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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

C&E 927

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For calendar year 2017 or tax year beginning , 2017, 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): PO BOX 0634 — Room/suite:

B Telephone number (see instructions): 913-261-5714

City or town, state or province, country, and ZIP or foreign postal code: MILWAUKEE, WI 53201-0634

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,948,073.

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	158,957.	150,024.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	47,090.			
b	Gross sales price for all assets on line 6a 521,281				
7	Capital gain net income (from Part IV, line 2)		47,090.		
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)	4,406.			STMT 2
12	**Total.** Add lines 1 through 11	210,453.	197,114.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	120,561.	108,505.		12,056.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	656.	NONE	NONE	656.
b	Accounting fees (attach schedule) STMT 4	2,500.	NONE	NONE	2,500.
c	Other professional fees (attach schedule) STMT 5	43,526.	43,526.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	3,346.	3,346.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 7	516.	476.		40.
24	**Total operating and administrative expenses** Add lines 13 through 23	171,105.	155,853.	NONE	15,252.
25	Contributions, gifts, grants paid	328,280.			328,280.
26	**Total expenses and disbursements** Add lines 24 and 25	499,385.	155,853.	NONE	343,532.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-288,932.			
b	**Net investment income** (if negative, enter -0-)		41,261.		
c	**Adjusted net income** (if negative, enter -0-)				

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,843.	2,964.	2,964.
	2	Savings and temporary cash investments	138,003.	34,553.	34,553.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 8	2,508,430.	3,366,177.	4,262,471.
	c	Investments - corporate bonds (attach schedule) STMT 14	552,641.	1,645,059.	1,645,083.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 15	2,118,373.		
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ACCRUED INCOME)	3,901.	3,002.	3,002.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,324,191.	5,051,755.	5,948,073.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	5,324,191.	5,051,755.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	5,324,191.	5,051,755.	
	31	Total liabilities and net assets/fund balances (see instructions)	5,324,191.	5,051,755.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,324,191.
2	Enter amount from Part I, line 27a	2	-288,932.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17	3	18,324.
4	Add lines 1, 2, and 3	4	5,053,583.
5	Decreases not included in line 2 (itemize) ▶ CY SALE NOT SETTLED AT YEAR END	5	1,828.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,051,755.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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)
1 a	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	521,281.		474,191.	47,090.
b				
c				
d				
e				

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

	(i) FMV 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				47,090.
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	47,090.
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 doesn't 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))
2016	302,546.	5,470,406.	0.055306
2015	390,396.	5,957,506.	0.065530
2014	465,914.	6,469,453.	0.072018
2013	471,807.	6,590,059.	0.071594
2012	492,448.	6,594,969.	0.074670

2	**Total** of line 1, column (d)	2	0.339118
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.067824
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	5,738,397.
5	Multiply line 4 by line 3	5	389,201.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	413.
7	Add lines 5 and 6	7	389,614.
8	Enter qualifying distributions from Part XII, line 4	8	343,532.

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	825.
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	NONE
3	Add lines 1 and 2	3	825.
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	825.
6	Credits/Payments.		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . 6a		
b	Exempt foreign organizations - tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c 1,500.		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,500.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	24.
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	651.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 651. **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 the 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 2017 or the tax year beginning in 2017? See the 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)261-5714

Located at ▶ 6940 MISSION ROAD, PRAIRIE VILLAGE, 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 2017, 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 FinCEN Form 114. 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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017)	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 2017?	4b		X

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

			Yes	No
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	5b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICIA HARTLEY 6940 MISSION ROAD, PRAIRIE VILLAGE, KS 66208	BOARD MEMBER 1	-0-	-0-	-0-
LAURA H LINTECUM 6940 MISSION ROAD, PRAIRIE VILLAGE, KS 66208	PRESIDENT 4	40,187.	-0-	-0-
ELIZABETH H WINETROUB 6940 MISSION ROAD, PRAIRIE VILLAGE, KS 66208	VICE PRESIDENT 4	40,187.	-0-	-0-
ANN H BUSH 6940 MISSION ROAD, PRAIRIE VILLAGE, KS 66208	SECRETARY/TREASU 4	40,187.	-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	5,723,779.
b	Average of monthly cash balances	1b	102,005.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,825,784.
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	5,825,784.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,387.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,738,397.
6	**Minimum investment return.** Enter 5% of line 5	6	286,920.

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	286,920.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	825.		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	825.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	286,095.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	286,095.
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	286,095.

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	343,532.
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	343,532.
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	343,532.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				286,095.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012 ...... 181,010.				
b From 2013 ...... 151,753.				
c From 2014 ...... 148,279.				
d From 2015 ...... 96,927.				
e From 2016 ...... 27,026.				
f **Total** of lines 3a through e	604,995.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 343,532.				
a Applied to 2016, 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 2017 distributable amount				286,095.
e Remaining amount distributed out of corpus	57,437.			
5 Excess distributions carryover applied to 2017 (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	662,432.			
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				NONE
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)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	181,010.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	481,422.			
10 Analysis of line 9				
a Excess from 2013 ... 151,753.				
b Excess from 2014 ... 148,279.				
c Excess from 2015 ... 96,927.				
d Excess from 2016 ... 27,026.				
e Excess from 2017 ... 57,437.				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	(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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 30				328,280.
Total . . . . . . ▶ **3a**				328,280.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	158,957.	
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	47,090.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			1	4,406.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				210,453.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 210,453.

(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) (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) (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. Lutecum 10/22/2018 TRUSTEE
Signature of officer or trustee Date Title
OFFICER

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
JOSEPH J. CASTRIANO	[signature]	10/22/2018	X	P01251603

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP — Firm's EIN ▶ 13-4008324
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219 — Phone no 412-355-6000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,806.	2,806.
FOREIGN INTEREST	7,000.	7,000.
FOREIGN DIVIDENDS	34,133.	34,133.
NONDIVIDEND DISTRIBUTIONS	8,933.	
BOND PREMIUM AMORTIZATION-OTHER INTEREST	-1,030.	-1,030.
DOMESTIC DIVIDENDS	35,929.	35,929.
US GOVERNMENT INTEREST REPORTED AS QUALI		
NONQUALIFIED FOREIGN DIVIDENDS	9,862.	9,862.
NONQUALIFIED DOMESTIC DIVIDENDS	39,686.	39,686.
CORPORATE INTEREST	21,638.	21,638.
TOTAL	158,957.	150,024.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		4,406.
	TOTALS	4,406.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - INCOME (ALLOCABLE	656.			656.
TOTALS	656.	NONE	NONE	656.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US BANK FEES AS AGENT	43,526.	43,526.
TOTALS	43,526.	43,526.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,178.	3,178.
FOREIGN TAXES ON NONQUALIFIED	168.	168.
TOTALS	3,346.	3,346.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CHARITABLE FILING FEE	40.		40.
INVESTMENT EXPENSES	476.	476.	
TOTALS	516.	476.	40.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATT INC	20,020.		
PFIZER INC	26,051.		
APPLE INC	23,086.		
J P MORGAN CHASE CO	25,744.		
UNION PACIFIC CORP	19,803.		
SCHLUMBERGER LTD	17,416.		
VF CORP	20,448.		
NUVEEN REAL ESTATE SECURIT	220,343.		
TCW EMERGING MKTS INCOME FD	156,605.		
BLACKROCK INC	13,731.		
FIDELITY NATL INFORMATION SVCS	19,915.		
LOWES CO INC	14,383.		
MICROSOFT CORP	17,253.		
NEXTERA ENERGY INC	22,194.		
WELLS FARGO CO	26,013.		
ACCENTURE PLC	17,780.		
LOOMIS SAYLES STRATEGIC ALPHA	88,382.		
OPPENHEIMER SR FLOAT RATE Y	214,286.		
PHILLIPS 66	14,319.		
ASTRAZENECA PLC SPONS ADR	3,339.		
BRITISH AMERN TOB PLC SPON ADR	18,970.		
FLY LEASING LTD ADR	28,970.		
FRESENIUS MED CARE ADR	11,473.		
INDUSTRIAS BACHOCO SAB DE CV	19,341.		
MIZUHO FNL GRP ADR	29,040.		
NATIONAL GRID PLC SPONS ADR	61,696.		
NESTLE SA SPONS ADR	42,012.		
NIPPON TELEGRAPH TELE ADR	4,241.		
NOVO NORDISK AS ADR	13,579.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NTT DOCOMO INC ADR	14,339.		
ORIX CORP SPONS ADR	3,865.		
ROCHE HLDG LTD ADR	39,381.		
SMITH & NEPHEW PLC ADR	33,946.		
ROBECO BOSTON PTNS LS RSRCH	278,253.		
SPDR S&P 500 ETF TRUST	252,376.		
T ROWE PRICE MID CAP GROWTH FD	222,472.		
ABBVIE INC	21,773.		
DISCOVER FINL SVCS	16,675.		
PACKAGING CORP AMERICA	17,087.		
WHIRLPOOL CORP	15,587.		
CANON INC SPONS A D R	67,855.		
GLAXO SMITHKLINE P L C A D R	34,114.		
NOVARTIS AG A D R	13,246.		
TRINITY BIOTECH PLC SPON A D R	21,837.		
WESTPAC BANKING CORP SP ADR	9,173.		
WNS HOLDINGS LTD ADR	6,738.		
CAUSEWAY EMERGING MARKETS INST	211,930.		
072730302 BAYER AG A D R		3,923.	4,850.
539830109 LOCKHEED MARTIN CORP		21,194.	28,573.
G47791101 INGERSOLL RAND PLC		13,882.	18,284.
686330101 ORIX CORP SPONS A D		10,563.	11,700.
62942M201 NTT DOCOMO INC A D R		14,339.	19,159.
636274409 NATIONAL GRID PLC A		2,232.	2,058.
609207105 MONDELEZ INTERNATION		16,334.	17,163.
G6518L108 NIELSEN HOLDINGS PLC		21,020.	16,962.
00206R102 ATT INC		20,020.	23,522.
037833100 APPLE INC		23,086.	58,046.
571748102 MARSH MCLENNAN COS I		18,370.	27,510.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
641069406 NESTLE SA SPONSORED		42,012.	48,573.
00687A107 ADIDAS AG A D R		5,201.	9,483.
06828M876 BARON EMERGING MARKE		193,063.	278,889.
74925K581 ROBECO BOSTON PARTNE		254,064.	304,819.
17275R102 CISCO SYSTEMS INC		21,053.	26,082.
78462F103 SPDR S P 500 ETF		252,376.	379,742.
138006309 CANON INC SPONS A D		67,855.	71,733.
358029106 FRESENIUS MED AKTIEN		11,473.	18,498.
61166W101 MONSANTO CO		16,565.	19,736.
75955B102 RELX NV SPON A D R		25,456.	36,889.
456463108 INDUSTRIAS BACHOCO S		19,341.	29,911.
98585L100 YIRENDAI LTD A D R		1,771.	1,891.
500467501 KONINKLIJKE AHOLD DE		16,095.	18,995.
31620M106 FIDELITY NATL INFORM		19,915.	33,966.
779556109 ROWE T PRICE MID-CAP		208,273.	307,734.
254687106 DISNEY WALT CO		15,538.	17,202.
478160104 JOHNSON JOHNSON		20,289.	30,738.
37733W105 GLAXO SMITHKLINE P L		34,114.	26,248.
23636T100 DANONE SPONS A D R		12,959.	17,323.
949746101 WELLS FARGO CO		26,013.	30,032.
85771P102 STATOIL ASA A D R		3,677.	3,834.
166764100 CHEVRON CORPORATION		17,350.	22,534.
92939U106 WEC ENERGY GROUP INC		20,947.	26,904.
23283R100 CYRUSONE INC		15,683.	15,299.
194162103 COLGATE PALMOLIVE CO		18,452.	21,579.
460690100 INTERPUBLIC GROUP CO		14,690.	12,156.
78440P108 SK TELECOM CO LTD A		1,363.	1,451.
654624105 NIPPON TELEGRAPH TEL		20,998.	22,770.
718546104 PHILLIPS 66		14,319.	21,140.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
23304Y100 DBS GROUP HLDGS LTD		1,372.	1,568.
04623U102 ASTELLAS PHARMA INC		1,883.	1,953.
907818108 UNION PACIFIC CORP		19,803.	31,782.
G1151C101 ACCENTURE PLC CL A		17,780.	29,853.
585464100 MELCO CROWN ENTERTAI		3,771.	6,766.
G5960L103 MEDTRONIC PLC		25,616.	29,716.
000375204 ABB LTD A D R		13,665.	18,533.
98426T106 YY INC A D R		2,328.	4,409.
00287Y109 ABBVIE INC		21,773.	38,877.
05367G100 AVIANCA HOLDINGS A D		13,085.	8,905.
001317205 AIA GROUP LTD ADR		4,817.	6,402.
60879B107 MOMO INC A D R		20,936.	13,048.
60687Y109 MIZUHO FNL GRP A D R		29,040.	26,015.
693483109 POSCO A D R		4,079.	7,188.
464288273 ISHARES MSCI EAFE SM		58,951.	64,887.
14365C103 CARNIVAL PLC A D R		2,925.	2,784.
37045V100 GENERAL MOTORS CO		24,905.	31,849.
126650100 CVS HEALTH CORPORATI		25,736.	24,360.
548661107 LOWES CO INC		14,383.	25,744.
594918104 MICROSOFT CORP		17,253.	39,691.
25243Q205 DIAGEO PLC SPONSORED		4,780.	5,111.
861012102 STMICROELECTRONICS N		8,043.	22,168.
46625H100 J P MORGAN CHASE CO		25,744.	52,187.
464287465 ISHARES MSCI EAFE ET		201,142.	248,194.
65339F101 NEXTERA ENERGY INC		22,194.	36,392.
34407D109 FLY LEASING LTD A D		28,970.	24,284.
79471L602 SALIENT MLP ENERGY I		203,586.	158,544.
075887109 BECTON DICKINSON AND		13,830.	17,339.
835699307 SONY CORP A D R		3,919.	5,664.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
456837103 I N G GROEP NV SPONS		2,568.	2,843.
92932M101 WNS HOLDINGS LTD ADR		6,738.	12,440.
904784709 UNILEVER N V A D R		7,603.	9,405.
91324P102 UNITED HEALTH GROUP		28,662.	54,013.
83175M205 SMITH NEPHEW P L C		33,946.	34,100.
20030N101 COMCAST CORP CL A		15,092.	14,939.
H1467J104 CHUBB LTD		23,237.	34,194.
30225T102 EXTRA SPACE STORAGE		13,134.	14,867.
316827104 51JOB INC A D R		1,267.	1,704.
50186V102 LG DISPLAY CO LTD A		1,582.	1,555.
05278C107 AUTOHOME INC		1,727.	1,746.
806857108 SCHLUMBERGER LTD		17,416.	14,893.
963320106 WHIRLPOOL CORP		15,587.	18,044.
149498107 CAUSEWAY EMERGING MA		211,930.	274,591.
74005P104 PRAXAIR INC		15,268.	20,882.
771195104 ROCHE HOLDINGS LTD S		18,221.	17,590.
670100205 NOVO NORDISK AS A D		15,623.	19,804.
23703Q203 DAQO NEW ENERGY CORP		1,356.	2,080.
09247X101 BLACKROCK INC		13,731.	23,631.
438516106 HONEYWELL INTERNATIO		17,476.	27,145.
695156109 PACKAGING CORP AMERI		17,087.	32,307.
48268K101 KT CORP SP A D R		20,548.	26,521.
86562M209 SUMITOMO MITSUI FINL		5,219.	8,438.
922908686 VANGUARD SMALL CAP I		156,739.	214,625.
670678507 NUVEEN REAL ESTATE S		220,343.	202,146.
713448108 PEPSICO INC		22,919.	29,141.
717081103 PFIZER INC		26,051.	30,280.
921937694 VANGUARD MIDCAP VALU		42,930.	50,356.
CHEVRON CORPORATION	17,350.		

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	2,508,430.	3,366,177.	4,262,471.

HARTLEY FAMILY FOUNDATION 74-2822359

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CONOCOPHILLIPS 2.875% 11/15/21		100,569.		
ATT INC 5.50% 2/1/18		101,090.		
CISCO SYSTEMS 4.950% 2/15/19		101,684.		
QUEBEC PROVINCE 4.625% 5/14/18		99,807.		
CAMPBELL SOUP CO 3.05% 7/15/17		50,154.		
JPMORGAN CHASE 1.625% 5/15/18		99,337.		
20826FAE6 CONOCOPHILLIPS CO			100,458.	101,162.
46625HJL5 JPMORGAN CHASE CO			99,337.	99,935.
464287176 ISHARES BARCLAYS TIP			127,648.	124,233.
17275RAE2 CISCO SYSTEMS INC			101,409.	103,244.
002824AW0 ABBOTT LABORATORIES			51,557.	51,906.
857477AL7 STATE STREET CORP			100,644.	100,868.
00206RAJ1 ATT INC			100,869.	100,286.
748148RT2 QUEBEC PROVINCE			99,807.	101,017.
87234N765 TCW EMERGING MARKETS			156,605.	155,638.
68381K606 OPPENHEIMER SENIOR F			214,286.	212,939.
262028855 DRIEHAUS ACTIVE INCO			85,956.	84,583.
31420B300 FEDERATED INST HI YL			218,135.	222,814.
822582AS1 SHELL INTERNATIONAL			99,966.	99,285.
63872T620 LOOMIS SAYLES STRATE			88,382.	87,173.
	TOTALS	552,641.	1,645,059.	1,645,083.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE
AVIANCA HOLDINGS A D R	C	13,085.
BARON EMERGING MARKETS INSTITU	C	193,063.
CHUNGHWA TELECOM CO LTD A D R	C	48,441.
COLGATE PALMOLIVE CO	C	18,452.
DANONE SPON A D R	C	12,959.
GENERAL MOTORS CO	C	24,905.
HONEYWELL INTERNATIONAL INC	C	17,476.
JOHNSON JOHNSON	C	20,289.
MARSH MCLENNAN COS INC	C	18,370.
MEDTRONIC PLC	C	25,815.
MELCO CROWN ENTMT LTD A D R	C	3,771.
MONDELEZ INTERNATIONAL W I	C	16,546.
MONSANTO CO	C	16,565.
NIELSEN HOLDINGS PLC	C	21,020.
PEPSICO INC	C	22,919.
PRAXAIR INC	C	15,268.
RELX NV SPON A D R	C	25,456.
SALIENT MLP ENERGY INFRASTRUCT	C	210,576.
SHELL INTERNATIONAL 2.375% 8	C	99,966.
STATE STREET CORP 3.100% 5	C	100,750.
UNITED HEALTH GROUP INC	C	28,662.
VANGUARD SMALL CAP INDEX FUND	C	156,739.
WEC ENERGY GROUP INC	C	20,947.
WPP PLC SPON A D R	C	10,582.
ABB LTD A D R	C	13,665.
ABBOTT LABORATORIES 4.125% 5/2	C	51,836.
ADIDAS AG A D R	C	5,201.
BAYER AG A D R	C	3,923.
CHUBB LTD	C	23,237.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE
CVS HEALTH CORPORATION	C	22,903.
DISNEY WALT CO	C	15,538.
DRIEHAUS ACTIVE INCOME FUND	C	85,956.
EXTRA SPACE STORAGE INC	C	13,134.
FEDERATED INST HI YLD BD FD	C	218,135.
INGERSOLL RAND PLC	C	13,882.
ISHARES BARCLAYS TIPS BOND ETF	C	127,648.
ISHARES MSCI EAFE ETF	C	209,673.
KONINKLIJKE AHOLD DELHAIZE NV	C	16,095.
KT CORP SP A D R	C	20,548.
LOCKHEED MARTIN CORP	C	21,194.
NICE LTD A D R	C	17,457.
POSCO A D R	C	4,079.
RECKITT BENCKISER SPON A D R	C	6,548.
SAP SE SPON A D R	C	15,486.
SKY PLC SPN A D R	C	5,234.
STMICROELECTRONICS N V	C	8,043.
SUMITOMO MITSUI FINL GROUP A D	C	5,219.
TE CONNECTIVITY LTD	C	15,428.
UNILEVER N V A D R	C	7,603.
VANGUARD MIDCAP VALUE INDEX AD	C	28,086.
TOTALS		2,118,373.

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

DESCRIPTION		AMOUNT
TRANSFER TO PAYROLL		18,000.
PY SALES SETTLED IN CY		78.
COST BASIS AJUSTMENT		246.
	TOTAL	18,324.

HARTLEY FAMILY FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
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74-2822359

RECIPIENT NAME:
  LAURA H LINTECUM
ADDRESS: c/o U.S. Bank
694 Mission Rd
  PRAIRIE VILLAGE, KS 66208
RECIPIENT'S PHONE NUMBER: 913- 261-5714
FORM, INFORMATION AND MATERIALS:
  NONE
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  MUST BE A PUBLIC CHARITY AS DESCRIBED
  UNDER 501(C)(3) OF THE IRC.

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

RECIPIENT NAME:
NELSON ATKINS MUSEUM OF ART
ADDRESS:
4525 OAK ST
KANSAS CITY, MO 64108-9883
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,200.

RECIPIENT NAME:
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION
ADDRESS:
PO BOX 928
LAWRENCE, KS 66044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 135,000.

RECIPIENT NAME:
WAYSIDE WAIFS
ADDRESS:
3901 MARTHA TRUMAN RD
KANSAS CITY, MO 64137
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 350.

RECIPIENT NAME:
THE JEWEL BALL
ADDRESS:
PO BOX 878652
KANSAS CITY, MO 64187
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
NELSON GALLERY FOUNDATION
ADDRESS:
4525 OAK ST
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,480.

RECIPIENT NAME:
KAUFFMAN CTR FOR THE PERFORMING ARTS
ADDRESS:
1601 BROADWAY
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
OPERATION BREAKTRHOUGH
ADDRESS:
PO BOX 412482
KANSAS CITY, MO 64141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
DOLE INSTITUTE OF POLITICS
ADDRESS:
2350 PETEFISH DR
LAWRENCE, KS 66045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
KCPT PLUBIC TELEVISION 19
ADDRESS:
125 E. 31ST STREEET
KANSAS CITY, MO 64108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
KANSAS UNIVERSITY ENDOWMENT
ADDRESS:
P.O. BOX 928
LAWRENCE, KS 66044-0928
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
JUVENILE DIABETES RESEACH FOUNDATION
ADDRESS:
26 BROADWAY, 14TH FLOOR
NEW YORK, NY 10004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
KU WILLIAMS FUND
ADDRESS:
1651 NAISMITH DR
LAWRENCE, KS 66045-4069
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
EMIL LARS BENSON II TRAUMA FUND
ADDRESS:
4225 BALTIMORE
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
RHD MISSOURI-KANSAS CITY OFFICE
ADDRESS:
1808 BROADWAY BLVD
KANSAS CITY, MO 64108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
COUNTRY CLUB CHRISTIAN CHURCH
ADDRESS:
6101 WARD PARKWAY
KANSAS CITY, MO 64113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
KAPPA KAPPA GAMMA FOUNDATION
ADDRESS:
530 E TOWN ST
COLUMBUS, OH 43215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
THE CHILDREN'S PLACE
ADDRESS:
2 EAST 59TH STREET
KANSAS CITY, MO 64113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST LUKES FOUNDATION
ADDRESS:
4225 BALTIMORE AVE
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HEART TO HEART INTERNATIONAL
ADDRESS:
13250 WEST 98TH STREET
LENEXA, KS 66215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ROSE BROOKS CENTER INC
ADDRESS:
PO BOX 320599
KANSAS CITY, MO 64132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
HEARTLAND THERAPEUTIC RIDING, INC.
ADDRESS:
PO BOX 391
STILWELL, KS 66085-0391
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
TURNING POINT
ADDRESS:
8900 STATE LINE ROAD, SUITE 240
LEAWOOD, KS 64132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CENTER FOR PRACTICAL BIOETHICS HARZFELD
ADDRESS:
1111 MAIN STREET, SUITE 500
KANSAS CITY,, KS 64105-2116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
KU MEDICAL CENTER
ADDRESS:
3901 RAINBOW BLVD. MS 1051
KANSAS CITY, KS 66160
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
THE FAMILY CONSERVANCY, INC.
ADDRESS:
444 MINNESOTA AVE.
KANSAS CITY, KS 66101-2914
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
AUDIO-READER
ADDRESS:
1120 W 11TH STREET
LAWRENCE, IA 66044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CHILDREN'S CTR FOR VISUALLY IMPAIRED
ADDRESS:
3101 MAIN STREET
KANSAS CITY,, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
GLOBAL ORPHAN PROJECT
ADDRESS:
6114 N 9 HWY
PARKVILLE, MO 64152
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
UNION STATION
ATTN: DEVELOPMENT TEAM
ADDRESS:
30 W PERSHING ROAD
KANSAS CITY, MO 64108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CHRISTO REY SCHOOL
ADDRESS:
211 W LINWOOD
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
HARVESTERS
ADDRESS:
PO BOX 412233
KANSAS CITY, MO 64141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
3637 BROADWAY ST
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,600.

RECIPIENT NAME:
ST ANDREWS EPISCOPAL CHURCH
ADDRESS:
6401 WORNALL TERRACE
KANSAS CITY, MO 64113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 27,500.

RECIPIENT NAME:
CITY UNION MISSION
ADDRESS:
1100 EAST 11TH ST
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
VILLAGE PRESBYTERIAN CHURCH
ADDRESS:
6641 MISSION RD
PRAIRIE VILLAGE, KS 66208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
CHILDREN'S MERCY HOSPITAL
DEPARTMENT OF PHILANTHROPY
ADDRESS:
2401 GILLHAM ROAD
KANSAS CITY, MO 64108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 16,000.

TOTAL GRANTS PAID: 328,280.