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Return of Private Foundation

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

OMB No. 1545-0052

2016

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation HANLEY FOUNDATION		A Employer identification number 02-0631312
Number and street (or P.O. box number if mail is not delivered to street address) 855 AUBURN ROAD	Room/suite	B Telephone number 312-599-3099
City or town, state or province, country, and ZIP or foreign postal code WINNETKA, IL 60093-1801		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,353,183.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	272,893.	272,893.		STATEMENT 1
4	Dividends and interest from securities	253,770.	253,770.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-587,184.			
b	Gross sales price for all assets on line 6a	26,516,722.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	160,186.	147,113.	0.	STATEMENT 3
12	Total. Add lines 1 through 11	99,665.	673,776.	0.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 4 24,850.	24,850.	0.	0.
c	Other professional fees	STMT 5 697.	697.	0.	0.
17	Interest	118,040.	118,040.	0.	0.
18	Taxes	STMT 6 6,134.	6,134.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	84,811.	0.	0.	84,811.
22	Printing and publications				
23	Other expenses	STMT 7 103,483.	103,303.	0.	180.
24	Total operating and administrative expenses. Add lines 13 through 23	338,015.	253,024.	0.	84,991.
25	Contributions, gifts, grants paid	1,115,253.			1,115,253.
26	Total expenses and disbursements. Add lines 24 and 25	1,453,268.	253,024.	0.	1,200,244.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-1,353,603.			
b	Net investment income (if negative, enter -0-)		420,752.		
c	Adjusted net income (if negative, enter -0-)			0.	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		-1.	-1.
	2 Savings and temporary cash investments	1,542,385.	3,826,575.	3,826,575.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	9,719,888.	6,501,924.	8,701,213.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	4,954,976.	4,744,897.	4,744,897.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	65,130.	80,499.	80,499.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,282,379.	15,153,894.	17,353,183.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	0.	66,378.	
23 Total liabilities (add lines 17 through 22)	0.	66,378.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	16,282,379.	15,087,516.	
30 Total net assets or fund balances	16,282,379.	15,087,516.		
31 Total liabilities and net assets/fund balances	16,282,379.	15,153,894.		

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	16,282,379.
2 Enter amount from Part I, line 27a	2	-1,353,603.
3 Other increases not included in line 2 (itemize) ▶ BOOK / TAX DIFFERENCES	3	158,740.
4 Add lines 1, 2, and 3	4	15,087,516.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,087,516.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 26,516,722.		27,121,858.	-587,184.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-587,184.

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	-587,184.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2015	1,218,603.	22,208,801.	.054870
2014	738,350.	16,553,083.	.044605
2013	602,425.	14,842,384.	.040588
2012	357,702.	12,718,172.	.028125
2011	488,884.	7,349,487.	.066519

2 Total of line 1, column (d)	2	.234707
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	.046941
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	22,191,043.
5 Multiply line 4 by line 3	5	1,041,670.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,208.
7 Add lines 5 and 6	7	1,045,878.
8 Enter qualifying distributions from Part XII, line 4	8	1,200,244.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒5,632. Refunded ☒**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒

IL

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

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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► GEORGE P. HANLEY Telephone no. ► 312-399-5099 Located at ► 855 AUBURN ROAD, WINNETKA, IL ZIP+4 ► 60093-1801		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2016, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 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 2016.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE P. HANLEY	DIRECTOR			
855 AUBURN ROAD				
WINNETKA, IL 60093	5.00	0.	0.	0.
AMANDA HANLEY	DIRECTOR			
855 AUBURN ROAD				
WINNETKA, IL 60093	5.00	0.	0.	0.
CHARLES BURGOON	DIRECTOR			
856 OAK ST.				
WINNETKA, IL 60093	5.00	0.	0.	0.

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

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

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

0

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Part 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	8,922,125.
b	Average of monthly cash balances	1b	3,219,465.
c	Fair market value of all other assets	1c	10,387,388.
d	Total (add lines 1a, b, and c)	1d	22,528,978.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	22,528,978.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	337,935.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,191,043.
6	Minimum investment return. Enter 5% of line 5	6	1,109,552.

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	1,109,552.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,208.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	1,811.
c	Add lines 2a and 2b	2c	6,019.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,103,533.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,103,533.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,103,533.

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	1,200,244.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,200,244.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,208.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,196,036.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,103,533.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	130,414.			
b From 2012	360,900.			
c From 2013	602,425.			
d From 2014				
e From 2015	127,797.			
f Total of lines 3a through e	1,221,536.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,200,244.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				1,103,533.
e Remaining amount distributed out of corpus	96,711.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,318,247.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	130,414.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,187,833.			
10 Analysis of line 9:				
a Excess from 2012	360,900.			
b Excess from 2013	602,425.			
c Excess from 2014				
d Excess from 2015	127,797.			
e Excess from 2016	96,711.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

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.)**

HANLEY61

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COOL LEARNING EXPERIENCE 401 N. GENESEE ST. WAUKEGAN, IL 60085	NONE	501(C)(3)	EDUCATIONAL	2,500.
WINDWARD FUND 1201 CONNECTICUT AVE. STE. 300 WASHINGTON, DC 20036	NONE	501(C)(3)	ENVIRONMENTAL	20,000.
TRINITY UNITED CHURCH OF CHRIST 400 95TH ST. CHICAGO, IL 60628	NONE	501(C)(3)	RELIGIOUS	1,000.
CLEAN ENERGY TRUST 20 N. WACKER DR. STE. 734 CHICAGO, IL 60606	NONE	501(C)(3)	ENVIRONMENTAL	25,000.
UNIVERSITY OF ILLINOIS FOUNDATION 1305 W. GREEN ST. URBANA, IL 61801	NONE	501(C)(3)	EDUCATION	20,000.
Total			SEE CONTINUATION SHEET(S)	3a 1,115,253.
b Approved for future payment				
NONE				
Total			3b	0.

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	SHORT-TERM CAPITAL LOSS FROM K-1S	P	01/01/16	12/31/16
b	LONG-TERM CAPITAL GAIN FROM K-1S	P	01/01/15	12/31/16
c	FIDELITY #192333 - SEE ATTACHED	P	01/01/16	12/31/16
d	FIDELITY #192333 - SEE ATTACHED	P	01/01/15	12/31/16
e	FIDELITY #192317 - SEE ATTACHED	P	01/01/16	12/31/16
f	FIDELITY #192295 - SEE ATTACHED	P	01/01/16	12/31/16
g	FIDELITY #192295 - SEE ATTACHED	P	01/01/15	12/31/16
h	FIDELITY #191825 - SEE ATTACHED	P	01/01/16	12/31/16
i	FIDELITY #191825 - SEE ATTACHED	P	01/01/15	12/31/16
j	ARQ EQUITY MARKET NEUTRAL FD - FIDELITY #192317	P	01/01/15	12/31/16
k	FAIRHOLME FUND - FIDELITY #191825	P	01/01/15	12/31/16
l	MATTHEWS INDIA FUND - FIDELITY #192295	P	01/01/15	12/31/16
m	MATTHEWS INDIA FUND - FIDELITY #192295	P	01/01/16	12/31/16
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		14,368.	-14,368.
b	252,233.		252,233.
c	255,741.	267,832.	-12,091.
d	219,675.	238,834.	-19,159.
e	17,842,362.	18,501,801.	-659,439.
f	1,822,111.	1,737,491.	84,620.
g	800,802.	881,714.	-80,912.
h	3,527,341.	3,509,958.	17,383.
i	1,796,457.	1,969,860.	-173,403.
j			28.
k			13,565.
l			4,341.
m			18.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-14,368.
b			252,233.
c			-12,091.
d			-19,159.
e			-659,439.
f			84,620.
g			-80,912.
h			17,383.
i			-173,403.
j			28.
k			13,565.
l			4,341.
m			18.
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-587,184.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE ANDREW GOODMAN FOUNDATION P.O. BOX 394 MAHWAH, NJ 07430	NONE	501(C)(3)	SOCIAL SERVICE	15,000.
JDRF RIDE TO CURE DIABETES 26 BROADWAY 14TH FL NEW YORK, NY 10004	NONE	501(C)(3)	SOCIAL SERVICE	1,250.
WOLCOTT SCHOOL 524 N. WOLCOTT AVE. CHICAGO, IL 60622	NONE	501(C)(3)	EDUCATION	5,000.
THE ALLIANCE FOR EARLY CHILDHOOD 1235 OAK ST. WINNETKA, IL 60093	NONE	501(C)(3)	SOCIAL SERVICE	250.
SIERRA CLUB 70 E. LAKE ST. #1500 CHICAGO, IL 60601	NONE	501(C)(3)	ENVIRONMENTAL	5,000.
ENVIRONMENTAL WORK GROUP 1436 U ST. NW STE. 100 WASHINGTON, DC 20009	NONE	501(C)(3)	ENVIRONMENTAL	500.
RUSH UNIVERSITY MEDICAL CENTER (JUNIOR BOARD) 1653 W. CONGRESS PARKWAY CHICAGO, IL 60612	NONE	501(C)(3)	SOCIAL SERVICE	500.
LEAGUE OF CONSERVATION VOTERS 1920 L ST. NW STE. 800 WASHINGTON, DC 20036	NONE	501(C)(4)	SOCIAL SERVICE	1,000.
GROUNDSWELL EDUCATIONAL FILM 135 S. LASALLE ST. STE. 2000 CHICAGO, IL 60603	NONE	501(C)(3)	EDUCATIONAL	2,500.
NOBLE NETWORK CHARTER SCHOOLS 1 N. STATE ST. CHICAGO, IL 60602	NONE	501(C)(3)	EDUCATION	10,000.
Total from continuation sheets				1,046,753.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE CRANE INSTITUTE OF SUSTAINABILITY 18R COUNTY RD. ESSEX, MA 01929	NONE	501(C)(3)	ENVIRONMENTAL	10,000.
ACADEMY FOR GLOBAL CITIZENSHIP 4647 W 47TH STREET CHICAGO, IL 60632	NONE	501(C)(3)	SOCIAL SERVICE	301,973.
AS YOU SOW 1611 TELEGRAPH AVE. STE 1450 OAKLAND, CA 96461	NONE	501(C)(3)	ENVIRONMENTAL	10,000.
INDIGENOUS ENVIRONMENTAL NETWORK P.O. BOX 485 BEMIDJI, MN 56619	NONE	501(C)(3)	SOCIAL SERVICE	1,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK RD GLENCOE, IL 60022	NONE	501(C)(3)	SCIENTIFIC	10,000.
CHRIST CHURCH 470 MAPLE STREET WINNETKA, IL 60093	NONE	501(C)(3)	RELIGIOUS	1,100.
FRESH TASTE (NEW VENTURE FUND) 5555 N SHERIDAN ROAD CHICAGO, IL 60640	NONE	501(C)(3)	SOCIAL SERVICE	12,000.
NATURAL RESOURCE DEFENSE COUNCIL 40 W 20TH STREET NEW YORK, NY 10011	NONE	501(C)(3)	SOCIAL SERVICE	33,180.
RIDE CINCINNATI FOUNDATION 51 GOODMAN DR. CINCINNATI, OH 45267	NONE	501(C)(3)	SOCIAL SERVICE	1,250.
SRCC SCHOLARSHIP FUND 2100 SUNSET RIDGE RD NORTHFIELD, IL 60093	NONE	501(C)(3)	EDUCATION	250.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

Employer identification number

HANLEY FOUNDATION

02-0631312

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

HANLEY FOUNDATION**02-0631312****Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GEORGE P. HANLEY 855 AUBURN ROAD WINNETKA, IL 60093	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	GEORGE P. HANLEY 855 AUBURN ROAD WINNETKA, IL 60093	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	GEORGE P. HANLEY 855 AUBURN ROAD WINNETKA, IL 60093	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

HANLEY FOUNDATION

02-0631312

Part II Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization

Employer identification number

HANLEY FOUNDATION**02-0631312**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #192317	8,811.	8,811.	8,811.
FROM K-1S - SEE ATTACHED	264,082.	264,082.	264,082.
TOTAL TO PART I, LINE 3	272,893.	272,893.	272,893.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #191825	114,566.	0.	114,566.	114,566.	114,566.
FIDELITY #192295	13,975.	0.	13,975.	13,975.	13,975.
FIDELITY #192317	50,376.	0.	50,376.	50,376.	50,376.
FIDELITY #192333	23,522.	0.	23,522.	23,522.	23,522.
FROM K-1S - SEE ATTACHED	51,330.	0.	51,330.	51,330.	51,330.
RBC #317-55383	1.	0.	1.	1.	1.
TO PART I, LINE 4	253,770.	0.	253,770.	253,770.	253,770.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #191825 - OTHER INCOME	3.	3.	0.
NET INCOME (LOSS) FROM RENTAL REAL ESTATE ACTIVITIES FROM K-1 - SEE ATTACHED	-266.	-266.	0.
NET INCOME (LOSS) FROM FROM OTHER RENTAL ACTIVITIES FROM K-1 - SEE ATTACHED	59.	59.	0.
ROYALTIES FROM K-1 - SEE ATTACHED	18.	18.	0.
NET SECTION 1231 GAIN (LOSS) FROM K-1 - SEE ATTACHED	1,273.	1,273.	0.
OTHER PORTFOLIO INCOME (LOSS) FROM K-1 - SEE ATTACHED	-152.	-152.	0.
IRC SEC 987 GAIN (LOSS) FROM K-1 - SEE ATTACHED	-21,209.	-21,209.	0.

IRC SEC 988 GAIN (LOSS) FROM K-1 - SEE ATTACHED	11,829.	11,829.	0.
SUBPART F INCOME FROM K-1 - SEE ATTACHED	899.	899.	0.
IRC SEC 1256 GAIN (LOSS) FROM K-1 - SEE ATTACHED	7.	7.	0.
CANCELLATION OF DEBT FROM K-1 - SEE ATTACHED	94.	94.	0.
OTHER INCOME (LOSS) FROM K-1 - SEE ATTACHED	-26,305.	-26,305.	0.
DEFERRED INCOME UNDER SEC 108 FROM K-1 - SEE ATTACHED	59.	59.	0.
SECTION 179 DEDUCTION FROM K-1 - SEE ATTACHED	-1.	-1.	0.
INTANGIBLE DRILLING & DEVELOPMENT COSTS FROM K-1 - SEE ATTACHED	-206.	-206.	0.
OTHER PORTFOLIO DEDUCTIONS FROM K-1 - SEE ATTACHED	-84,046.	-84,046.	0.
INTEREST EXPENSE ON DEBT FINANCED DISTS FROM K-1 - SEE ATTACHED	-56.	-56.	0.
OTHER DEDUCTIONS FROM K-1 - SEE ATTACHED	-1,645.	-1,645.	0.
DEFERRED SEC 108(I)(2)(A)(I) OID DEDUCTION	-1.	-1.	0.
SWAP INCOME (LOSS) FROM K-1 - SEE ATTACHED	-1.	-1.	0.
IRC SEC 1291 INCOME (LOSS) FROM K-1 SEE ATTACHED	106.	106.	0.
IRC SEC 986 GAIN (LOSS) FROM K-1 - SEE ATTACHED	-7.	-7.	0.
IRC SEC 751 GAIN (LOSS) FROM K-1 - SEE ATTACHED	1.	1.	0.
PFIC QEF ORDINARY GAIN (LOSS) FROM K-1 - SEE ATTACHED	163.	163.	0.
IRC SEC 754 ADJUSTMENTS FROM K-1 - SEE ATTACHED	373.	373.	0.
GAIN (LOSS) FROM SALE OF QSBS FROM K-1 - SEE ATTACHED	76.	76.	0.
OTHER INCOME (LOSS) FROM FOREIGN PARTNERSHIPS	189,130.	189,130.	0.
OTHER PORTFOLIO DEDUCTIONS FROM FOREIGN PARTNERSHIPS	-6,272.	-6,272.	0.
CHARITABLE CONTRIBUTIONS FROM PB STRATEGIC PARTNERS FEEDER FUND IV	-2.	-2.	0.
ORDINARY INCOME (LOSS) FROM K-1 SEE ATTACHED	83,192.	83,192.	0.
ORDINARY INCOME (LOSS) FROM K-1S - UBTI	13,073.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	160,186.	147,113.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,850.	24,850.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	24,850.	24,850.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	697.	697.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	697.	697.	0.	0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID - K-1S	3,136.	3,136.	0.	0.
FOREIGN TAXES PAID	2,657.	2,657.	0.	0.
FEDERAL TAXES PAID	341.	341.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,134.	6,134.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES -				
FIDELITY	86,948.	86,948.	0.	0.
STATE FILING FEES	10.	10.	0.	0.
TRANSACTION COSTS	1,237.	1,237.	0.	0.
MISC. EXPENSE	180.	0.	0.	180.

HANLEY FOUNDATION

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MARGIN INTEREST EXPENSE	15.	15.	0.	0.
INVESTMENT ADVISORY FEES - RBC	10,093.	10,093.	0.	0.
INVESTMENT ADVISORY FEES - ARABELLA ADVISORS	5,000.	5,000.	0.	0.
TO FORM 990-PF, PG 1, LN 23	103,483.	103,303.	0.	180.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS	6,412,848.	8,602,888.
MERRILL LYNCH SECURITIES ACCOUNT	89,076.	98,325.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,501,924.	8,701,213.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN PARTNERSHIPS	COST	4,744,897.	4,744,897.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,744,897.	4,744,897.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNDISTRIBUTED P&L - FIDELITY PARTNERSHIPS	17,702.	16,147.	16,147.
DUE FROM HDP JV/TFH INVESTMENTS	45,412.	58,038.	58,038.
DUE FROM GEORGE HANLEY	2,016.	2,016.	2,016.
DUE FROM JCF III CO-INVEST	0.	3,834.	3,834.
DUE FROM PB STRATEGIC PARTNERS FEEDER IV	0.	464.	464.
TO FORM 990-PF, PART II, LINE 15	65,130.	80,499.	80,499.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO PARTNERSHIPS	0.	968.
DUE TO HANLEY GROUP CAPITAL	0.	65,410.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	66,378.