Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, 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 or province, country, and ZIP or foreign postal code: MISSION HILLS, KS 66208

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,658,766.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	166,957.	162,480.	4,477.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	483,530.			
	b Gross sales price for all assets on line 6a 3,900,261.				
	7 Capital gain net income (from Part IV, line 2)		483,530.		
	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)	1,044.		1,044.	STMT 1
	12 **Total.** Add lines 1 through 11	651,531.	646,010.	5,521.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	117,266.	105,539.		11,727.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	4,000.	NONE	NONE	4,000.
	c Other professional fees (attach schedule) STMT 3	65,530.	65,530.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	9,778.	2,490.		
	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	196,574.	173,559.	NONE	15,727.
	25 Contributions, gifts, grants paid	456,080.			456,080.
	26 **Total expenses and disbursements** Add lines 24 and 25	652,654.	173,559.	NONE	471,807.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,123.			
	b **Net investment income** (if negative, enter -0-)		472,451.		
	c **Adjusted net income** (if negative, enter -0-)			5,521.	

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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	12,203.	582.	582.
2	Savings and temporary cash investments	289,867.	191,870.	191,870.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶		NONE	
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶		NONE	
5	Grants receivable		NONE	
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		NONE	
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE		NONE	
8	Inventories for sale or use		NONE	
9	Prepaid expenses and deferred charges		NONE	
10 a	Investments - U.S and state government obligations (attach schedule)		NONE	
b	Investments - corporate stock (attach schedule) STMT 5	4,670,252.	4,759,359.	5,330,001.
c	Investments - corporate bonds (attach schedule) STMT 10	1,072,490.	1,091,127.	1,136,313.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans		NONE	
13	Investments - other (attach schedule)		NONE	
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶		NONE	
15	Other assets (describe ▶)		NONE	
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,044,812.	6,042,938.	6,658,766.
Liabilities				
17	Accounts payable and accrued expenses		NONE	
18	Grants payable		NONE	
19	Deferred revenue		NONE	
20	Loans from officers, directors, trustees, and other disqualified persons		NONE	
21	Mortgages and other notes payable (attach schedule)		NONE	
22	Other liabilities (describe ▶)		NONE	
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. ▶ ☒			
27	Capital stock, trust principal, or current funds	6,044,812.	6,042,938.	
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)	6,044,812.	6,042,938.	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,044,812.	6,042,938.	

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	6,044,812.
2	Enter amount from Part I, line 27a	2	-1,123.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,043,689.
5	Decreases not included in line 2 (itemize) ▶ COST ADJ	5	751.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,042,938.

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	3,900,261.		3,416,731.	483,530.
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				483,530.
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	483,530.
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))
2012	492,448.	6,594,969.	0.074670
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

2 Total of line 1, column (d)	2	0.392323
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	0.078465
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,590,059.
5 Multiply line 4 by line 3	5	517,089.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,725.
7 Add lines 5 and 6	7	521,814.
8 Enter qualifying distributions from Part XII, line 4	8	471,807.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter: _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	9,449.
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	9,449.
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	9,449.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 16,444.		
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	16,444.
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	6,995.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 6,995. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for 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 2013 or the taxable year beginning in 2013 (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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2013, 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 2013?			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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013.)*			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 2013?			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? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 7221 MISSION ROAD APT 209, PRAIRIE VILLAGE, KS 66208	CHAIRMAN OF THE 0	-0-	-0-	-0-
LAURA H LINTECUM 2112 TOMAHAWK RD, MISSION HILLS, KS 66208	PRESIDENT 0	41,267.	-0-	-0-
ELIZABETH H WINETROUB 7912 PAWNEE ST, PRAIRIE VILLAGE, KS 66208	VICE PRESIDENT 0	38,926.	-0-	-0-
ANN H BUSH 2009 RIVIERA CT, LAWRENCE, KS 66047	BOARD MEMBER 0	37,073.	-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	6,690,415.
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	6,690,415.
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	6,690,415.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,356.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,590,059.
6	**Minimum investment return.** Enter 5% of line 5	6	329,503.

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	329,503.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,449.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	320,054.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	320,054.
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	320,054.

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	471,807.
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	471,807.
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	471,807.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					320,054.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				NONE	
b Total for prior years 20 11 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	51,544.				
b From 2009	182,516.				
c From 2010	199,733.				
d From 2011	225,352.				
e From 2012	181,010.				
f Total of lines 3a through e		840,155.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 471,807.					
a Applied to 2012, 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 2013 distributable amount					320,054.
e Remaining amount distributed out of corpus		151,753.			
5 Excess distributions carryover applied to 2013 *(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		991,908.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions)		51,544.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		940,364.			
10 Analysis of line 9:					
a Excess from 2009	182,516.				
b Excess from 2010	199,733.				
c Excess from 2011	225,352.				
d Excess from 2012	181,010.				
e Excess from 2013	151,753.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FOR DETAILS - SEE ATTACHED	NONE	PUBLIC	EXEMPT PURPOSE	456,080.
Total . . . . ▶ **3a**				456,080.
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	166,957.	
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	483,530.	
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	1,044.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				651,531.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 651,531.

(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 | 4/10/14 | 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	4/3/14		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

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.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	1,935,977.	1,826,751.	10,151.	119,377.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	119,377.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	2,094,707.	1,767,559.	3,378.	330,526.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	33,627.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	364,153.

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
17	Net short-term gain or (loss)	17			119,377.
18	Net long-term gain or (loss):				
a	Total for year	18a			364,153.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			550.
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			483,530.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and* **do not** *complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

20 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 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	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)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
990PF REFUND		1,044.	1,044.
	TOTALS	1,044.	1,044.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE		4,000.			4,000.
	TOTALS	4,000.	NONE	NONE	4,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A	65,530.	65,530.
TOTALS	65,530.	65,530.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	7,288.	
FOREIGN TAXES PAID	2,490.	2,490.
TOTALS	9,778.	2,490.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ATT INC		
ABBOTT LABORATORIES		
PFIZER INC	20,485.	20,798.
PHILIP MORRIS INTL	17,023.	16,380.
APPLE INC	29,365.	68,444.
GOOGLE INC	16,159.	31,380.
IBM CORP		
J P MORGAN CHASE CO	11,951.	20,234.
SCHWAB CHARLES CORP	17,004.	26,130.
UNION PACIFIC CORP	20,845.	23,184.
LAUDUS INTL MARKETMASTERS FD		
ROWE T PRICE MID CAP GWTH FD		
SCOUT INTERNATIONAL FUND		
CHEVRON CORPORATION	16,879.	18,237.
EMERSON ELEC CO		
SCHLUMBERGER LTD	33,289.	39,739.
VF CORP	17,699.	27,679.
CREDIT SUISSE COMM RET ST CO		
DRIEHAUS ACTIVE INCOME FUND		
LOOMIS SAYLES ABS STRAT Y		
COCA COLA COMPANY	16,931.	17,102.
HIGHLAND LONG SHORT EQUITY FD	359,985.	399,114.
NUVEEN REAL ESTATE SECURIT	131,098.	121,480.
TCW EMERGING MKTS INCOME FD	175,778.	166,936.
BERKSHIRE HATHAWAY INC	15,235.	16,954.
BLACKROCK INC		
CATERPILLAR INC		
COACH INC	18,987.	19,309.
COGNIZANT TECH SOLUTIONS	33,020.	52,005.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CULLEN FROST BANKERS INC		
CUMMINS INC		
CVS CAREMARK CORP	16,166.	25,837.
EMC CORPORATION	19,034.	19,064.
EQUITABLE CORP		
EXPEDITORS INTL WASH INC		
EXPRESS SCRIPTS HLDGS C	22,271.	29,290.
FIDELITY NATL INFORMATION SVCS	16,626.	24,478.
GILEAD SCIENCES INC	17,259.	30,491.
ITC HLDGS CORP		
KINDER MORGAN INC		
LORILLARD INC		
LOWES CO INC	16,754.	24,874.
MCCORMICK CO INC		
MICROCHIP TECHNOLOGY INC		
MICROSOFT CORP	18,245.	22,521.
MOTOROLA SOLUTIONS INC		
NEW YORK COMMUNITY BANCORP		
NEXTERA ENERGY INC	17,073.	18,323.
ONEOK INC		
PACCAR INC		
PERRIGO CO	22,983.	23,172.
PRICELINE COM INC	17,596.	29,060.
QUALCOMM INC	35,118.	43,139.
SOUTHERN COPPER CORP	16,574.	13,666.
STERICYCLE INC	15,730.	18,820.
TIME WARNER CABLE INC	17,162.	26,558.
VARIAN MED SYS INC	15,919.	20,510.
VISA INC CLASS A SHARES	17,007.	24,049.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO CO	15,623.	21,383.
ACCENTURE PLC		
EATON CORP PLC		
NOVO NORDISK AS ADR		
ROYAL DUTCH SHELL PLC ADR		
SEADRILL LIMITED		
ABERDEEN FDS EMRGN MKT INSTL	571,719.	546,611.
FORWARD INTL REAL ESTATE	193,537.	174,580.
I SHARES RUSSEL 3000 INDEX FD	276,958.	377,759.
NEUBERGER BERMAN GENESIS INSTL	106,703.	137,102.
PYXIS LONG SHORT EQUITY Z		
YUM BRANDS INC		
DRIEHAUS SELECT CREDIT FUND	265,000.	264,221.
LOOMIS SAYLES STRATEGIC ALPHA	265,438.	267,879.
OPPENHEIMER SR FLOAT RATE Y	150,000.	150,537.
MONSTER BERVERAGE CORP	16,637.	24,058.
PHILLIPS 66	16,927.	21,674.
VERISK ANALYTICS INC	16,713.	20,242.
ACE LTD	17,016.	19,257.
AIR LIQUIDE SA ADR	16,855.	19,632.
ALLIANZ SE ADR	18,771.	21,955.
ASTRAZENECA PLC SPONS ADR	34,237.	39,125.
BAIDU COM INC ADR	16,123.	31,307.
BRITISH AMERN TOB PLC SPON ADR	33,355.	34,267.
BUNGE LIMITED	16,265.	19,214.
COVIDIEN PLC	14,991.	18,047.
DASSAULT SYSTEMES SA ADR	23,272.	23,617.
DELHAIZE GROUP SPONS ADR	15,987.	15,746.
FANUC CORPORATION ADR	15,836.	20,146.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FLY LEASING LTD ADR	33,937.	34,470.
FRESENIUS MED CARE ADR	32,849.	34,619.
INDUSTRIAS BACHOCO SAB DE CV	36,515.	44,297.
ITAU UNIBANCO HOLDINGS SA ADR	16,332.	17,234.
LG DISPLAY CO LTD ADR	15,673.	16,705.
LONZA GROUP AG UNSPONS ADR	16,531.	21,291.
LOREAL UNSPONS ADR	16,433.	17,891.
LVMH MOET HENNESSY LOU VUITT	16,890.	17,934.
MIZUHO FNL GRP ADR	16,856.	16,590.
NATIONAL GRID PLC SPONS ADR	20,005.	23,515.
NESTLE SA SPONS ADR	18,418.	20,973.
NIPPON TELEGRAPH TELE ADR	34,980.	38,505.
NOVO NORDISK AS ADR	16,521.	19,769.
NTT DOCOMO INC ADR	16,690.	17,814.
ORIX CORP SPONS ADR	26,750.	31,185.
ROCHE HLDG LTD ADR	16,098.	19,586.
ROYAL DUTCH SHELL PLC ADR	46,383.	50,103.
SAP AG ADR	34,127.	39,213.
SCHNEIDER ELECT SA UNSPONS ADR	16,628.	20,183.
SEADRILL LIMITED	15,334.	19,020.
SMITH & NEPHEW PLC ADR	17,170.	21,092.
SUMITOMO MITSUI FINL GRP ADR	33,532.	38,068.
SYSMEX CORP UNSPONS ADR	16,784.	14,665.
TAIWAN SEMICONDUCTOR ADR	18,251.	18,399.
TEVA PHARMACEUTICAL INDS LTD	33,157.	33,306.
TOYOTA MTR CORP ADR	16,690.	15,850.
TURKIYE GARANTI BANKASI AS ADR	16,945.	12,740.
XINYUAN REAL ESTATE CO LTD ADR	17,233.	20,004.
ROBECO BOSTON PTNS LS RSRCH	370,869.	409,705.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SPDR S&P 500 ETF TRUST	199,108.	218,304.
T ROWE PRICE MID CAP GROWTH FD	184,457.	259,655.
TOTALS	4,759,359.	5,330,001.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BANK OF NY MELLON 3.1% 1/15/15	100,524.	102,693.
BOEING CO 3.50% 2/15/15	99,738.	103,298.
ATT INC 5.50% 2/1/18	101,603.	112,568.
CISCO SYSTEMS 4.950% 2/15/19	102,342.	112,483.
ONTARIO PROVINCE 4.10% 6/16/14	101,750.	101,730.
QUEBEC PROVINCE 4.625% 5/14/18	99,807.	111,800.
IBM CORP 2.10% 5/6/13		
MICROSOFT CORP 2.950% 6/1/14	52,524.	50,525.
CAMPBELL SOUP CO 3.05% 7/15/17	50,246.	52,155.
ABBOTT LABS 4.125% 5/27/20	52,593.	53,839.
BARCLAYS BANK PLC 9/3/13		
BARCLAYS 24MO 1YR MTN 4% 3/1	130,000.	134,225.
WELLS FARGO MTN 6/18/15	50,000.	52,344.
WFC 3Y 1YR MTN 2.2% 10/19/16	100,000.	97,423.
BANK LOF MONTREAL 6/18/15	50,000.	51,230.
TOTALS	1,091,127.	1,136,313.

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

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
HARTLEY FAMILY FOUNDATION	74-2822359

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
243. ABBOTT LABORATORIES	08/06/2012	01/31/2013	8,043.00	7,757.00			286.00
243. ABBVIE INC	08/06/2012	02/05/2013	9,120.00	8,412.00			708.00
451. ABBVIE INC	01/31/2013	03/25/2013	17,654.00	16,538.00			1,116.00
395. ABBVIE INC	04/12/2013	07/24/2013	17,165.00	16,905.00			260.00
288. AMERICAN EXPRESS CO	01/02/2013	01/31/2013	17,026.00	16,885.00			141.00
272. AMERICAN EXPRESS CO	02/12/2013	07/24/2013	20,504.00	16,973.00			3,531.00
305. BERKSHIRE HATHAWAY IN	06/26/2012	03/25/2013	31,238.00	24,750.00			6,488.00
191. BERKSHIRE HATHAWAY IN	04/12/2013	07/24/2013	22,309.00	18,868.00			3,441.00
92. BLACKROCK INC	06/22/2012	02/19/2013	22,524.00	15,916.00			6,608.00
188. CATERPILLAR INC	07/06/2012	01/31/2013	18,409.00	15,834.00			2,575.00
198. CATERPILLAR INC	02/05/2013	02/19/2013	18,958.00	19,600.00			-642.00
340. COACH INC	11/05/2012	01/31/2013	17,544.00	19,589.00	W	2,045.00	
412. COCA COLA COMPANY	07/09/2012	03/25/2013	16,500.00	16,049.00			451.00
144. COMPANHIA BRASILEIRA R	05/06/2013	06/25/2013	6,057.00	8,034.00			-1,977.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
HARTLEY FAMILY FOUNDATION	74-2822359

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

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[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
7207.227 CREDIT SUISSE COM	07/24/2013	11/13/2013	51,027.00	56,199.00			-5,172.00
288.0035 CULLEN FROST BANK	09/05/2012	01/02/2013	15,840.00	16,194.00	W	354.00	
258.9965 CULLEN FROST BANK	09/05/2012	01/02/2013	14,245.00	14,594.00			-349.00
314. CULLEN FROST BANKERS	10/04/2012	03/25/2013	19,531.00	18,853.00			678.00
170. CUMMINS INC	06/12/2012	01/31/2013	19,528.00	16,277.00			3,251.00
283. CUMMINS INC	02/19/2013	07/24/2013	32,864.00	33,714.00			-850.00
661. E M C CORPORATION	12/17/2012	01/31/2013	16,267.00	16,624.00	W	357.00	
588. EQUITABLE CORP	11/05/2012	01/31/2013	35,191.00	32,541.00			2,650.00
906. EXPEDITORS INTL WASH	04/12/2013	06/25/2013	33,783.00	33,078.00			705.00
551. FIDELITY NATL INFORMA INC	01/02/2013	02/12/2013	20,084.00	19,408.00			676.00
630. GILEAD SCIENCES INC	07/06/2012	02/05/2013	25,496.00	16,083.00			9,413.00
518. ISHARES RUSSEL 3000 I	06/11/2012	02/05/2013	46,466.00	40,235.00			6,231.00
40. ISHARES RUSSEL 3000 IN	06/14/2012	02/05/2013	3,588.00	3,132.00			456.00
163. ISHARES RUSSEL 3000 I	06/14/2012	04/12/2013	15,293.00	12,764.00			2,529.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
HARTLEY FAMILY FOUNDATION	74-2822359

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
17. ISHARES RUSSEL 3000 IN	06/22/2012	04/12/2013	1,595.00	1,339.00			256.00
235. ITC HOLDINGS CORP	06/26/2012	02/12/2013	19,207.00	15,660.00			3,547.00
498. KINDER MORGAN INC	06/26/2012	02/19/2013	18,724.00	15,479.00			3,245.00
427.99933 LORILLARD INC	06/22/2012	01/31/2013	16,740.00	17,764.00	W	1,024.00	
110.00067 LORILLARD INC	06/22/2012	01/31/2013	4,302.00	4,729.00			-427.00
274. MCCORMICK CO NON VTG	06/22/2012	03/25/2013	19,774.00	15,897.00			3,877.00
876. MICROSOFT CORP	06/26/2012	01/31/2013	24,238.00	26,523.00	W	2,285.00	
303.9987 MICROSOFT CORP	07/01/2012	02/12/2013	8,485.00	9,188.00			-703.00
337.0013 MICROSOFT CORP	06/27/2012	02/12/2013	9,406.00	10,179.00	W	773.00	
651. MICROCHIP TECHNOLOGY	06/29/2012	01/02/2013	21,717.00	20,996.00			721.00
827. MICROCHIP TECHNOLOGY	01/31/2013	02/12/2013	30,069.00	27,512.00			2,557.00
452. MICROCHIP TECHNOLOGY	02/19/2013	06/25/2013	16,518.00	16,447.00			71.00
303. MOTOROLA SOLUTIONS IN	07/06/2012	02/19/2013	18,577.00	14,232.00			4,345.00
264. MOTOROLA SOLUTIONS IN	04/12/2013	07/24/2013	14,581.00	16,789.00			-2,208.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
HARTLEY FAMILY FOUNDATION	74-2822359

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☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
247. NATIONAL OILWELL VARC	02/12/2013	07/24/2013	17,772.00	17,077.00			695.00
700.26 LOOMIS SAYLES STRAT FUND Y	04/17/2012	03/25/2013	7,262.00	6,863.00			399.00
1285. NEW YORK COMMUNITY B	06/22/2012	03/25/2013	18,208.00	16,033.00			2,175.00
407. NEXTERA ENERGY INC	06/26/2012	03/25/2013	31,058.00	27,233.00			3,825.00
146. NOVO NORDISK AS A D R	07/03/2012	03/25/2013	23,595.00	21,255.00			2,340.00
720.631 NUVEEN REAL ESTATE	06/08/2012	04/12/2013	17,065.00	15,051.00			2,014.00
387. ONEOK INC	01/02/2013	07/24/2013	16,622.00	16,858.00			-236.00
366. PACCAR INC	12/17/2012	01/02/2013	17,140.00	16,202.00			938.00
391. PACCAR INC	01/31/2013	02/19/2013	18,825.00	18,743.00			82.00
137. PERRIGO CO	07/09/2012	01/31/2013	13,590.00	16,178.00	W	2,588.00	
14. PERRIGO CO	02/12/2013	12/19/2013	563.00				563.00
494. PFIZER INC	02/05/2013	02/12/2013	13,378.00	13,634.00			-256.00
27. PRICELINE COM INC	11/05/2012	01/02/2013	17,099.00	17,052.00			47.00
229. QUALCOMM INC	06/14/2012	01/31/2013	15,329.00	13,202.00			2,127.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

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Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: HARTLEY FAMILY FOUNDATION

Social security number or taxpayer identification number: 74-2822359

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1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
243. ROYAL DUTCH SHELL PLC	06/29/2012	02/05/2013	16,791.00	16,080.00			711.00
387. ROYAL DUTCH SHELL PLC	02/12/2013	03/25/2013	25,132.00	26,187.00			-1,055.00
228. SCHLUMBERGER LTD	09/05/2012	01/31/2013	17,802.00	16,247.00			1,555.00
2611.128 LAUDUS INTL MARKE FUND SEL	07/06/2012	06/25/2013	53,084.00	45,952.00			7,132.00
358.266 LAUDUS INTL MARKET SEL	06/29/2012	06/25/2013	7,284.00	6,266.00			1,018.00
6067.318 LAUDUS INTL MARKE FUND SEL	12/17/2012	06/25/2013	123,349.00	116,593.00			6,756.00
3265.392 LAUDUS INTL MARKE FUND SEL	02/12/2013	07/24/2013	71,643.00	67,129.00			4,514.00
1261. SCHWAB CHARLES CORP	06/29/2012	02/05/2013	21,001.00	16,341.00			4,660.00
1091.46 SCOUT INTERNATIONA	09/05/2012	06/25/2013	35,767.00	32,308.00			3,459.00
449.411 SCOUT INTERNATIONA	11/05/2012	06/25/2013	14,727.00	14,219.00			508.00
2213.206 SCOUT INTERNATION	12/17/2012	06/25/2013	72,527.00	72,903.00			-376.00
2186.48 SCOUT INTERNATIONA	02/12/2013	07/24/2013	77,030.00	74,402.00			2,628.00
639. SOUTHERN COPPER CORP	06/12/2012	02/19/2013	25,273.00	18,250.00			7,023.00
178. STERICYCLE INC	09/05/2012	02/05/2013	16,797.00	16,376.00			421.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

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Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: HARTLEY FAMILY FOUNDATION

Social security number or taxpayer identification number: 74-2822359

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1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
188. STERICYCLE INC	02/19/2013	03/25/2013	19,480.00	18,132.00			1,348.00
4497.156 TCW EMERGING MARK FUND	06/08/2012	03/25/2013	41,779.00	39,116.00			2,663.00
10834.348 TCW EMERGING MAR FUND	07/24/2013	11/13/2013	90,683.00	99,627.00			-8,944.00
204. TIME WARNER CABLE INC	06/14/2012	01/31/2013	19,041.00	15,824.00			3,217.00
36. TIME WARNER CABLE INC	06/26/2012	01/31/2013	3,360.00	2,810.00			550.00
168. TIME WARNER CABLE INC	06/26/2012	02/12/2013	14,776.00	13,112.00			1,664.00
188. TIME WARNER CABLE INC	02/05/2013	02/12/2013	16,535.00	16,649.00	W	114.00	
111. V F CORP	12/17/2012	02/12/2013	16,961.00	16,700.00			261.00
112. VISA INC	12/17/2012	02/05/2013	17,755.00	16,644.00			1,111.00
146. WHIRLPOOL CORP	04/29/2013	07/24/2013	18,799.00	16,993.00			1,806.00
255. YUM BRANDS INC	06/22/2012	01/31/2013	16,377.00	16,988.00	W	611.00	
218. YUM BRANDS INC	07/03/2012	01/31/2013	14,001.00	13,891.00			110.00
7. YUM BRANDS INC	02/05/2013	07/24/2013	496.00	435.00			61.00
370. EATON CORP PLC	11/30/2012	02/19/2013	22,583.00	19,220.00			3,363.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
HARTLEY FAMILY FOUNDATION	74-2822359

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
.125 MALLINCKRODT PLC W I	06/25/2013	07/18/2013	5.00	5.00			
33. MALLINCKRODT PLC W I	06/25/2013	07/24/2013	1,446.00	1,431.00			15.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			1,935,977.	1,826,751.		10,151.	119,377.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000

Form **8949** (2013)

DB0074 2WYB 402-130012668200 39

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
HARTLEY FAMILY FOUNDATION	74-2822359

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
749. ATT INC	09/21/2009	07/24/2013	26,305.00	19,324.00			6,981.00
298. ABBOTT LABORATORIES	12/15/2004	01/31/2013	9,864.00	5,668.00			4,196.00
298. ABBVIE INC	12/15/2004	02/05/2013	11,184.00	6,146.00			5,038.00
130000. BARC 24M IYR 9/30/13	09/27/2011	09/30/2013	153,400.00	130,000.00			23,400.00
3. BERKSHIRE HATHAWAY INC	06/22/2012	07/24/2013	350.00	244.00			106.00
289. CHEVRON CORPORATION	06/10/2010	02/12/2013	33,726.00	21,212.00			12,514.00
456. COCA COLA COMPANY	12/14/2011	02/12/2013	17,118.00	15,132.00			1,986.00
24. COCA COLA COMPANY	12/14/2011	03/25/2013	961.00	796.00			165.00
144. COMPANHIA BRASILEIRA R		05/30/2013	1.00				1.00
82.40485 CREDIT SUISSE COM	07/25/2011	03/25/2013	655.00	789.00	W	134.00	
2023.02915 CREDIT SUISSE C CO	07/25/2011	03/25/2013	16,083.00	19,381.00			-3,298.00
2120.51 CREDIT SUISSE COMM	05/06/2011	03/25/2013	16,858.00	20,102.00	W	3,244.00	
17534.003 CREDIT SUISSE CO	06/22/2012	11/13/2013	124,141.00	130,383.00			-6,242.00
11223.222 CREDIT SUISSE CO	11/05/2012	11/13/2013	79,460.00	94,990.00			-15,530.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
HARTLEY FAMILY FOUNDATION	74-2822359

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
21168.413 DRIEHAUS ACTIVE	08/22/2012	11/13/2013	228,196.00	230,861.00			-2,665.00
356. EMERSON ELEC CO	06/10/2010	06/25/2013	19,419.00	16,197.00			3,222.00
6426.321 HIGHLAND LONG SHO	03/25/2011	04/12/2013	73,838.00	72,232.00			1,606.00
8304.932 HIGHLAND LONG SHO	06/01/2011	04/12/2013	95,424.00	93,680.00			1,744.00
94. INTERNATIONAL BUSINESS CORP	06/04/2009	02/12/2013	18,843.00	9,979.00			8,864.00
84. INTERNATIONAL BUSINESS CORP	06/04/2009	03/25/2013	17,747.00	8,917.00			8,830.00
50000. IBM CORP 5/06/13	06/30/2010	05/06/2013	50,000.00	51,363.00			-1,363.00
409. J P MORGAN CHASE CO	06/04/2009	02/12/2013	20,110.00	14,127.00			5,983.00
646. LORILLARD INC	06/27/2012	07/24/2013	28,734.00	27,396.00			1,338.00
3529.409 LOOMIS SAYLES STR FUND Y	02/27/2012	03/25/2013	36,600.00	33,848.00			2,752.00
247.92 NEUBERGER BERMAN GE FD	06/22/2012	07/24/2013	14,479.00	11,593.00			2,886.00
38.179 NEUBERGER BERMAN GE FD	06/26/2012	07/24/2013	2,230.00	1,768.00			462.00
32. ONEOK INC	06/22/2012	07/24/2013	1,374.00	1,352.00			22.00
137. PERRIGO CO	07/21/2012	12/19/2013	2,921.00				2,921.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
HARTLEY FAMILY FOUNDATION	74-2822359

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1118. PFIZER INC	12/24/2007	01/31/2013	30,647.00	26,374.00			4,273.00
608. PFIZER INC	12/24/2007	02/12/2013	16,466.00	14,343.00			2,123.00
370. PHILIP MORRIS INTL	12/27/2006	02/12/2013	33,388.00	16,771.00			16,617.00
295. QUALCOMM INC	01/09/2012	01/31/2013	19,747.00	16,625.00			3,122.00
1799.821 T ROWE PRICE MID FD #64	06/04/2009	02/19/2013	110,023.00	70,571.00			39,452.00
595.562 T ROWE PRICE MID C #64	06/04/2009	07/24/2013	40,736.00	23,352.00			17,384.00
6017.486 LAUDUS INTL MARKE FUND SEL	06/04/2009	04/29/2013	129,797.00	78,408.00			51,389.00
885.176 LAUDUS INTL MARKET SEL	06/04/2009	05/06/2013	19,323.00	11,534.00			7,789.00
2164.229 LAUDUS INTL MARKE FUND SEL	06/04/2009	06/25/2013	43,999.00	28,200.00			15,799.00
1745.758 LAUDUS INTL MARKE FUND SEL	06/29/2012	07/24/2013	38,302.00	29,833.00			8,469.00
717.368 SCOUT INTERNATIONA	06/04/2009	04/29/2013	25,215.00	17,167.00			8,048.00
776.683 SCOUT INTERNATIONA	06/04/2009	05/06/2013	27,580.00	18,586.00			8,994.00
6409.229 SCOUT INTERNATION	06/04/2009	06/25/2013	210,030.00	153,373.00			56,657.00
6896.532 TCW EMERGING MARK FUND	06/26/2012	08/27/2013	57,034.00	59,543.00			-2,509.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
HARTLEY FAMILY FOUNDATION	74-2822359

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You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example. 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
11683.24 TCW EMERGING MARK FUND	09/05/2012	11/13/2013	97,789.00	105,693.00			-7,904.00
250. UNION PACIFIC CORP	06/04/2009	02/12/2013	33,622.00	13,139.00			20,483.00
108. V F CORP	06/10/2010	02/12/2013	16,503.00	8,349.00			8,154.00
289. YUM BRANDS INC	07/03/2012	07/24/2013	20,461.00	18,608.00			1,853.00
325. ACCENTURE PLC CL A	07/03/2012	07/24/2013	24,024.00	19,610.00			4,414.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			2,094,707.	1,767,559.		3,378.	330,526.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

TRANSACTIONS FROM 01/01/13 TO 12/31/13 - ALL PORTFOLIO 02/13/14 07:49
130012668200 HARTLEY FAMILY FOUND IMA UMA PRIN. CASH INCOME CASH

01/03 CASH DISBURSEMENT 20,000.00-
PAID TO WILLIAMS FUND
CHARITABLE CONTRIBUTION
T/A CHECK # 6035027
PAID FOR NO ONE
/A
BATCH NO. UC000035 TRANS NO. 01
DISBURSEMENT CODE: 142

01/15 CASH DISBURSEMENT 20,000.00-
PAID TO VILLAGE PRESBYTERIAN CHURCH
6641 MISSION RD
PRAIRIE VILLAGE KS 66208
CHARITABLE CONTRIBUTION
T/A CHECK # 6052699
PAID FOR NO ONE
/A
BATCH NO. UC000258 TRANS NO. 46
DISBURSEMENT CODE: 142

01/29 CASH DISBURSEMENT 15,000.00-
PAID TO ST ANDREWS EPISCOPAL CHURCH
6401 WORNALL TERRACE
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 6072266
PAID FOR NO ONE
/A
BATCH NO. UC000517 TRANS NO. 07
DISBURSEMENT CODE: 142

01/29 CASH DISBURSEMENT 100.00-
PAID TO OPERATION BREAKTHROUGH
PO BOX 412482
KANSAS CITY MO 64141-2482
CHARITABLE CONTRIBUTION
T/A CHECK # 6072267
PAID FOR NO ONE
IN MEMORY OF PEGGY KILROY
BATCH NO. UC000517 TRANS NO. 08
DISBURSEMENT CODE: 142

04/03 CASH DISBURSEMENT 100.00-
PAID TO ZION LUTHERAN CHURCH
621 N MILL ST
BELOIT KS 67420
CHARITABLE CONTRIBUTION
T/A CHECK # 6160582
PAID FOR NO ONE
/A AS A MEMORIAL IN MEMORY OF MRS JOANN G NORRIS
BATCH NO. UC000067 TRANS NO. 187
DISBURSEMENT CODE: 142

04/09 CASH DISBURSEMENT 250.00-
PAID TO AIDS WALK KANSAS CITY
PO BOX 32192

TRANSACTIONS FROM 01/01/13 TO 12/31/13 - ALL PORTFOLIO 02/13/14 07:49

130012668200 HARTLEY FAMILY FOUND IMA UMA PRIN. CASH INCOME CASH

KANSAS CITY MO 64171-5192
CHARITABLE CONTRIBUTION
T/A CHECK # 6168110
PAID FOR NO ONE
/A
BATCH NO. UC000187 TRANS NO. 48
DISBURSEMENT CODE: 142

04/09 CASH DISBURSEMENT 500.00-
PAID TO KANSAS UNIVERSITY ENDOWMENT ASSOC.
ATTN: DIR GIFT PLANNING
PO BOX 928
LAWRENCE KS 66044-0928
CHARITABLE CONTRIBUTION
T/A CHECK # 6168111
PAID FOR NO ONE
/A IN MEMORY OF JOAN EDWARDS FOR SCHOLARSHIPS
BATCH NO. UC000187 TRANS NO. 49
DISBURSEMENT CODE: 142
AT THE EDWARDS CAMPUS
BATCH NO. UC000187 TRANS NO. 50

04/09 CASH DISBURSEMENT 100.00-
PAID TO DREAM FACTORY OF GREATER KANSAS CITY
C/O DONATIONS
PO BOX 26185
SHAWNEE MISSION KS 66225-6185
CHARITABLE CONTRIBUTION
T/A CHECK # 6168112
PAID FOR NO ONE
/A IN MEMORY OF ALICE PLATT
BATCH NO. UC000187 TRANS NO. 52
DISBURSEMENT CODE. 142
AT THE EDWARDS CAMPUS
BATCH NO. UC000187 TRANS NO. 53

04/09 CASH DISBURSEMENT 100.00-
PAID TO LEAVENWORTH PUBLIC SCHOOLS EDUC FDN
PO BOX 969
LEAVENWORTH KS 66048
CHARITABLE CONTRIBUTION
T/A CHECK # 6168113
PAID FOR NO ONE
/A IN MEMORY OF MRS. PATRICIA ANN LOVELL
BATCH NO. UC000187 TRANS NO. 160
DISBURSEMENT CODE 142

04/22 CASH DISBURSEMENT 250.00-
PAID TO FRONT PORCH ALLIANCE
3210 MICHIGAN
KANSAS CITY MO 64109
CHARITABLE CONTRIBUTION
T/A CHECK # 6189421
PAID FOR NO ONE
/A
BATCH NO. UC000455 TRANS NO. 110

130012668200 HARTLEY FAMILY FOUND IMA UMA PRIN. CASH INCOME CASH

DISBURSEMENT CODE: 142

05/09 CASH DISBURSEMENT 1,130.00-
PAID TO JEWELL BALL
CHARITABLE CONTRIBUTION
T/A CHECK # 6216035
PAID FOR NO ONE
/A
BATCH NO. UC000182 TRANS NO. 23
DISBURSEMENT CODE: 142

06/17 CASH DISBURSEMENT 100.00-
PAID TO SECOND PRESBYTERIAN CHURCH
318 E 55TH STREET
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 6264735
PAID FOR NO ONE
IN MEMORY OF WALLACE BURGER
BATCH NO. UC000273 TRANS NO. 09
DISBURSEMENT CODE: 142

06/24 CASH DISBURSEMENT 3,000.00-
PAID TO REACH OUT AND READ- KANSAS CITY
3901 RAINBOW BLVD MS 1501
KANSAS CITY KS 66160
CHARITABLE CONTRIBUTION
T/A CHECK # 6272575
PAID FOR NO ONE
/A FOR KINDERGARTEN BOOK BAG PROGRAM
BATCH NO. UC000389 TRANS NO. 93
DISBURSEMENT CODE: 142

06/24 CASH DISBURSEMENT 1,000.00-
PAID TO WAYSIDE WAIFS
3901 E 119TH ST
KANSAS CITY MO 64137
CHARITABLE CONTRIBUTION
T/A CHECK # 6272576
PAID FOR NO ONE
/A FOR WISH LIST DONATION
BATCH NO. UC000389 TRANS NO. 94
DISBURSEMENT CODE: 142

06/24 CASH DISBURSEMENT 3,000.00-
PAID TO HEART TO HEART INTERNATIONAL
401 S CLAIRBORNE RD STE 302
OLATHE KS 66062
CHARITABLE CONTRIBUTION
T/A CHECK # 6272577
PAID FOR NO ONE
/A
BATCH NO. UC000389 TRANS NO. 95
DISBURSEMENT CODE: 142

06/24 CASH DISBURSEMENT 2,500.00-

130012668200 HARTLEY FAMILY FOUND IMA UMA PRIN. CASH INCOME CASH

PAID TO KANSAS CITY REPERTORY THEATRE
4825 TROOST AVE STE 101
KANSAS CITY MO 64110
CHARITABLE CONTRIBUTION
T/A CHECK # 6272578
PAID FOR NO ONE
/A FOR MATCHING CHALLENGE
BATCH NO. UC000389 TRANS NO. 97
DISBURSEMENT CODE: 142

06/24 CASH DISBURSEMENT 100.00-
PAID TO SECOND PRESBYTERIAN CHURCH
318 E 55TH ST
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 6272579
PAID FOR NO ONE
/A IN MEMORY OF O.J .HARPER
BATCH NO. UC000389 TRANS NO. 99
DISBURSEMENT CODE: 142

07/01 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 # 6282904 SEQ # 160
PAID FOR NO ONE
/A PLEDGE FOR 2013
BATCH NO. ZY000026 TRANS NO. 358
DISBURSEMENT CODE: 142

07/11 CASH DISBURSEMENT 2,500.00-
PAID TO AMERICAN RED CROSS
CHARITABLE CONTRIBUTION
T/A CHECK # 6297964
PAID FOR NO ONE
/A
BATCH NO. UB000225 TRANS NO. 07
DISBURSEMENT CODE: 142

07/11 CASH DISBURSEMENT 100.00-
PAID TO KCPT
125 EAST 31ST ST
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 6299130
PAID FOR NO ONE
/A IN MEMORY OF ALICE VARNER KULP
BATCH NO. UC000209 TRANS NO. 03
DISBURSEMENT CODE. 142

08/22 CASH DISBURSEMENT 2,500.00-
PAID TO ST LUKES HOSPITAL FOUNDATION
4225 BALTIMORE AVE

KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 6354931
PAID FOR NO ONE
/A
BATCH NO. UC000412 TRANS NO. 01
DISBURSEMENT CODE: 142

09/12	CASH DISBURSEMENT	2,910.00-	

PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 6381534
PAID FOR NO ONE
/A SOCIETY OF FELLOWS MEMBERSHIP RENEWAL FOR
BATCH NO. UC000212 TRANS NO. 311
DISBURSEMENT CODE: 142
ELIZABETH HARTLEY WINETROUB
BATCH NO. UC000212 TRANS NO 312

09/23	CASH DISBURSEMENT	150,000.00-	

PAID TO KANSAS UNIVERSITY ENDOWMENT ASSOC.
ATTN: DIR GIFT PLANNING
PO BOX 928
LAWRENCE KS 66044-0928
CHARITABLE CONTRIBUTION
T/A CHECK # 6394050 SEQ # 31
PAID FOR NO ONE
/A REMAINING PLEDGE FOR 2013
BATCH NO. ZY001376 TRANS NO. 42
DISBURSEMENT CODE: 142

09/30	CASH DISBURSEMENT	50.00-	

PAID TO FIRST PRESBYTERIAN CHURCH
407 WALNUT
LEAVENWORTH KS 66048
CHARITABLE CONTRIBUTION
T/A CHECK # 6405475
PAID FOR NO ONE
IN MEMORY OF LINDA SCHROEDER
BATCH NO. UC000541 TRANS NO. 01
DISBURSEMENT CODE: 142

10/31	CASH DISBURSEMENT	940.00-	

PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 6447289
PAID FOR NO ONE
/A SOCIETY OF FELLOWS MEMBERSHIP RENEWAL FOR
BATCH NO. UC000580 TRANS NO. 05
DISBURSEMENT CODE: 142
ELIZABETH HARTLEY WINETROUB
BATCH NO. UC000580 TRANS NO. 06

130012668200 HARTLEY FAMILY FOUND IMA UMA PRIN. CASH INCOME CASH

11/04 CASH DISBURSEMENT 100.00-
PAID TO KU ENDOWMENT, FUND DEVELOPMENT
2330 SHAWNEE MISSION PKWY, STE. 302
WESTWOOD, KS. 66205
CHARITABLE CONTRIBUTION
T/A CHECK # 6452041
PAID FOR NO ONE
/A IN MEMORY OF KEITH HODGSON
BATCH NO. UC000044 TRANS NO 08
DISBURSEMENT CODE. 142

11/04 CASH DISBURSEMENT 750.00-
PAID TO FBIKCCAAA
C/O MIKE FOSTER, TREASURER
310 W 49TH ST, #1002
KANSAS CITY MO 64112
CHARITABLE CONTRIBUTION
T/A CHECK # 6452042
PAID FOR NO ONE
/A LIFETIME CONTRIBUTION FOR ANN BUSH, 2013 CA
BATCH NO. UC000044 TRANS NO. 09
DISBURSEMENT CODE: 142
MEMBER
BATCH NO. UC000044 TRANS NO. 10

12/09 CASH DISBURSEMENT 12,500.00-
PAID TO KAUFFMAN CTR FOR THE PERFORMING ARTS
1601 BROADWAY
KANSAS CITY MO 64106
CHARITABLE CONTRIBUTION
T/A CHECK # 6495844 SEQ # 8
PAID FOR NO ONE
/A
BATCH NO. ZY000345 TRANS NO. 16
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 10,000.00-
PAID TO NELSON GALLERY FOUNDATION
4525 OAK STREET
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 6495845 SEQ # 9
PAID FOR NO ONE
/A USE FOR ANNUAL FUND FOR ARTS EDUCATION
BATCH NO. ZY000345 TRANS NO. 17
DISBURSEMENT CODE: 142

12/09 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 # 6495846 SEQ # 10
PAID FOR NO ONE

/A
BATCH NO. ZY000345 TRANS NO. 18
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 2,000.00-
PAID TO KANSAS UNIVERSITY ENDOWMENT ASSOC.
ATTN: DIR GIFT PLANNING
PO BOX 928
LAWRENCE KS 66044-0928
CHARITABLE CONTRIBUTION
T/A CHECK # 6495847 SEQ # 11
PAID FOR NO ONE
/A FOR DOLE INSTITUTE OF POLITICS
BATCH NO. ZY000345 TRANS NO. 19
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 10,000.00-
PAID TO OPERATION BREAKTHROUGH
PO BOX 412482
KANSAS CITY MO 64141-2482
CHARITABLE CONTRIBUTION
T/A CHECK # 6495848 SEQ # 12
PAID FOR NO ONE
/A
BATCH NO. ZY000345 TRANS NO. 20
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO KANSAS UNIVERSITY ENDOWMENT ASSOC.
ATTN: DIR GIFT PLANNING
PO BOX 928
LAWRENCE KS 66044-0928
CHARITABLE CONTRIBUTION
T/A CHECK # 6495808
PAID FOR NO ONE
/A FOR KANSAS AUDIO READER NETWORK
BATCH NO. UB000164 TRANS NO. 05
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO JUNIOR LEAGUE OF KANSAS CITY MO
9215 WARD PARKWAY
KANSAS CITY MO 64114-3307
CHARITABLE CONTRIBUTION
T/A CHECK # 6495809
PAID FOR NO ONE
/A FOR THE COMMUNITY ENDOWMENT FUND
BATCH NO. UC000146 TRANS NO. 01
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO THE EISENHOWER FOUNDATION
PO BOX 295
ABILENE KS 67410
CHARITABLE CONTRIBUTION
T/A CHECK # 6495810

PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 02
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 25,000.00-
PAID TO ST LUKES HOSPITAL FOUNDATION
4225 BALTIMORE AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 6495811
PAID FOR NO ONE
/A 2 YR PLEDGE- FOR PURCHASE OF NEW BREAST
BATCH NO. UC000146 TRANS NO. 03
DISBURSEMENT CODE: 142
TOMOSYNTHESIS MACHINE
BATCH NO. UC000146 TRANS NO. 04

12/09 CASH DISBURSEMENT 5,000.00-
PAID TO ANGEL FLIGHT CENTRAL
CHARLES WHEELER AIRPORT
10 RICHARDS RD.
KANSAS CITY MO 64116
CHARITABLE CONTRIBUTION
T/A CHECK # 6495812
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 05
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO BISHOP SPENCER PLACE
4301 MADISON AVE
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 6495813
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 06
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 2,500.00-
PAID TO BOYS AND GIRLS CLUBS OF GREATER KC
6301 ROCKHILL RD #303
KANSAS CITY MO 64131
CHARITABLE CONTRIBUTION
T/A CHECK # 6495814
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 07
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO CASA OF JOHNSON/WYANDOTTE CO'S
5700 BROADMOOR ST #201
MISSION KS 66202

CHARITABLE CONTRIBUTION
T/A CHECK # 6495815
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 08
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO CHRISTO REY
211 W LINWOOD BLVD
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 6495816
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 09
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 10,000.00-
PAID TO CHILDREN'S MERCY HOSPITAL
2401 GILLHAM RD
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 6495817
PAID FOR NO ONE
/A TO HELP PURCHASE A ECMO/ECPR PUMP FOR NICU
BATCH NO. UC000146 TRANS NO. 10
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO CHILDREN'S TLC
3101 MAIN
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 6495818
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 11
DISBURSEMENT CODE 142

12/09 CASH DISBURSEMENT 5,000.00-
PAID TO CITY UNION MISSION
1100 EAST 11TH ST
KANSAS CITY MO 64106
CHARITABLE CONTRIBUTION
T/A CHECK # 6495819
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 12
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO GAMMA PHI BETA FOUNDATION
UNIVERSITY OF KANSAS
PO BOX 3796
LAWRENCE KS 66046

CHARITABLE CONTRIBUTION
T/A CHECK # 6495820
PAID FOR NO ONE
/A SIGMA CHAPTER
BATCH NO. UC000146 TRANS NO. 13
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO GLOBAL ORPHAN PROJECT
6114 N 9 HWY
PARKVILLE MO 64152
CHARITABLE CONTRIBUTION
T/A CHECK # 6495821
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 14
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 5,000.00-
PAID TO HARVESTER'S
PO BOX 412233
KANSAS CITY MO 64141
CHARITABLE CONTRIBUTION
T/A CHECK # 6495822
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 15
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO HEART OF AMERICA SHAKESPEARE
3619 BROADWAY
KANSAS CITY MO 64111
CHARITABLE CONTRIBUTION
T/A CHECK # 6495823
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 16
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO HEART TO HEART INTERNATIONAL
401 S CLAIBORNE #302
OLATHE KS 66062
CHARITABLE CONTRIBUTION
T/A CHECK # 6495824
PAID FOR NO ONE
/A USE FOR PHILIPPINE RELIEF
BATCH NO. UC000146 TRANS NO. 17
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO JOHN WORNALL HOUSE
146 W 61ST TERR
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION

130012668200 HARTLEY FAMILY FOUND IMA UMA PRIN. CASH INCOME CASH

T/A CHECK # 6495825
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 18
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 2,000.00-
PAID TO KCPT
PUBLIC TELEVISION 19, INC.
125 E. 31ST STREET
KANSAS CITY, MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 6495827
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 20
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 5,000 00-
PAID TO LAKEMARY CENTER
100 LAKEMARY DR
PAOLA KS 66071
CHARITABLE CONTRIBUTION
T/A CHECK # 6495828
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 21
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO LAWRENCE PUBLIC LIBRARY FOUNDATION
PO BOX 973
LAWRENCE, KS 66044
CHARITABLE CONTRIBUTION
T/A CHECK # 6495829
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 22
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 2,000 00-
PAID TO LIBERTY MEMORIAL ASSOCIATION
100 W 26TH ST
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 6495830
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 23
DISBURSEMENT CODE: 142

12/09 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 # 6495831
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 24
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO LYRIC OPERA OF KANSAS CITY
1029 CENTRAL
KANSAS CITY MO 64105-1677
CHARITABLE CONTRIBUTION
T/A CHECK # 6495832
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 25
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO PHI DELTA THETA EDUCATION FOUNDATION
6010 REINHARDT DR
FAIRWAY KS 66205
CHARITABLE CONTRIBUTION
T/A CHECK # 6495833
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 26
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO POWELL GARDENS, INC.
1609 NW US HIGHWAY 50
KINGSVILLE MO 64061-9130
CHARITABLE CONTRIBUTION
T/A CHECK # 6495834
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 27
DISBURSEMENT CODE 142

12/09 CASH DISBURSEMENT 5,000.00-
PAID TO RONALD MCDONALD HOUSE CHARITIES KC.
2502 CHERRY
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 6495835
PAID FOR NO ONE
/A FOR CONSTRUCTION OF NEW HOME
BATCH NO. UC000146 TRANS NO. 28
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 5,000.00-
PAID TO ROSE BROOKS CENTER
PO BOX 320599
KANSAS CITY MO 64132
CHARITABLE CONTRIBUTION
T/A CHECK # 6495836

PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 29
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 5,000.00-
PAID TO SWOPE HEALTH FOUNDATION
3801 BLUE PARKWAY
KANSAS CITY MO 64130
CHARITABLE CONTRIBUTION
T/A CHECK # 6495837
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 30
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO THE CHILDREN'S PLACE
2 E 59TH ST.
KANSAS CITY MO 64113
CHARITABLE CONTRIBUTION
T/A CHECK # 6495838
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 31
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 10,000.00-
PAID TO THE FAMILY CONSERVANCY INC
444 MINNESOTA AVE #200
KANSAS CITY KS 66101
CHARITABLE CONTRIBUTION
T/A CHECK # 6495839
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 32
DISBURSEMENT CODE· 142

12/09 CASH DISBURSEMENT 1,000.00-
PAID TO TRUMAN MEDICAL CENTER CHARITABLE FDN
2310 HOLMES, STE. 735
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 6495840
PAID FOR NO ONE
/A
BATCH NO. UC000146 TRANS NO. 33
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 3,000 00-
PAID TO UNION STATION OF KANSAS CITY
30 W PERSHING RD #850
KANSAS CITY MO 64108
CHARITABLE CONTRIBUTION
T/A CHECK # 6495841
PAID FOR NO ONE

130012668200 HARTLEY FAMILY FOUND IMA UMA PRIN. CASH INCOME CASH

/A
BATCH NO. UC000146 TRANS NO. 34
DISBURSEMENT CODE: 142

12/09 CASH DISBURSEMENT 5,000.00-
PAID TO UNITED WAY OF GREATER KANSAS CITY
1080 WASHINGTON
KANSAS CITY MO 64105
CHARITABLE CONTRIBUTION
T/A CHECK # 6495842
PAID FOR NO ONE
/A
BATCH NO UC000146 TRANS NO. 35
DISBURSEMENT CODE: 142

12/09 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 # 6495843
PAID FOR NO ONE
/A
REVERSED BY TRX 1 BATCH AL000177 ON 2/12/14
REVERSAL POSTED BY 063
BATCH NO. UC000146 TRANS NO. 36
DISBURSEMENT CODE: 142

** SUMMARY FOR 01/01/13 THROUGH 12/31/13 **
MISCELLANEOUS DISBURSEMENTS
142 - CHARITABLE CONTRIBUTION 456,080.00- 0.00