

Hanley & Associates LLC

7 North Street, Suite 307

Pittsfield, MA 01201

(413) 499-5212

www.hanleyandassociatesllc.com

March 7, 2024

This brochure provides information about the qualifications and business practices of Hanley & Associates, LLC. Registration of an Investment Adviser does not imply a certain level of skill or training. The oral and written communications of an Adviser provide you with information that you may use to determine whether to hire or retain them. If you have any questions about the contents of this brochure, please contact us at (413) 499-5212 or info@hanleyandassociatesllc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Hanley & Associates, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Since our last annual amendment filing on March 16, 2023 , we have made the following material change:

- We have added a new Investment Adviser Representative-Patrick Hanley in September 2023.

Form ADV Part 2 (“Disclosure Brochure”) requires registered investment advisers to amend their brochure when information becomes materially inaccurate and to review the Disclosure Brochure at least annually. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

In the future, if there is any material information that could affect our relationship with you, even if it is not in our brochure, we will send it to you promptly.

If you have any questions or would like a complete copy of our Disclosure Brochure, please contact Francis J. Hanley at info@hanleyandassociatesllc.com or (413) 499-5212. There is no charge for a copy of the Disclosure Brochure.

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Item 4 – Advisory Business Introduction

Our Advisory Business

Hanley & Associates, LLC (“Hanley & Associates”) is an investment adviser registered with the Commonwealth of Massachusetts, Secretary of the Commonwealth, Securities Division, the State of New York, Office of the Attorney General, Investor Protection Bureau, and the State of Connecticut Department of Banking, Securities and Business Investments Division. Francis J. Hanley founded Hanley & Associates, LLC in 2006. Mr. Hanley is owner, Member, and Investment Adviser Representative.

At Hanley & Associates, LLC our objective is to help you invest your assets with a goal of meeting your investment objectives and financial needs.

Financial Coaching

We provide financial coaching on matters involving securities as well as non-securities topics, such as retirement planning and estate planning. First, we meet with you to discuss your current financial and investment objectives, investment experience, and goals. With information you provide, we prepare an Investor Inventory to help you decide how your present financial situation meets your financial goals. If you would like a more thorough analysis and recommendations from us, we will prepare the Free Market Investment Analysis and Cost Analysis Report. This presents you with an assessment of your investment portfolio in terms of portfolio risk, volatility, diversification factors, cost, and overall portfolio effectiveness.

We will make recommendations for implementing the investment advice we give you. You are under no obligation to act on our recommendations. Moreover, if you elect to act on any of our recommendations, there is no obligation to effect the transaction through any company recommended. Our recommendations are based on your financial situation at the time the analysis is presented and based on financial information disclosed by you. Certain assumptions are made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. We do not offer any guarantees or promises that your financial goals and objectives will be met.

Financial Consulting Services

We may provide an initial and follow-up consultations throughout the year to advise and counsel you about various financial issues. We can help you with transition planning, major transaction analysis, coordinated with cash flow needs, retirement needs, estate planning needs, income tax planning, life and disability insurance needs, investment needs, and college education planning. Our services may focus on all or only one of these areas depending upon the scope of our engagement with you.

It is essential that you provide the information and documentation we request regarding your income, investments, taxes, insurance, estate plan, etc. We will discuss your investment objectives, needs and goals, but you are obligated to inform us of any changes. We do not verify any information obtained from you, your attorney, accountant or other professionals. If you engage us to perform these services, you will receive a written agreement detailing the services, fees, terms and conditions of the relationship. You will also receive this Brochure. You are under no obligation to implement recommendations through us.

We obtain information from a wide variety of publicly available sources. We do not have any inside private information about any investments that are recommended. All recommendations developed by us are based upon our professional judgment. We cannot guarantee the results of any of our recommendations. Choosing which advice to follow is your decision.

Retirement Plans Coaching and Fiduciary Review

Companies may engage us to analyze their employee retirement plans and to prepare a Free Market Fiduciary Investment Analysis. The analysis is consultative in nature and intended to assist fiduciaries in analyzing how well their organization meets a fiduciary standard of excellence and in improving their long-term investment performance. The plan fiduciary is free to implement our investment recommendations through any financial institution.

To assist plan fiduciaries in meeting their 404© obligations, we are available to provide educational classes for plan participants in the retirement plans. In addition, we are available to consult with employees about their personal financial goals and to recommend appropriate investment strategies and/or allocations. Employees are free to implement any recommendations made through any financial institution or may employ Hanley & Associates to assist them in selecting an appropriate manager to allocate, implement and manage their individual portfolios.

Investment Management

For management of your securities portfolio, we recommend asset management services to you by introducing you to Matson Money, Inc. ("Matson Money"), a registered investment adviser. We recommend these programs because they typically allocate your assets among various asset class funds, in accordance with your goals, financial situation and investment constraints. Matson offers its services through programs called The Matson Fund Platform and Frontier Adjusted Portfolio Program.¹

We will provide you with Matson Money's disclosure brochure that discusses services, fees, types of investments, and allocation models, among other things. We encourage you to read Matson Money's disclosure brochure and the mutual fund prospectuses. If you have any questions, we will be happy to answer them. If you agree and choose to proceed, we will explain and assist you with the paperwork required to open an account. We will help you determine the appropriate allocation model as well as act as a liaison between you and Matson Money. Ongoing, we will review your account activity on a regular basis and not less than annually, meet with you to re-assess your financial situation and report any changes to Matson Money.

The Matson Fund Platform

In this program, Matson Money invests your assets primarily through a mutual fund series managed by Matson Money. In accordance with your investment policy statement determined through our coaching processes, Matson Money allocates client assets to any one or combination of three series of a mutual fund ("Matson Funds").²

¹ A third program offered by Matson Money, Private Account Asset Allocation, is no longer available from Matson Money to new clients.

² Each Matson Funds series is advised by Matson Money.

When you participate in the Matson Fund Platform, you enter into a tri-party agreement with Matson Money and Hanley & Associates who serves as Co-Advisor. Our role is to assist in determining the appropriate risk and return guidelines for your overall portfolio resulting in the choice of an investment policy statement in alignment with your personal objectives. You grant discretionary authority to implement your investment policy statement to Matson Money, not to Hanley & Associates. Matson Money invests your assets in the Matson Funds based on your specific goals, financial situation and investment constraints. In accordance with your investment policy statement, Matson Money assigns your account to one of its model portfolios. Each model portfolio corresponds to some combination of investments in Matson Funds in percentages determined by Matson Money. Matson Money reviews your portfolio quarterly and rebalances your portfolio if deemed appropriate by Matson Money. In addition, as a co-fiduciary, Matson Money may deem it necessary to re-optimize or make moderate changes to portfolio asset allocations if those changes are in accordance with your investment policy statement.

Frontier Adjusted Portfolio Program

The Frontier Adjusted Portfolio Program uses the same family of mutual funds, the Matson Funds. This program requires adjustments to your portfolio annually to reduce its risk profile. You choose the starting portfolio, which is one of Matson Money's model portfolios. You also choose an ending objective, which is a lower risk model than the starting portfolio. The ending portfolio does not have to be one of the model portfolios, and can be 100% fixed income. The investment objective of your portfolio can only move from aggressive to conservative, or down the risk scale, not up. You select the annual increment for the downward adjustment, from 1% to 5% per year. Matson Money sends you a notice before every annual adjustment. If you experience a life-changing event, you may opt to end the adjustment process and hold your portfolio at the then-current allocation.

Monitoring Specific Investments

We will monitor your investments in mutual funds (other than those through Matson Money) and Section 529 College Savings Plans if you desire. If necessary, we will act as a liaison between you and the issuer of your mutual funds or Section 529 College Savings Plan. Ongoing, we will review your account activity on a regular basis and not less than annually. We will discuss our review with you to re-assess your financial situation and to help you determine if your investment is allocated appropriately based on your individual investment objectives and goals. You may sign a limited power of attorney to give us the authority to act on your behalf when re-allocating investment options. However, we do not exercise discretion over these investments other than to facilitate your instructions.

ERISA Fiduciary

Hanley & Associates, LLC understands and attests that they are an ERISA fiduciary as defined in the Fiduciary Rule under the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code of 1986 as it relates to Individual Retirement Accounts (IRAs). Hanley & Associates adheres to the Impartial Conduct Standards (including the "best interest" standard, reasonable compensation, and no misrepresented information).

Hanley does not act as a discretionary investment manager of any Plan as defined in Section 3(38) of the Employee Retirement Income Security Act of 1974. Hanley does not act as a non-discretionary investment manager of any Plan as defined in Section 3(21) of the Employee Retirement Income Security Act of 1974.

Other Advisory Services

If you require advice on a single aspect of the management of your financial resources, such as disability or life insurance, we can provide advice that addresses only those specific areas of interest or concern. We will make recommendations for implementing the investment advice given. You are under no obligation to act on our recommendations. Moreover, if you elect to act on any of our recommendations, there is no obligation to purchase insurance through Mr. Hanley or Hanley & Associates, LLC.

Investor Education Events

Often, we offer our expertise, at no cost, through educational financial workshops presented for corporate groups, individuals and business owners. Our presentations focus on a variety of issues, such as investments, financial planning, qualified retirement plans, and financial coaching.

Assets Under Management

As of December 31, 2023, we provided asset management services for 212 accounts, managing total assets of \$20,098,448. We manage all these assets on a nondiscretionary basis.

Item 5 – Fees and Compensation

Financial Coaching and Investor Education Events

There is no fee charged for an initial consultation, the Investor Inventory or our Investor Education Events. The charge to prepare the Free Market Investment Analysis and Cost Analysis Report is \$250, payable in advance, and may be paid by check. While this charge is negotiable, it is not refundable once we have started to prepare the analysis.

Financial Consulting Services

We will charge an hourly rate of \$150.00 - \$250.00 per hour for consulting services. The fee we charge shall be negotiable depending upon certain circumstances. Your Financial Consulting Services Agreement will show the fee you will pay. A deposit of 50% of the fee is due at the time the agreement is signed. The remainder of the fee is due upon the rendering of consulting services. We do not accept prepayment of more than \$500 in fees per client, six months or more in advance.

Retirement Plans Coaching and Fiduciary Review

The one-time fee for the Free Market Fiduciary Investment Analysis ranges up to a maximum of \$2,500, is negotiable, payable in advance, and may be reduced or offered at no cost to existing clients. The fee is based on the dollar amount of assets in the retirement plan and the number of plan participants. The fee is agreed to prior to payment. If a plan fiduciary decides to implement our recommendations by investing through Matson Money, the fees and billing for managing plan assets are as described below.

When Hanley & Associates, LLC is engaged to provide education classes for plan participants, the fee is paid by the plan at a per person negotiated rate.

Investment Management Fees

The Matson Fund Platform and Frontier Adjusted Portfolio Program Fees

When you participate in a Matson Money program, your investments bear all fund-related fees and expenses, including brokerage fees and operating expenses as well as the expenses derived from the underlying mutual funds in which the Matson Funds invest.

As adviser to Matson Funds, Matson Money receives fees on each fund's average daily net assets, paid directly by Matson Funds, using the following tier structure:

Average Daily Net Assets	Matson Money Advisory Fee
First \$1 Billion	0.50%
Over \$1 Billion to \$3 Billion	0.49%
Over \$3 Billion to \$5 Billion	0.48%
Over \$5 Billion	0.47%

Assets invested in shares of the Matson Funds are subject to embedded advisory and other fees and expenses, which are paid by the Matson Funds, but ultimately borne by investors. As funds of funds, the Matson Funds invest in shares of other registered investment companies. Advisers to the underlying mutual funds are paid an advisory fee by each underlying fund they manage. Thus, clients bear their asset-based share of the fees and expenses of each underlying fund as well as the Matson Fund series in which their assets are invested. No sales loads are paid to Matson Money or Hanley & Associates for fund investments. Matson Money does not charge a separate advisory fee above or beyond the fees embedded in the Matson Funds. Matson Money does not receive any advisory fees directly from clients for their services. Hanley & Associates does not receive any compensation outside of the advisory fees shown below for their services. Annual fees paid to Hanley are:

Total Assets Under Management	Maximum Annual Fee
First \$1,000,000	1.00%
Next \$3,000,000	0.75%
Over \$4,000,000	0.50%

Fees are negotiable.

Annual fees paid to Hanley & Associates, LLC are collected by Matson Money quarterly in advance, at one-fourth of the annual rate. The fees are based on the market value of your account on the last business day of the preceding calendar quarter. You will find the market value of your account on the statement you receive from the custodian carrying your account and on statements provided by Matson Money. The initial fee is due at the time your account is funded and is pro-rated for the number of days remaining in the quarter. The custodian of your assets will deduct the fees from your account and send those to Matson Money who in turn pays Hanley & Associates, LLC.

Hanley & Associates, LLC will not, and has no authority to, withdraw fees from your account. With prior notice, Matson Money is willing to permit you to pay the advisory fees directly to Hanley & Associates, LLC. Fees compensate Hanley & Associates, LLC for maintaining a relationship with you, ensuring that information about your specific goals, financial situation and investment constraints remains up-to-date, and responding to your inquiries. Matson Money receives no part of these fees.

You have the right to terminate your agreement with Hanley & Associates and/or Matson Money without penalty within five (5) business days. Otherwise, your agreement may be terminated by any of the parties by giving 30 days prior written notice to the other.

Prepaid fees will be refunded by Matson Money on a pro-rata basis.

Fees for Monitoring Specific Investments

If you have engaged us to monitor your mutual funds or Section 529 College Savings Plan ("Plan"), the annual fees are 1.00% of the value of the underlying assets in the mutual funds or Plan as calculated by the issuer of the mutual funds or Plan. We invoice your fees annually, usually at the end of the calendar year. This invoice is due upon receipt and may be paid by check. All fees are rounded to the second decimal point.

Fees are negotiable and may be waived in our discretion. You are responsible for these fees in addition to fees for the program as described in the issuer's Offering Statement.

These services continue until terminated in writing by you or us. We will discontinue all services and responsibilities to you and your account as of the effective date of termination. You will remain responsible for the issuer's charges even though our services have been terminated.

General Information

All advisory fees are separate from charges assessed by third parties, such as broker/dealers, custodians, mutual fund companies, etc. Each rebalancing or reallocation of your portfolio may involve transaction charges imposed by the custodian. Brokerage and other transaction costs charged by broker/dealers executing the transactions and custodians maintaining your assets are in addition to the management fees and are non-negotiable. Mutual funds, variable annuities or other platforms may assess other fees and expenses, such as 12B-1 fees and/or commissions in connection with the placement of your funds into certain investments. Hanley & Associates, LLC does not receive any of these commissions, charges, and/or fees. Mr. Hanley will receive commissions from insurance products purchased by you. See "Other Financial Industry Activities and Affiliations" below for more details.

Depending on individual arrangements made, fees paid by one client may be higher or lower than fees paid by another client under similar circumstances. Advice provided by Hanley & Associates may differ from one client to another. Clients who invest in Matson Funds through different co-advisers may pay lower or higher fees to their co-adviser than other investors in the same funds.

The fees charged are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds, or any portion of the funds of an advisory client.

Mr. Hanley and Hanley & Associates do not represent, warranty, or imply that any services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections.

Item 6 – Performance Based Fee and Side by Side Management

We do not accept performance-based fees – that is, fees based on a share of capital gains or appreciation of the assets of a client.

We do not participate in side-by-side management. Side-by-side management refers to the practice charging performance-based fees for account management while at the same time managing accounts that are not charged performance-based fees.

Item 7 – Types of Client(s)

We provide our advisory services to individual investors, small business owners, and corporate pension and profit sharing plans. There is no minimum net worth or minimum portfolio requirement for our financial coaching services.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

We understand that Matson Money utilizes Modern Portfolio Theory and the Efficient Market Philosophy to create and manage portfolios that fall on the efficient frontier. These portfolios are reviewed typically on a quarterly basis and rebalanced as needed. Matson Money does not make asset allocation decisions based on the conditions of the economy or the market, but rather on economic research related to the manner in which various asset classes have performed and the correlation of their performance over time.

Investment strategies are dictated by Matson Money and the issuers of other mutual funds and Section 529 College Savings Plans within their asset allocation models and underlying mutual funds. Matson Money may use fixed or variable rate annuities in its portfolios as well as life insurance contracts. Asset allocation with quarterly rebalancing is typical (except in other mutual funds or Section 529 College

Savings Plan) but may be more or less frequent depending upon the particular portfolio manager's strategies.

Investing in securities involves risk of loss that you should be prepared to bear. Investment values will fluctuate, are subject to market volatility, and may be worth more or less than original cost. Typically, Matson Money requests clients to sell securities in order to make funds available to purchase the mutual funds or other commingled investment vehicles Matson Money recommends. In those situations where there would be adverse tax consequences to a client, Matson Money may recommend the client hold the security or sell it over time in a tax efficient manner.

When investing in a Section 529 College Savings Plan, you should consider that the Plans have special benefits in the form of special state tax incentives for taxpayers of a certain state. If you reside in or have taxable income in a different state, consider whether your state has a qualified tuition program that offers favorable state income tax or other benefits exclusive to your state's program that may not be available under other Section 529 College Savings Plans. You should consult with a qualified tax advisor to explore tax consequences. Investments in Section 529 College Savings Plans are not guaranteed or insured and are subject to investment risks, including the loss of the principal amount invested, and may not be appropriate for all investors.

Item 9 – Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Hanley & Associates, LLC, or the integrity of our management. We have no information that applies to this item. Disciplinary history of Hanley & Associates, LLC and its representatives can be obtained from the Massachusetts Securities Division.

Item 10 – Other Financial Industry Activities and Affiliations

We are required to disclose material relationships that we may have with related financial industry participants. Hanley & Associates, LLC is not affiliated with any other financial institution.

At this time, we recommend only one portfolio manager, Matson Money. However, we reserve the right to change if we believe there is a more appropriate choice in the future. Other portfolio managers may use similar strategies as Matson Money, may cost more or less than Matson Money, may minimize overall portfolio turnover, or may have investment philosophies similar to our own. We are required to put your interests before our own interests. Consequently, we have implemented these procedures to make sure that you benefit from using our recommended portfolio managers: (1) We gather detailed information from you to determine if you will benefit more from using Matson Money, rather than another portfolio manager. (2) Ongoing, we review Matson Money's performance and handling of your portfolio. (3) We review other portfolio managers' programs to become familiar with alternatives that may be appropriate for you.

Mr. Hanley is licensed to sell insurance for unaffiliated insurance companies in the States of Massachusetts, North Carolina, Rhode Island, and South Carolina. In this capacity, he earns commissions on insurance products sold to you. Even though this has a potential to create a conflict of interest, Hanley & Associates has a fiduciary responsibility to its clients that overrides all other procedures. This fiduciary responsibility requires us to put your interests before our own or anyone else's interests.

Item 11 – Code of Ethics, Participation or Interest in Client Accounts and Personal Trading

General Information

Hanley & Associates, LLC have adopted a Code of Ethics for all IAR's of the firm describing its high standards of business conduct, and fiduciary duty to you, our client. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All of our IAR's must acknowledge the terms of the Code of Ethics annually, or as amended.

Participation or Interest in Client Accounts

Our Compliance policies and procedures prohibit anyone associated with Hanley & Associates, LLC from having an interest in a client account or participating in the profits of a client's account without the approval of the CCO.

The following acts are prohibited:

- Employing any device, scheme or artifice to defraud
- Making any untrue statement of a material fact
- Omitting to state a material fact necessary in order to make a statement, in light of the circumstances under which it is made, not misleading
- Engaging in any fraudulent or deceitful act, practice or course of business
- Engaging in any manipulative practices

Clients and prospective clients may request a copy of the firm's Code of Ethics by contacting the CCO.

Personal Trading

Hanley & Associates, LLC may recommend securities to you that we will purchase for our own accounts. We may trade securities in our account that we have recommended to you as long as we place our orders after your orders. This policy is meant to prevent us from benefiting as a result of transactions placed on behalf of advisory accounts.

Neither Hanley & Associates, nor any of its related persons recommend securities (or other investment products) to advisory clients in which we or any related person has some other proprietary (ownership) interest, other than those mentioned above.

Certain affiliated accounts may trade in the same securities with your accounts on an aggregated basis when consistent with our obligation of best execution. When trades are aggregated, all parties will share the costs in proportion to their investment. We will retain records of the trade Order (specifying each participating account) and its allocation. Completed Orders will be allocated as specified in the initial trade order. Partially filled Orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Hanley & Associates, LLC has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of "Access Persons". The policy requires that an Access Person of the firm provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Adviser selects; provided, however that at any time that the Adviser has only one Access Person, he or she shall not be required to submit any securities report described above.

We have established the following restrictions in order to ensure our fiduciary responsibilities regarding insider trading are met:

- No securities for our personal portfolio(s) shall be bought or sold where this decision is substantially derived, in whole or in part, from the role of IARs of Hanley & Associates, unless the information is also available to the investing public on reasonable inquiry. In no case, shall we put our own interests ahead of yours.

Privacy Statement

Hanley & Associates, LLC are committed to safeguarding your confidential information and hold all personal information provided to us in the strictest confidence. These records include all personal information that we collect from you or receive from other firms in connection with any of the financial services they provide. We also require other firms with whom we deal with to restrict the use of your information. Our Privacy Policy is available upon request.

Conflicts of Interest

Hanley & Associates' IARs may employ the same strategy for their personal investment accounts as it does for its clients. However, IARs may not place their orders in a way to benefit from the purchase or sale of a security.

We act in a fiduciary capacity. If a conflict of interest arises between us and you, we shall make every effort to resolve the conflict in your favor. Conflicts of interest may also arise in the allocation of investment opportunities among the accounts that we advise. We will seek to allocate investment opportunities according to what we believe is appropriate for each account. We strive to do what is equitable and in the best interests of all the accounts we advise.

Item 12 – Brokerage Practices

Hanley & Associates, LLC does not recommend brokerage firms for client transactions. If you are investing in one of the programs managed by Matson Money, Matson Money requires that you designate a broker/dealer and a custodian acceptable to Matson Money.

Generally, Matson Money requests that you open custody accounts with either AXOS Advisor Services, Charles Schwab Trust, Pershing LLC, and brokerage accounts with their affiliated broker-dealers: TC Advisors Network, Inc., Charles Schwab & Co., Inc. or Pershing, LLC.

For ERISA accounts, Matson Money will permit clients to select Ascensus as their custodian and as recordkeeper. For 403(b) accounts as well as some 401(k) accounts, Matson Money permits MG Trust as the custodian and PCS and as the recordkeeper. One of our roles is to help you choose an appropriate company based on your personal circumstances. We do not participate in any revenue sharing arrangements with these entities.

Item 13 – Review of Accounts

Reviews

Francis J. Hanley, Member and Chief Compliance Officer, reviews client accounts at least annually or as agreed to by us. You may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. Generally, we will monitor for changes and shifts in the economy, changes to the management and structure of a mutual fund or company in which client assets are invested, and market shifts and corrections. Third party portfolio managers, such as Matson Money, monitor accounts daily for trading and rebalancing purposes.

Reports

The mutual fund managers and/or the brokerage firm handling your account(s) send you account statements at least quarterly, but usually monthly. These account statements show money balances, investment values, and transactions. Account activity, positions, and account balances are available for view 24 hours a day on Matson Money's web site. We do not provide any other statements except those provided by your custodian, along with an invoice copy.

Item 14 – Client Referrals and Other Compensation

For clients participating in one of the programs offered by Matson Money, Hanley & Associates, LLC is paid advisory fees, which are more fully described above under "Fees and Compensation". In addition, Matson Money may provide marketing assistance to Hanley & Associates. While Matson Money generally charges for marketing assistance, some marketing assistance may be provided without charge as the amount of assets referred to Matson Money by Hanley & Associates, LLC increases. Matson Money may

provide investment advisory services to persons working for Hanley & Associates, at low or no cost and at reduced costs to their family members. While this factor does not change the amount of fees paid by you, these benefits could represent incentives for us to recommend Matson Money over other third party managers. See “Other Financial Industry Activities and Affiliations” above for a description of our procedures addressing potential conflicts when recommending Matson Money.

Client Appreciation – We may invite clients to bring guests to a periodic customer appreciation dinner. If the guest becomes our client, it could be construed that the client bringing the guest was compensated by a meal.

Item 15 – Custody

You will not give us authority to withdraw securities or funds from your account. Your funds and securities will be held with a bank, broker/dealer, or other independent qualified custodian. We do not accept physical custody of any of your funds and/or securities. We do not accept securities certificates or forward securities certificates to your custodian. We do not produce account statements. You will receive account statements from the custodian holding your funds and securities at least quarterly, and often monthly. Please review account statements for accuracy and let us know if there are any discrepancies.

Item 16 – Investment Discretion

We do not exercise investment discretion on your behalf with Matson Money.

When you engage our services to monitor your other mutual funds or Section 529 College Savings Plan, you may sign a limited power of attorney to give us authority to enter transactions on your behalf and to transmit your instructions to the issuer of your mutual funds or Section 529 College Savings Plan. When we accept this authority, our internal controls require that Francis Hanley personally review the transactions or instructions before transmitting them to the issuer of your mutual funds or Section 529 College Savings Plan.

Item 17 – Voting Client Securities

Your brokerage firm or custodian may send proxies or other solicitations about your securities directly to you. We do not accept authority to vote securities on your behalf. You retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios. We may provide advice to you regarding your voting of proxies. You may contact the Chief Compliance Officer by phone at: (888) 499-5212 or email at: info@hanleyandassociatesllc.com if you have questions about a particular solicitation.

Item 18 – Financial Information

Hanley & Associates, LLC is required to provide you with certain financial information or disclosure about its financial condition. Hanley & Associates has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients nor has it been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State Registered Advisers

Principals

There is one principal of Hanley & Associates, LLC Francis J. Hanley. He is the Chief Compliance Officer, Owner and Member and was born in 1956. His education information, business background, and other business activities can be found in the Form ADV Part 2B Brochure Supplement below.

Performance Fees

We do not charge a performance-based fee (fees based on a share of capital gains on, or capital appreciation of, the assets of a client) for our normal asset management accounts.

Disclosable Events

Neither Hanley & Associates, LLC nor Francis J. Hanley has any reportable events to disclose here.

Other Relationships

Neither Hanley & Associates, LLC nor Francis J. Hanley has any relationship with any issuer of securities

ADV Part 2B Brochure Supplement – Francis J. Hanley

Item 1 – Cover Page

Francis J. Hanley

CRD # 1473476

Hanley & Associates, LLC

7 North Street, Suite 307

Pittsfield, MA 01201

www.hanleyandassociatesllc.com

(413) 499-5212

March 7, 2024

This Brochure supplement provides information about Francis Hanley and supplements the Hanley & Associates LLC (“Hanley & Associates”) Brochure. You should have received a copy of that Brochure. Please contact Francis J. Hanley if you did not receive the Brochure or if you have any questions about the contents of this supplement.

Additional information about Francis J. Hanley, CRD# 1473476 is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Full Legal Name: Francis J. Hanley

Year of Birth: 1956

Education

- College for Financial Planning, Greenwood, Colorado, Accredited Asset Management Specialist program (2010)
 - Issuing Organization: College for Financial Planning
 - Prerequisites/Experience Required: None
 - Education Requirements: Pre-exam Study Materials
 - Examination Type: Final designation exam (online, timed)
 - Continuing Education Requirements: 16 hours every 2 years
- American College, Bryn Mawr, Pennsylvania, Chartered Life Underwriter (CLU program (2001)
 - Chartered Life Underwriter (CLU)
 - Issuing Organization: The American College
 - Prerequisites/Experience Required: 3 years of full-time business experience within the five years preceding the awarding of the designation
 - Educational Requirements: 5 core and 3 elective courses
 - Examination Type: Final proctored exam for each course
 - Continuing Education/Experience Requirements: 30 hours every 2 years
- Life Underwriters Training Council Fellow, Washington, D.C., Life Underwriters Training Council program (1989), Financial Planning program (1988), Business Insurance program (1987) (LUTCF)
 - Issuing Organization: College for Financial Planning
 - Prerequisites/Experience Required: Member in good standing with NAIFA.
 - Education Requirements: Three eight-week courses.
 - Examination Type: Final exam for each course (online, proctored)
 - Continuing Education Requirements: Three hours of ethics-related continuing education every two years for designees who earned their credential on or after 7/1/2015
- Merrimack College, North Andover, Massachusetts, Bachelor of Arts (1978)

Business History

2006 - Present	Chief Compliance Officer, Owner and Member at Hanley & Associates, LLC
2005 – 2012	Investment Adviser Representative, Registered Representative at USA Financial Securities Corporation

Item 3 – Disciplinary History

Neither Hanley & Associates, LLC nor Francis Hanley has any disciplinary history to disclose.

Item 4 – Other Business Activities

As noted in Item 10 “Other Financial Industry Activities and Affiliations” above, Francis J. Hanley has the following outside business activities and/or affiliations to disclose.

Francis J. Hanley is licensed to sell insurance for unaffiliated insurance companies in the State of Massachusetts, North Carolina, South Carolina, and RI. In this capacity, he earns commissions on insurance products sold to you. Even though this has a potential to create a conflict of interest, Hanley & Associates has a fiduciary responsibility to its clients that overrides all other procedures. This fiduciary responsibility requires us to put your interests before our own or anyone else’s interests.

Item 5 – Additional Compensation

Francis J. Hanley may receive additional compensation from sales of insurance products. Francis J. Hanley may be eligible to receive incentive awards (including prizes such as trips or bonuses) for recommending certain types of insurance policies or other investment products that he recommends.

While Francis J. Hanley endeavors at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving incentive awards creates a conflict of interest, and may affect his judgment when making recommendations. We require that all IARs disclose this conflict of interest when such recommendations are made. Also, we require IARs to disclose that clients may purchase recommended insurance products from other insurance agents not affiliated with us.

Item 6 – Supervision

Francis J. Hanley is the Chief Compliance Officer, Owner and Member and performs all supervisory duties for his firm.

Item 7 – Requirements for State-Registered Advisers

Francis J. Hanley has no reportable events to disclose here.

ADV Part 2B Brochure Supplement – Patrick Hanley

Item 1 – Cover Page

Patrick Hanley

CRD # 7706159

Hanley & Associates, LLC

7 North Street, Suite 307

Pittsfield, MA 01201

www.hanleyandassociatesllc.com

(413) 499-5212

March 7, 2024

This Brochure supplement provides information about Patrick Hanley and supplements the Hanley & Associates LLC (“Hanley & Associates”) Brochure. You should have received a copy of that Brochure. Please contact Francis J. Hanley if you did not receive the Brochure or if you have any questions about the contents of this supplement.

Additional information about Patrick Hanley, CRD# 7706159 is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Full Legal Name: Patrick Edward Hanley

Year of Birth: 1991

Education

Bachelor of Arts in Economics 2013

Bachelor of Arts in Spanish Language and Literature 2013

University of Rhode Island, Kingston, RI

Business History

September 2023 – Present Investment Adviser Representative at Hanley & Associates, LLC

May 2021 – Present Administrative Assistant at Hanley & Associates, LLC

September 2020 – April 2021 Server at Pappadeaux Seafood Kitchen

January 2019 – July 2020 Sales Development Manager at The Bulmann Group

April 2017 – April 2019 Server at Pappadeaux Seafood Kitchen

September 2016 – March 2017 Real Estate Salesperson at Keller Williams Realty

April 2014 – September 2016 Sales Development Manager at JP Gould Specialty Paper

June 2013 – March 2014 Job Search

September 2009 – May 2013 Student at University of Rhode Island

Item 3 – Disciplinary History

Neither Hanley & Associates, LLC nor Patrick Hanley has any disciplinary history to disclose.

Item 4 – Other Business Activities

As noted in Item 10 “Other Financial Industry Activities and Affiliations” above, Patrick Hanley has no outside business activities and/or affiliations to disclose.

Item 5 – Additional Compensation

Patrick Hanley does not receive any other compensation.

Item 6 – Supervision

Patrick Hanley is supervised by CCO, Francis Hanley. Please contact Francis Hanley at 413-499-5212 with questions regarding supervision.

Item 7 – Requirements for State-Registered Advisers

Patrick Hanley has the following reportable events to disclose here: Two settled civil financial judgements.