABERDEEN FDS EMRGN MKT INSTL		362,773.	390,014.
FORWARD INTL REAL ESTATE		159,977.	160,067.
I SHARES RUSSEL 3000 INDEX FD		283,737.	303,493.
NEUBERGER BERMAN GENESIS INSTL		120,064.	121,848.
PYXIS LONG SHORT EQUITY Z		509,365.	504,496.
YUM BRANDS INC		33,045.	33,665.
	TOTALS	4,670,252.	5,143,005.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HEWLETT PACKARD 2.950% 8/15/12		
PRAXAIR INC 1.750% 11/15/12		
BANK OF NY MELLON 3.1% 1/15/15	100,524.	104,773.
BOEING CO 3.50% 2/15/15	99,738.	105,870.
ATT INC 5.50% 2/1/18	101,603.	119,129.
CISCO SYSTEMS 4.950% 2/15/19	102,342.	118,382.
ONTARIO PROVINCE 4.10% 6/16/14	101,750.	105,398.
QUEBEC PROVINCE 4.625% 5/14/18	99,807.	117,410.
IBM CORP 2.10% 5/6/13	51,363.	50,312.
CHEVRON CORP 3.950% 3/3/14		
MICROSOFT CORP 2.950% 6/1/14	52,524.	51,842.
CAMPBELL SOUP CO 3.05% 7/15/17	50,246.	54,056.
ABBOTT LABS 4.125% 5/27/20	52,593.	57,847.
GOLDMAN SACHS GRP 5.450%		
BARCLAYS BANK PLC 9/3/13	130,000.	149,214.
BARCLAYS 24MO 1YR MTN 4% 3/1	130,000.	133,796.
TOTALS	1,072,490.	1,168,029.

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.

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.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

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	106,983.
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 2011 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	106,983.

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					20,584.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	725,501.
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	189.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 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	746,274.

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			106,983.
14 **Net long-term gain or (loss):**				
a Total for year	14a			746,274.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			189.
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			853,257.

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 $2,400 . . . 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 2012 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 2012 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)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

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 560. ALTRIA GROUP INC	12/14/2011	06/11/2012	18,541.00	16,150.00	2,391.00
282. AMERICAN EXPRESS CO	05/18/2012	09/05/2012	16,178.00	15,684.00	494.00
293. AMERICAN EXPRESS CO	11/05/2012	12/17/2012	16,721.00	16,513.00	208.00
574. AMERISOURCEBERGEN COR	07/03/2012	12/17/2012	25,060.00	22,451.00	2,609.00
92. BLACKROCK INC	06/22/2012	09/05/2012	16,204.00	15,943.00	261.00
271. COGNIZANT TECH SOLUTI	06/26/2012	09/05/2012	17,203.00	15,398.00	1,805.00
370. EATON CORP	05/18/2012	12/03/2012	19,299.00	15,897.00	3,402.00
660. FIDELITY NATL INFORMA INC	06/26/2012	12/17/2012	23,074.00	21,665.00	1,409.00
50000. GOLDMAN SACHS GP 11/01/12	12/15/2011	11/01/2012	50,000.00	51,017.00	-1,017.00
24. GOOGLE INC CL A	06/11/2012	09/05/2012	16,368.00	13,800.00	2,568.00
5. GOOGLE INC CL A	06/29/2012	09/05/2012	3,410.00	2,887.00	523.00
460. ISHARES JP MORGAN EM	08/10/2011	04/16/2012	51,928.00	49,989.00	1,939.00
11. KINDER MORGAN INC	06/26/2012	07/06/2012	362.00	338.00	24.00
476. KINDER MORGAN INC	05/18/2012	07/06/2012	15,651.00	15,836.00	-185.00 *
378. MONSTER BEVERAGE CORP	11/05/2012	12/17/2012	20,033.00	16,938.00	3,095.00
332. MOTOROLA SOLUTIONS IN	06/14/2012	12/17/2012	18,057.00	15,730.00	2,327.00
34. MOTOROLA SOLUTIONS INC	07/06/2012	12/17/2012	1,849.00	1,597.00	252.00
251. NATIONAL OILWELL VARC	07/03/2012	08/06/2012	19,006.00	16,641.00	2,365.00
338.817 NEUBERGER BERMAN G FD	05/18/2012	09/05/2012	16,653.00	15,691.00	962.00
1045.373 NEUBERGER BERMAN INSTL FD	06/08/2012	09/05/2012	51,380.00	49,331.00	2,049.00
312.364 NEUBERGER BERMAN G FD	06/22/2012	09/05/2012	15,353.00	14,606.00	747.00
1823.276 NUVEEN REAL ESTAT	09/02/2011	07/09/2012	39,766.00	33,257.00	6,509.00
715. ONEOK INC	06/22/2012	12/17/2012	30,786.00	30,207.00	579.00
1016.549 OPPENHEIMER DEVEL FDS CL Y	06/08/2012	08/06/2012	32,631.00	30,423.00	2,208.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

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 592.697 OPPENHEIMER DEVELO FDS CL Y	06/26/2012	11/05/2012	20,152.00	17,806.00	2,346.00
2033.179 OPPENHEIMER DEVEL FDS CL Y	06/22/2012	11/05/2012	69,128.00	61,504.00	7,624.00
346.313 OPPENHEIMER DEVELO FDS CL Y	06/29/2012	11/05/2012	11,775.00	10,853.00	922.00
663.16 OPPENHEIMER DEVELOP CL Y	07/03/2012	11/28/2012	22,289.00	21,061.00	1,228.00
88.332 OPPENHEIMER DEVELOP CL Y	07/06/2012	11/28/2012	2,969.00	2,775.00	194.00
937.026 OPPENHEIMER DEVELO FDS CL Y	09/05/2012	12/17/2012	32,018.00	29,641.00	2,377.00
420. PACCAR INC	06/29/2012	08/06/2012	16,917.00	16,447.00	470.00
252. PROCTER & GAMBLE CO	06/11/2012	08/06/2012	16,581.00	15,848.00	733.00
2526.691 T ROWE PRICE INTL	08/11/2011	06/08/2012	24,509.00	26,480.00	-1,971.00
1975.529 T ROWE PRICE INTL	05/18/2012	09/05/2012	26,294.00	24,516.00	1,778.00
1267.536 T ROWE PRICE INTL	06/11/2012	11/28/2012	17,784.00	15,768.00	2,016.00
728.357 T ROWE PRICE INTL	06/22/2012	11/28/2012	10,219.00	9,214.00	1,005.00
19781.734 T ROWE PRICE INT	07/09/2012	12/17/2012	285,253.00	254,029.00	31,224.00
1637. SPDR DJ WILSHIRE INT	07/06/2012	11/05/2012	66,546.00	59,884.00	6,662.00
209. SPDR DJ WILSHIRE INTE	02/22/2012	11/05/2012	8,496.00	7,477.00	1,019.00
1290. SPDR DJ WILSHIRE INT	06/08/2012	11/05/2012	52,440.00	45,253.00	7,187.00
28. SPDR DJ WILSHIRE INTER	07/09/2012	11/05/2012	1,138.00	1,028.00	110.00
720. SPDR DJ WILSHIRE INTE	07/09/2012	12/17/2012	30,253.00	26,140.00	4,113.00
428. SOUTHERN COPPER CORP	06/11/2012	12/17/2012	16,331.00	12,319.00	4,012.00
4816.704 TFS MARKET NEUTRA	05/25/2011	02/28/2012	71,480.00	74,514.00	-3,034.00
4609.904 TFS MARKET NEUTRA	05/25/2011	04/17/2012	69,287.00	71,315.00	-2,028.00
322. VERISK ANALYTICS INC	07/03/2012	08/06/2012	14,958.00	16,206.00	-1,248.00
130. VISA INC CLASS A SHAR	06/26/2012	08/06/2012	17,211.00	15,946.00	1,265.00
475. WALGREEN CO	01/09/2012	05/18/2012	14,991.00	15,698.00	-707.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

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 518. WELLS FARGO CO	07/09/2012	08/06/2012	17,757.00	16,253.00	1,504.00
437. SEADRILL LIMITED	05/18/2012	12/17/2012	16,152.00	15,710.00	442.00
8. SEADRILL LIMITED	06/12/2012	12/17/2012	296.00	265.00	31.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 106,983.00

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

* INDICATES WASH SALE

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 448. ATT INC	12/19/2003	06/14/2012	15,787.00	11,341.00	4,446.00
451. ATT INC	12/19/2003	06/22/2012	15,803.00	11,417.00	4,386.00
447. ATT INC	12/19/2003	06/29/2012	15,882.00	11,316.00	4,566.00
254. ABBOTT LABORATORIES	08/05/1998	06/22/2012	15,804.00	9,529.00	6,275.00
252. ABBOTT LABORATORIES	08/05/1998	06/29/2012	16,037.00	9,454.00	6,583.00
291. ABBOTT LABORATORIES	08/05/1998	07/09/2012	19,011.00	10,917.00	8,094.00
193. APACHE CORP	06/04/2009	05/18/2012	15,782.00	15,857.00	-75.00
357. APACHE CORP	06/04/2009	06/26/2012	29,152.00	29,331.00	-179.00
83. APPLE INC	06/04/2009	06/14/2012	47,422.00	11,898.00	35,524.00
28. APPLE INC	06/04/2009	06/22/2012	16,183.00	4,014.00	12,169.00
28. APPLE INC	06/04/2009	07/03/2012	16,778.00	4,014.00	12,764.00
337. AUTOMATIC DATA PROCES	06/10/2010	06/11/2012	18,097.00	14,109.00	3,988.00
463. AUTOMATIC DATA PROCES	06/10/2010	06/22/2012	25,298.00	19,385.00	5,913.00
500. IPATH DOW JONES UBS C	06/04/2009	05/18/2012	20,140.00	19,049.00	1,091.00
769. IPATH DOW JONES UBS C	06/04/2009	06/11/2012	29,283.00	29,297.00	-14.00
415. IPATH DOW JONES UBS C	06/04/2009	06/12/2012	15,741.00	15,810.00	-69.00
791. IPATH DOW JONES UBS C	06/04/2009	06/14/2012	30,057.00	30,135.00	-78.00
1663. BRISTOL MYERS SQUIBB	03/10/2008	05/18/2012	54,479.00	35,896.00	18,583.00
459. BRISTOL MYERS SQUIBB	03/10/2008	06/11/2012	15,794.00	9,908.00	5,886.00
938. BRISTOL MYERS SQUIBB	03/10/2008	06/22/2012	32,745.00	20,247.00	12,498.00
50000. CHEVRON CORP 3/03/14	06/30/2010	12/28/2012	52,050.00	53,642.00	-1,592.00
158. CHEVRON CORPORATION	06/10/2010	06/22/2012	15,751.00	11,597.00	4,154.00
153. CHEVRON CORPORATION	06/10/2010	07/03/2012	16,340.00	11,230.00	5,110.00
307. CONOCOPHILLIPS	09/14/2004	05/18/2012	15,718.00	9,303.00	6,415.00
300. CONOCOPHILLIPS	09/14/2004	06/22/2012	15,912.00	9,091.00	6,821.00

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

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
HARTLEY FAMILY FOUNDATION	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 393. CONOCOPHILLIPS	09/14/2004	06/29/2012	21,823.00	11,910.00	9,913.00
7734.14983 CREDIT SUISSE C CO	06/03/2011	08/06/2012	63,575.00	74,635.00	-11,060.00
2342.60717 CREDIT SUISSE C CO	06/03/2011	08/06/2012	19,256.00	22,606.00	-3,350.00 *
1495.541 CREDIT SUISSE COM	07/25/2011	08/06/2012	12,293.00	14,327.00	-2,034.00
444. EMERSON ELEC CO	06/10/2010	07/09/2012	19,896.00	20,201.00	-305.00
.15 EXPRESS SCRIPTS HLDGS	03/10/2008	04/10/2012	8.00	8.00	
604.83 FIDELITY INVT TR DI #325	06/04/2009	06/29/2012	16,349.00	14,455.00	1,894.00
2916.209 FIDELITY INVT TR FD #325	06/04/2009	07/03/2012	80,050.00	69,697.00	10,353.00
2461.918 FIDELITY INVT TR FD #325	06/04/2009	07/06/2012	66,127.00	58,840.00	7,287.00
672. FLUOR CORP	06/04/2009	05/18/2012	33,619.00	32,801.00	818.00
378. FLUOR CORP	06/04/2009	07/06/2012	18,366.00	18,451.00	-85.00
831. GENERAL ELECTRIC CO	10/20/1997	05/18/2012	15,714.00	19,210.00	-3,496.00
1001. GENERAL ELECTRIC CO	07/11/2002	06/26/2012	19,640.00	23,279.00	-3,639.00
1103. GENERAL ELECTRIC CO	07/11/2002	07/03/2012	22,523.00	30,296.00	-7,773.00
100000. HEWLETT PACK CO 8/15/12	07/07/2009	08/15/2012	100,000.00	101,984.00	-1,984.00
915. ILLINOIS TOOL WORKS	03/10/2008	02/22/2012	51,684.00	32,565.00	19,119.00
600. INTEL CORP	06/10/2010	05/18/2012	15,696.00	12,330.00	3,366.00
1100. INTEL CORP	06/10/2010	06/22/2012	29,491.00	22,604.00	6,887.00
82. INTERNATIONAL BUSINESS CORP	06/04/2009	06/22/2012	15,948.00	8,705.00	7,243.00
82. INTERNATIONAL BUSINESS CORP	06/04/2009	06/26/2012	15,712.00	8,705.00	7,007.00
83. INTERNATIONAL BUSINESS CORP	06/04/2009	07/03/2012	16,234.00	8,811.00	7,423.00
417. ISHARES MSCI EMERGING	06/04/2009	05/18/2012	15,635.00	13,899.00	1,736.00
686. ISHARES MSCI EMERGING	06/04/2009	06/11/2012	25,927.00	22,864.00	3,063.00
1897. ISHARES MSCI EMERGIN	06/04/2009	06/22/2012	71,305.00	63,227.00	8,078.00
1203. ISHARES MSCI EMERGIN	06/04/2009	06/26/2012	44,739.00	40,096.00	4,643.00

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

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 1391. ISHARES MSCI EMERGIN	06/04/2009	06/29/2012	53,984.00	46,362.00	7,622.00
1398. ISHARES MSCI EMERGIN	06/04/2009	07/03/2012	55,429.00	46,595.00	8,834.00
619. ISHARES MSCI EMERGING	06/04/2009	07/06/2012	23,905.00	20,631.00	3,274.00
821. ISHARES MSCI EMERGING	06/04/2009	07/09/2012	31,634.00	27,364.00	4,270.00
177. ISHARES IBOXX H Y COR	08/05/2010	06/22/2012	15,916.00	15,652.00	264.00
1223. ISHARES IBOXX H Y CO	08/05/2010	06/26/2012	109,776.00	108,150.00	1,626.00
445. J P MORGAN CHASE CO	06/04/2009	06/22/2012	16,144.00	15,370.00	774.00
500. JOHNSON JOHNSON	02/10/2005	06/22/2012	33,355.00	33,113.00	242.00
600. KIMBERLY CLARK CORP	06/10/2010	06/22/2012	48,707.00	37,439.00	11,268.00
676. KRAFT FOODS INC CL A	12/27/2006	05/18/2012	26,148.00	19,943.00	6,205.00
154. KRAFT FOODS INC CL A	12/27/2006	06/11/2012	5,895.00	4,543.00	1,352.00
259. KRAFT FOODS INC CL A	03/10/2008	06/11/2012	9,914.00	7,962.00	1,952.00
676. KRAFT FOODS INC CL A	03/10/2008	06/22/2012	26,242.00	20,780.00	5,462.00
1000. MARATHON OIL CORPORA	06/10/2010	05/18/2012	24,229.00	18,997.00	5,232.00
500. MARATHON PETROLEUM CO	06/10/2010	05/18/2012	17,640.00	12,851.00	4,789.00
100. MASTERCARD INC	04/11/2011	05/18/2012	40,123.00	26,523.00	13,600.00
40. MASTERCARD INC	04/11/2011	06/29/2012	17,141.00	10,609.00	6,532.00
180. MCDONALDS CORP	05/05/2008	06/11/2012	15,744.00	10,928.00	4,816.00
595. MCDONALDS CORP	05/05/2008	06/22/2012	52,520.00	36,122.00	16,398.00
685. MEDCO HEALTH SOLUTION	03/10/2008	02/28/2012	46,231.00	29,633.00	16,598.00
515. MEDCO HEALTH SOLUTION	03/10/2008	04/02/2012	38,397.00	23,565.00	14,832.00
413. MERCK AND CO INC	06/10/2010	05/18/2012	15,611.00	14,318.00	1,293.00
587. MERCK AND CO INC	06/10/2010	06/22/2012	23,556.00	20,351.00	3,205.00
840. NUCOR CORP	06/04/2009	06/22/2012	31,066.00	37,163.00	-6,097.00
7462.303 NUVEEN SHORT TERM CL I	06/30/2010	04/16/2012	74,399.00	74,548.00	-149.00

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

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 5934.203 NUVEEN SMALL CAP I	06/04/2009	05/18/2012	81,239.00	57,799.00	23,440.00
9690.54 NUVEEN SMALL CAP S I	06/04/2009	06/13/2012	133,633.00	94,386.00	39,247.00
838. ORACLE CORPORATION	06/04/2009	05/18/2012	21,494.00	17,111.00	4,383.00
568. ORACLE CORPORATION	06/04/2009	06/22/2012	15,892.00	11,598.00	4,294.00
969. ORACLE CORPORATION	06/04/2009	06/26/2012	26,850.00	19,786.00	7,064.00
230. PEPSICO INC	03/10/2008	06/12/2012	15,697.00	15,941.00	-244.00
660. PEPSICO INC	03/10/2008	06/22/2012	45,348.00	45,745.00	-397.00
699. PFIZER INC	12/24/2007	06/26/2012	15,686.00	16,489.00	-803.00
185. PHILIP MORRIS INTL	12/27/2006	06/22/2012	15,995.00	8,386.00	7,609.00
500. PHILLIPS 66	09/14/2004	05/14/2012	15,613.00	9,006.00	6,607.00
100000. PRAXAIR INC 11/15/12	11/17/2009	11/15/2012	100,000.00	100,261.00	-261.00
6944.129 T ROWE PRICE INTL	06/03/2011	06/08/2012	67,358.00	72,844.00	-5,486.00
6031.906 T ROWE PRICE SM C	06/04/2009	06/07/2012	215,218.00	152,185.00	63,033.00
2089.095 ROWE T PRICE MID-INC	06/04/2009	06/29/2012	48,216.00	34,867.00	13,349.00
4407.701 ROWE T PRICE MID-INC	06/04/2009	07/03/2012	103,140.00	73,565.00	29,575.00
1709.615 ROWE T PRICE MID-INC	06/04/2009	07/06/2012	39,458.00	28,533.00	10,925.00
995. SPDR DJ WILSHIRE INTE	07/20/2011	11/05/2012	40,448.00	39,547.00	901.00
569. SCHLUMBERGER LTD	06/04/2009	06/12/2012	36,654.00	23,888.00	12,766.00
253. SCHLUMBERGER LTD	06/04/2009	06/22/2012	15,585.00	10,622.00	4,963.00
253. SCHLUMBERGER LTD	06/04/2009	06/29/2012	16,366.00	10,622.00	5,744.00
297. SCHLUMBERGER LTD	09/09/2009	07/09/2012	19,646.00	11,984.00	7,662.00
4948.842 LAUDUS INTL MARKE FUND SEL	06/04/2009	08/06/2012	89,376.00	64,483.00	24,893.00
2272.232 SCOUT INTERNATION	06/04/2009	08/06/2012	68,940.00	54,375.00	14,565.00
78.643 TFS MARKET NEUTRAL	03/25/2011	04/17/2012	1,182.00	1,208.00	-26.00
4623.951 TFS MARKET NEUTRA	03/25/2011	06/08/2012	69,729.00	71,024.00	-1,295.00

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

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
HARTLEY FAMILY FOUNDATION	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 473. 3M CO	03/10/2008	05/18/2012	39,755.00	36,040.00	3,715.00
367. 3M CO	03/10/2008	06/22/2012	31,774.00	27,964.00	3,810.00
137. UNION PACIFIC CORP	06/04/2009	06/22/2012	15,562.00	7,200.00	8,362.00
138. UNION PACIFIC CORP	06/04/2009	06/26/2012	15,621.00	7,253.00	8,368.00
138. UNION PACIFIC CORP	06/04/2009	06/29/2012	16,337.00	7,253.00	9,084.00
137. UNION PACIFIC CORP	06/04/2009	07/06/2012	15,971.00	7,200.00	8,771.00
113. V F CORP	06/10/2010	06/22/2012	15,918.00	8,736.00	7,182.00
120. V F CORP	06/10/2010	07/06/2012	16,026.00	9,277.00	6,749.00
159. V F CORP	06/10/2010	08/06/2012	23,777.00	12,292.00	11,485.00
569. WAL MART STORES INC	03/10/2008	05/18/2012	35,466.00	28,063.00	7,403.00
424. WAL MART STORES INC	03/10/2008	06/11/2012	28,849.00	20,912.00	7,937.00
232. WAL MART STORES INC	03/10/2008	06/12/2012	15,662.00	11,442.00	4,220.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 725,501.00

* INDICATES WASH SALE

` TRANSACTIONS FROM 01/01/12 TO 12/31/12 - ALL PORTFOLIO 03/01/13 08·28

130012668200 HARTLEY FAMILY FOUND IMA UMA PRIN. CASH INCOME CASH

01/04 CASH DISBURSEMENT 940.00-
PAID TO NELSON-ATKINS MUSEUM OF ART
4525 OAK ST
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 4788282
PAID FOR NO ONE
ANN BUSH-SOCIETY OF FELLOWS,PATRON LEVEL
BATCH NO. UC000037 TRANS NO 04
DISBURSEMENT CODE: 142

01/23 CASH DISBURSEMENT 500 00-
PAID TO EMPORIA STATE UNIVERSITY FOUNDATION
1500 HIGHLAND ST
EMPORIA KS 66801-5018
CHARITABLE CONTRIBUTION
T/A CHECK # 4814420
PAID FOR NO ONE
IN MEMORY OF GLEN GILPIN
BATCH NO. UC000362 TRANS NO. 07
DISBURSEMENT CODE. 142

01/24 CASH DISBURSEMENT 10,000 00-
PAID TO VILLAGE PRESBYTERIAN CHURCH
6641 MISSION RD
PRAIRIE VILLAGE KS 66208
CHARITABLE CONTRIBUTION
T/A CHECK # 4816265
PAID FOR NO ONE
BATCH NO. UC000387 TRANS NO. 03
DISBURSEMENT CODE. 142

02/21 CASH DISBURSEMENT 20,000.00-
PAID TO ST ANDREWS EPISCOPAL CHURCH
6401 WORNALL TERRACE
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 4851430
PAID FOR NO ONE
BATCH NO UC000373 TRANS NO 01
DISBURSEMENT CODE· 142

03/13 CASH DISBURSEMENT 2,500.00-
PAID TO REACH OUT AND READ KANSAS CITY
3901 RAINBOW BLVD, MAILSTOP 4004
KANSAS CITY KS 66160
CHARITABLE CONTRIBUTION
T/A CHECK # 4882480
PAID FOR NO ONE
PER REQUEST OF ANN BUSH
BATCH NO UC000212 TRANS NO 11
DISBURSEMENT CODE 142

03/14 CASH DISBURSEMENT 250 00-
PAID TO AIDS WALK KANSAS CITY
CHARITABLE CONTRIBUTION

T/A CHECK # 4883461
PAID FOR NO ONE
BATCH NO UC000225 TRANS NO 133
DISBURSEMENT CODE. 142

03/14 CASH DISBURSEMENT 2,500.00-
PAID TO ST LUKES HOSPITAL FOUNDATION
4225 BALTIMORE AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 4883462
PAID FOR NO ONE
BATCH NO. UC000225 TRANS NO 134
DISBURSEMENT CODE: 142

03/16 CASH DISBURSEMENT 140 00-
PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 4887693
PAID FOR NO ONE
REVERSED BY TRX 19 BATCH AL000333 ON 3/19/12
REVERSAL POSTED BY 91C
BATCH NO UC000280 TRANS NO 01
DISBURSEMENT CODE. 142

03/19 CASH DISBURSEMENT 210 00-
PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 4889430
PAID FOR NO ONE
BATCH NO. UC000306 TRANS NO 02
DISBURSEMENT CODE 142

03/19 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 # 4889431
PAID FOR NO ONE
BATCH NO. UC000306 TRANS NO 03
DISBURSEMENT CODE. 142

03/19 REVERSAL 140 00
PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 4887693
PAID FOR NO ONE
REVERSAL OF TRX 1 BATCH UC000280 FROM 3/16/12

REVERSAL POSTED BY 91C
BATCH NO. AL000333 TRANS NO. 19
DISBURSEMENT CODE 142

03/27 CASH DISBURSEMENT 250.00-
PAID TO CHRISTO REY
211 W LINWOOD BLVD
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 4900601
PAID FOR NO ONE
BATCH NO. UC000464 TRANS NO 18
DISBURSEMENT CODE: 142

04/04 CASH DISBURSEMENT 100.00-
PAID TO LAKEVIEW VILLAGE FOUNDATION
9100 PARK
LENEXA KS 66215
CHARITABLE CONTRIBUTION
T/A CHECK # 4915298
PAID FOR NO ONE
IN MEMORY OF H HAROLD DUNLAP
BATCH NO UC000074 TRANS NO. 02
DISBURSEMENT CODE 142

04/23 CASH DISBURSEMENT 500.00-
PAID TO TRUMAN MEDICAL CENTER CHAR FOUND
2310 HOLMES STE 735
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 4942906
PAID FOR NO ONE
BATCH NO UC000427 TRANS NO 05
DISBURSEMENT CODE· 142

04/26 CASH DISBURSEMENT 1,000 00-
PAID TO JOHN WORNALL HOUSE MUSEUM
6115 WORNALL RD
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 4948203
PAID FOR NO ONE
BATCH NO UC000487 TRANS NO 02
DISBURSEMENT CODE 142

05/03 CASH DISBURSEMENT 25,000 00-
PAID TO WILLIAMS FUND
CHARITABLE CONTRIBUTION
T/A CHECK # 5134166
PAID FOR NO ONE
#119974, HIC SPORTS, LLC
BATCH NO. UC000068 TRANS NO 02
DISBURSEMENT CODE 142

05/23 CASH DISBURSEMENT 1,500 00-
PAID TO JEWEL BALL

CHARITABLE CONTRIBUTION
T/A CHECK # 5158995
PAID FOR NO ONE
BATCH NO. UC000426 TRANS NO. 15
DISBURSEMENT CODE· 142

06/08 CASH DISBURSEMENT 2,500.00-
PAID TO KANSAS CITY REPERTORY THEATRE
ATTN MATCHING CHALLENGE
4825 TROOST AVE STE 101
KANSAS CITY MO 64110-2030
CHARITABLE CONTRIBUTION
T/A CHECK # 5181538
PAID FOR NO ONE
BATCH NO. UC000143 TRANS NO. 01
DISBURSEMENT CODE· 142

06/11 CASH DISBURSEMENT 3,500 00-
PAID TO BOYS & GIRLS CLUB OF GREATER
KANSAS CITY
6301 ROCKHILL RD # 303
KANSAS CITY MO 64131
CHARITABLE CONTRIBUTION
T/A CHECK # 5182524
PAID FOR NO ONE
$2500-PROJECT LEARN & $1000 RBI PROGRAM
BATCH NO. UC000164 TRANS NO. 88
DISBURSEMENT CODE: 142

07/09 CASH DISBURSEMENT 100.00-
PAID TO SALVATION ARMY
3637 BROADWAY ST
ATTN LEGACY COORDINATOR
KANSAS CITY MO 64111-2503
CHARITABLE CONTRIBUTION
T/A CHECK # 5769727
PAID FOR NO ONE
IN MEMORY OF MRS V JOYCE BOREL
BATCH NO. UC000092 TRANS NO. 85
DISBURSEMENT CODE: 142

07/13 CASH DISBURSEMENT 75,000 00-
PAID TO KANSAS UNIVERSITY ENDOWMENT ASSOC.
ATTN DIR GIFT PLANNING
PO BOX 928
LAWRENCE KS 66044-0928
CHARITABLE CONTRIBUTION
T/A CHECK # 5777654
PAID FOR NO ONE
TO THE HARTLEY FAMILY CENTER FOR CHILDHOOD HEARING
BATCH NO. UC000202 TRANS NO. 01
DISBURSEMENT CODE· 142

07/24 CASH DISBURSEMENT 10,000 00-
PAID TO OPERATION BREAKTHROUGH
PO BOX 412482

KANSAS CITY MO 64141-2482
CHARITABLE CONTRIBUTION
T/A CHECK # 5790681
PAID FOR NO ONE
2012 GIFT
BATCH NO UC000377 TRANS NO 104
DISBURSEMENT CODE: 142

07/24 CASH DISBURSEMENT 5,000.00-
PAID TO SWOPE HEALTH FOUNDATION SVCS
3801 BLUE PKWY
KANSAS CITY MO 64130-9800
CHARITABLE CONTRIBUTION
T/A CHECK # 5790680
PAID FOR NO ONE
BATCH NO. UC000377 TRANS NO 105
DISBURSEMENT CODE· 142

08/14 CASH DISBURSEMENT 100 00-
PAID TO THE FAMILY CONSERVANCY
444 MINNESOTA AVE
KANSAS CITY KS 66101
CHARITABLE CONTRIBUTION
T/A CHECK # 5837428
PAID FOR NO ONE
MEMORY OF CINDY BURNETT MURRAY
BATCH NO. UC000245 TRANS NO. 05
DISBURSEMENT CODE: 142

08/14 CASH DISBURSEMENT 100.00-
PAID TO NEBRASKA HUMANE SOCIETY
8929 FORT ST
OMAHA NE 68134
CHARITABLE CONTRIBUTION
T/A CHECK # 5837429
PAID FOR NO ONE
MEMORY OF KRISTIN PUTNAM JOHNSON
BATCH NO. UC000245 TRANS NO. 06
DISBURSEMENT CODE: 142

08/15 CASH DISBURSEMENT 2,300 00-
PAID TO AMERICAN RED CROSS
211 W ARMOUR BLVD
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 5839061
PAID FOR NO ONE
BATCH NO. UC000261 TRANS NO. 68
DISBURSEMENT CODE: 142

08/21 CASH DISBURSEMENT 2,910 00-
PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 5845451

PAID FOR NO ONE
/A SOCIETY OF FELLOWS MEMBERSHIP RENEWAL FOR
BATCH NO UC000385 TRANS NO 91
DISBURSEMENT CODE 142
ELIZABETH HARTLEY WINETROUB
BATCH NO UC000385 TRANS NO 92

09/05 CASH DISBURSEMENT 100.00-
PAID TO GAMMA PHI BETA SORORITY
C/O SIGMA CHAPTER CORP BOARD
1339 WEST CAMPUS RD
LAWRENCE KS 66045-3168
CHARITABLE CONTRIBUTION
T/A CHECK # 5863310
PAID FOR NO ONE
/A IN MEMORY OF ADA LEE BAUMGARTNER
BATCH NO UC000027 TRANS NO. 60
DISBURSEMENT CODE· 142

09/05 CASH DISBURSEMENT 100.00-
PAID TO UNIVERSITY OF KANSAS ENDOWMENT FUND
C/O WILLIAMS FUND
P O BOX 414280
KANSAS CITY MO 64141
CHARITABLE CONTRIBUTION
T/A CHECK # 5863311
PAID FOR NO ONE
/A IN MEMORY OF EDITH MARIE EVANS
BATCH NO. UC000027 TRANS NO 64
DISBURSEMENT CODE: 142

09/11 CASH DISBURSEMENT 225 00-
PAID TO ST LUKES HOSPITAL FOUNDATION
4225 BALTIMORE AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 5871280 SEQ # 2
PAID FOR NO ONE
/A
BATCH NO. ZY000353 TRANS NO 11
DISBURSEMENT CODE: 142

09/19 CASH DISBURSEMENT 175,000 00-
PAID TO KANSAS UNIVERSITY ENDOWMENT ASSOC.
ATTN. DIR GIFT PLANNING
PO BOX 928
LAWRENCE KS 66044-0928
CHARITABLE CONTRIBUTION
T/A CHECK # 5883718 SEQ # 3
PAID FOR NO ONE
/A PLEDGE FOR 2012
BATCH NO ZY001076 TRANS NO. 09
DISBURSEMENT CODE: 142

10/12 CASH DISBURSEMENT 500 00-
PAID TO SHAWNEE MISSION EDUCATION FOUNDATION

130012668200 HARTLEY FAMILY FOUND IMA UMA PRIN. CASH INCOME CASH

CHARITABLE CONTRIBUTION
T/A CHECK # 5916618
PAID FOR NO ONE
/A-FOR USE BY THE
BATCH NO UC000217 TRANS NO. 158
DISBURSEMENT CODE· 142

10/16 CASH DISBURSEMENT 940.00-
PAID TO NELSON GALLERY FOUNDATION
CHARITABLE CONTRIBUTION
T/A CHECK # 5921630
PAID FOR NO ONE
BATCH NO UC000292 TRANS NO. 02
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 1,000.00-
PAID TO AMERICAN RED CROSS
211 W ARMOUR BLVD
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 5977880
PAID FOR NO ONE
/A FOR HURRICANE SANDY RELIEF
BATCH NO. UC000480 TRANS NO 01
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 5,000 00-
PAID TO ANGEL FLIGHT CENTRAL
10 RICHARDS ROAD
KANSAS CITY MO 64116-4253
CHARITABLE CONTRIBUTION
T/A CHECK # 5977881
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO. 02
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 1,000 00-
PAID TO BISHOP SPENCER PLACE
4301 MADISON AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 5977882
PAID FOR NO ONE
/A IN MEMORY OF LAWSON JONES
BATCH NO. UC000480 TRANS NO 03
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 1,000 00-
PAID TO CAMPS FOR KIDS
1080 WASHINGTON
KANSAS CITY MO 64105
CHARITABLE CONTRIBUTION
T/A CHECK # 5977883
PAID FOR NO ONE
/A

BATCH NO UC000480 TRANS NO 04
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 1,000 00-
PAID TO CASA OF JOHNSON/WYANDOTTE COUNTIES
6901 SHAWNEE MSN PKWY #112
OVERLAND PARK KS 66202
CHARITABLE CONTRIBUTION
T/A CHECK # 5977884
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 05
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 10,000.00-
PAID TO CHILDREN'S MERCY HOSPITAL
ATTN: MICHAEL JOHNSON
2401 GILLHAM RD,RESOURCE DEV
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 5977885
PAID FOR NO ONE
/A TO THE CHILDREN'S CIRCLE OF CARE
BATCH NO. UC000480 TRANS NO 06
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 1,000.00-
PAID TO CHILDREN'S MERCY HOSPITAL
ATTN: MICHAEL JOHNSON
2401 GILLHAM RD,RESOURCE DEV
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 5977886
PAID FOR NO ONE
/A TO THE CRA TREAT OUR CHILDREN CAMPAIGN
BATCH NO UC000480 TRANS NO 07
DISBURSEMENT CODE. 142

11/29 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 # 5977887
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO 08
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 5,000 00-
PAID TO CITY UNION MISSION
1100 EAST 11TH ST
KANSAS CITY MO 64106
CHARITABLE CONTRIBUTION
T/A CHECK # 5977888

PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO. 09
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 1,000 00-
PAID TO GAMMA PHI BETA FOUNDATION
PO BOX 3796
LAWRENCE KS 66046
CHARITABLE CONTRIBUTION
T/A CHECK # 5977889
PAID FOR NO ONE
/A SIGMA CHAPTER
BATCH NO UC000480 TRANS NO. 10
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 1,000.00-
PAID TO GLOBAL ORPHAN PROJECT
6114 N 9 HIGHWAY
PARKVILLE MO 64152
CHARITABLE CONTRIBUTION
T/A CHECK # 5977890
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 11
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 5,000.00-
PAID TO HARVESTERS
PO 412233
KANSAS CITY MO 64141
CHARITABLE CONTRIBUTION
T/A CHECK # 5977891
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO 12
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 1,000 00-
PAID TO HEART OF AMERICA SHAKESPEARE
3619 BROADWAY ST
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 5977892
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO. 13
DISBURSEMENT CODE· 142

11/29 CASH DISBURSEMENT 2,000 00-
PAID TO HEART TO HEART INTERNATIONAL
401 S CLAIBORNE #302
OLATHE KS 66062
CHARITABLE CONTRIBUTION
T/A CHECK # 5977893
PAID FOR NO ONE

/A
BATCH NO UC000480 TRANS NO 14
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 12,500.00-
PAID TO KAUFFMAN CTR FOR THE PERFORMING ARTS
1601 BROADWAY
KANSAS CITY MO 64106
CHARITABLE CONTRIBUTION
T/A CHECK # 5977894
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 15
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 2,000.00-
PAID TO KCPT
125 E 31ST STREET
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 5977895
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO 16
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 5,000.00-
PAID TO LAKEMARY CENTER
100 LAKEMARY DR
PAOLA KS 66071
CHARITABLE CONTRIBUTION
T/A CHECK # 5977896
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 17
DISBURSEMENT CODE. 142

11/29 CASH DISBURSEMENT 1,000 00-
PAID TO LAWRENCE PUBLIC LIBRARY FOUNDATION
PO BOX 973
LAWRENCE, KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 5977897
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO 18
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 3,000 00-
PAID TO LIBERTY MEMORIAL ASSOCIATION
100 W 26TH ST
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 5977898
PAID FOR NO ONE
/A

BATCH NO UC000480 TRANS NO. 19
DISBURSEMENT CODE 142

11/29 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 # 5977899
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO. 20
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 1,000.00-
PAID TO LYRIC OPERA OF KANSAS CITY
1029 CENTRAL
KANSAS CITY MO 64105-1677
CHARITABLE CONTRIBUTION
T/A CHECK # 5977900
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO 21
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 10,000 00-
PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 5977901
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO 22
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 1,000 00-
PAID TO NEW HOUSE
PO BOX 240019
KANSAS CITY MO 64124
CHARITABLE CONTRIBUTION
T/A CHECK # 5977902
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 23
DISBURSEMENT CODE. 142

11/29 CASH DISBURSEMENT 1,000 00-
PAID TO POWELL GARDENS
1609 NW US HIGHWAY 50
KINGSVILLE MO 64061-9000
CHARITABLE CONTRIBUTION
T/A CHECK # 5977903
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO 24

DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 1,000.00-
PAID TO RONALD MCDONALD HOUSE CHARITIES KC
2502 CHERRY
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 5977904
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO. 25
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 5,000.00-
PAID TO ROSE BROOKS CENTER
PO BOX 320599
KANSAS CITY MO 64132
CHARITABLE CONTRIBUTION
T/A CHECK # 5977905
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO 26
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 25,000.00-
PAID TO ST LUKES HOSPITAL FOUNDATION
4225 BALTIMORE AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 5977906
PAID FOR NO ONE
/A WOMENS/CHILDREN,MOTHERS/BABIES POST PARTUM UNIT
BATCH NO UC000480 TRANS NO 27
DISBURSEMENT CODE: 142

11/29 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 # 5977907
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 28
DISBURSEMENT CODE. 142

11/29 CASH DISBURSEMENT 1,000.00-
PAID TO THE^CHILDREN'S PLACE
2 EAST 59TH ST
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 5977908
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO. 29

DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 10,000.00-
PAID TO THE FAMILY CONSERVANCY INC
444 MINNESOTA #200
KANSAS CITY KS 66101
CHARITABLE CONTRIBUTION
T/A CHECK # 5977909
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 30
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 1,000.00-
PAID TO TRUMAN MEDICAL CENTER
2310 HOLMES #735
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 5977910
PAID FOR NO ONE
/A
BATCH NO UC000480 TRANS NO 31
DISBURSEMENT CODE: 142

11/29 CASH DISBURSEMENT 2,000 00-
PAID TO THE SHELTER INC
105 WEST 11TH STREET
LAWRENCE KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 5977911
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 32
DISBURSEMENT CODE 142

11/29 CASH DISBURSEMENT 3,000 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 # 5977912
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 33
DISBURSEMENT CODE· 142

11/29 CASH DISBURSEMENT 5,000.00-
PAID TO UNITED WAY OF GREATER KANSAS CITY
1080 WASHINGTON
KANSAS CITY MO 64105
CHARITABLE CONTRIBUTION
T/A CHECK # 5977913
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 34

DISBURSEMENT CODE. 142

11/29 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 # 5977914
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 35
DISBURSEMENT CODE· 142

11/29 CASH DISBURSEMENT 3,000.00-
PAID TO KANSAS UNIVERSITY ENDOWMENT ASSOC.
ATTN DIR GIFT PLANNING
PO BOX 928
LAWRENCE KS 66044-0928
CHARITABLE CONTRIBUTION
T/A CHECK # 5977915
PAID FOR NO ONE
/A
BATCH NO. UC000480 TRANS NO. 36
DISBURSEMENT CODE. 142

12/27 CASH DISBURSEMENT 250.00-
PAID TO KU CANCER CENTER
2330 SHAWNEE MISSIOIN PKWY
WESTWOOD KS 66205
CHARITABLE CONTRIBUTION
T/A CHECK # 6023037
PAID FOR NO ONE
/A FOR THE MELANOMA RESEARCH FUND IN MEMORY OF
BATCH NO. UC000475 TRANS NO. 30
DISBURSEMENT CODE 142
BARBARA WETZLER
BATCH NO UC000475 TRANS NO 31

** SUMMARY FOR 01/01/12 THROUGH 12/31/12 **
MISCELLANEOUS DISBURSEMENTS
142 - CHARITABLE CONTRIBUTION 489,375 00- 0.00