



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2011

For calendar year 2011 or tax year beginning OCT 1, 2011, and ending SEP 30, 2012

Name of foundation

PAUL AND SUZANNE HANIFL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

190 SOUTH LASALLE STREET

Room/suite
1700

City or town, state, and ZIP code

CHICAGO, IL 60603

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: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method: Cash Accrual
 Other (specify)
 ► \$ 3,269,542. (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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	64,424.	64,424.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	99,805.			
b	Gross sales price for all assets on line 6a	1,399,206.			
7	Capital gain net income (from Part IV, line 2)		99,805.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	41.	41.		STATEMENT 2
12	Total. Add lines 1 through 11	164,270.	164,270.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 3	10,030.	10,030.	0.
b	Accounting fees				
c	Other professional fees	STMT 4	11,916.	11,916.	0.
17	Interest				
18	Taxes	STMT 5	4,188.	2,793.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 6	25.	25.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		26,159.	24,764.	0.
25	Contributions, gifts, grants paid		325,675.		325,675.
26	Total expenses and disbursements. Add lines 24 and 25		351,834.	24,764.	325,675.
27	Subtract line 26 from line 12:		<187,564. >		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		139,506.		
c	Adjusted net income (if negative, enter -0-)			N/A	

17

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			<1. >	<1. >
	2 Savings and temporary cash investments		58,183.	34,019.	34,019.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	893,992.	849,745.	964,557.
	c Investments - corporate bonds	STMT 8	952,950.	706,607.	623,614.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 9	349,763.	749,763.	759,853.
	14 Land, buildings, and equipment basis ►	887,500.			
	Less accumulated depreciation	STMT 10 ►	1,159,430.	887,500.	887,500.
	15 Other assets (describe ►)		364.	0.	0.
	16 Total assets (to be completed by all filers)		3,414,682.	3,227,633.	3,269,542.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)	STATEMENT 11)	0.	515.	
	23 Total liabilities (add lines 17 through 22)		0.	515.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		3,414,682.	3,227,118.	
	30 Total net assets or fund balances		3,414,682.	3,227,118.	
	31 Total liabilities and net assets/fund balances		3,414,682.	3,227,633.	

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 3,414,682.
2 Enter amount from Part I, line 27a	2 <187,564. >
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 3,227,118.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,227,118.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	1,399,206.		1,299,401.	99,805.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				99,805.	
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	99,805.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }			3	N/A

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	167,524.	3,427,697.	.048874
2009	170,337.	3,414,356.	.049888
2008	99,050.	3,293,418.	.030075
2007	254,127.	3,784,813.	.067144
2006	149,600.	3,602,029.	.041532

2 Total of line 1, column (d)

2 .237513

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .047503

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 3,295,919.

5 Multiply line 4 by line 3

5 156,566.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,395.

7 Add lines 5 and 6

7 157,961.

8 Enter qualifying distributions from Part XII, line 4

8 325,675.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	1 , 395 .
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2	2	0 .	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1 , 395 .	
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	4	0 .	
6	Credits/Payments:	5	1 , 395 .	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	880 .	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	880 .	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	515 .	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	X	
<i>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</i>			
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1)	On the foundation. ► \$ _____ 0 .	(2)	On foundation managers. ► \$ _____ 0 .
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____ 0 .		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	X	
<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
7	Did the foundation have at least \$5,000 in assets at any time during the year?		
<i>If "Yes," complete Part II, col. (c), and Part XV.</i>			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>IL</u>		
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 <i>General Instruction G</i> ? If "No," attach explanation		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

Part VII-A Statements Regarding Activities (continued)

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 ► SUZANNE T. HANIFL Telephone no. ► 847-381-6257
Located at ► 41 SANDALWOOD LANE, BARRINGTON HILLS, IL ZIP+4 ► 60010

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16 Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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 X No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A Yes No

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 2011? 1c Yes No

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)): N/A Yes No

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► Yes No

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 Yes No

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► N/A Yes No

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No

b If "Yes," did it have excess business holdings in 2011 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 2011) 3b Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No

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 2011? 4b Yes No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b



Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes

No

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

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

 Yes No

6b

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

If "Yes" to 6b, file Form 8870

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

 Yes No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUZANNE T. HANIFL 41 SANDALWOOD LANE BARRINGTON HILLS, IL 60010	PRES, TREAS & 0.00	DIR 0.	0.	0.
PAUL H. HANIFL 41 SANDALWOOD LANE BARRINGTON HILLS, IL 60010	VICE-PRES, SEC & DIR 0.00	0.	0.	0.
DANIEL BROSIER 402 WASHBURN ELGIN, IL 60123	DIR 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THERE ARE NO COMPENSATED EMPLOYEES.	0.00	0.	0.	0.

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



0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THERE ARE NO PROFESSIONALS RECEIVING		0.
OVER \$50,000 FOR SERVICES.		

Total number of others receiving over \$50,000 for professional services

► 0

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	N/A	
2		
3		
4		

Part IX-B | Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

► 0.

Form 990-PF (2011)

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	2,203,101.
b Average of monthly cash balances	1b	130,199.
c Fair market value of all other assets	1c	1,012,811.
d Total (add lines 1a, b, and c)	1d	3,346,111.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,346,111.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,192.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,295,919.
6 Minimum investment return. Enter 5% of line 5	6	164,796.

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	164,796.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,395.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,395.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	163,401.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	163,401.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	163,401.

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	325,675.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	325,675.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,395.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	324,280.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				163,401.
2 Undistributed income, if any, as of the end of 2011			123,310.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 325,675.			123,310.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2011 distributable amount				163,401.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		38,964.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a		38,964.		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011		38,964.		

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c. Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE	NONE			325,675.
Total			► 3a	325,675.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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					64,424.
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					41.
8 Gain or (loss) from sales of assets other than inventory					99,805.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	164,270.
13 Total. Add line 12, columns (b), (d), and (e)				13	164,270.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

PAUL AND SUZANNE HANIFL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a SEE ATTACHED SCHEDULE - CORNERSTONE BANK - STCG	P	VARIOUS	VARIOUS
b SEE ATTACHED SCHEDULE - CORNERSTONE BANK - LTCG	P	VARIOUS	VARIOUS
c MANCHESTER FARM	P	03/07/07	03/19/12
d CAPITAL GAINS DIVIDENDS			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 90,223.		79,964.	10,259.
b 956,728.		942,834.	13,894.
c 345,000.		276,603.	68,397.
d 7,255.			7,255.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			10,259.
b			13,894.
c			68,397.
d			7,255.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	99,805.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Basis % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	50% INTEREST IN LAND, ROCKINGHAM CO123105L (D) FARMLAND IN					437,500.			437,500.			0.
2	BOONE COUNTY, ILLINOIS 030207L					271,930.			271,930.			0.
3	50% INTEREST IN LAND, ROCKINGHAM CO122807L					450,000.			450,000.			0.
	* TOTAL 990-PF PG 1 DEPR					1159430.			0.	1159430.	0.	0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMORTIZATION OF BOND PREMIUM	<1,107. >	0.	<1,107. >
CORNERSTONE - CAPITAL GAIN DISTRIBUTIONS	7,255.	7,255.	0.
CORNERSTONE - DIVIDENDS	26,222.	0.	26,222.
CORNERSTONE - INTEREST	39,309.	0.	39,309.
TOTAL TO FM 990-PF, PART I, LN 4	71,679.	7,255.	64,424.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	41.	41.	
TOTAL TO FORM 990-PF, PART I, LINE 11	41.	41.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MADDEN, JIGANTI, MOORE & SINARS, LLP	10,030.	10,030.		0.
TO FM 990-PF, PG 1, LN 16A	10,030.	10,030.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORNERSTONE NATIONAL BANK	11,916.	11,916.		0.
TO FORM 990-PF, PG 1, LN 16C	11,916.	11,916.		0.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	239.	239.		0.
FEDERAL TAX EXPENSE	1,395.	0.		0.
PROPERTY TAXES	2,554.	2,554.		0.
TO FORM 990-PF, PG 1, LN 18	4,188.	2,793.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	25.		0.
TO FORM 990-PF, PG 1, LN 23	25.	25.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED LISTING	849,745.	964,557.
TOTAL TO FORM 990-PF, PART II, LINE 10B	849,745.	964,557.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED LISTING	706,607.	623,614.
TOTAL TO FORM 990-PF, PART II, LINE 10C	706,607.	623,614.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATE OF DEPOSITS - SEE ATTACHED	COST	749,763.	759,853.
TOTAL TO FORM 990-PF, PART II, LINE 13		749,763.	759,853.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
50% INTEREST IN LAND, ROCKINGHAM COUNTY, VA	437,500.	0.	437,500.
50% INTEREST IN LAND, ROCKINGHAM COUNTY, VA	450,000.	0.	450,000.
TOTAL TO FM 990-PF, PART II, LN 14	887,500.	0.	887,500.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL INCOME TAX PAYABLE	0.	515.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	515.

PAUL & SUZANNE HANFL FOUNDATION
SCHEDULE OF 2011 - 2012 CAPITAL TRANSACTIONS
PART 1, LINE 6 and PART IV, LINE 1a
SHORT TERM CAPITAL GAIN (LOSS)

SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
CELGENE CORP	125.000	03/15/11	11/23/11	7,984.47	6,546.39	1,438.08
NUCOR	85 000	02/22/11	11/23/11	3,259.33	4,162.62	(903.29)
CISCO SYSTEMS	470.000	11/23/11	03/05/12	9,345.22	8,770.06	575.16
ENTERGY CORP	131 000	05/23/11	03/05/12	8,728.31	9,007.93	(279.62)
ENTERGY CORP	65 000	11/23/11	03/05/12	4,330.84	4,471.46	(140.62)
COVIDIEN	58.000	11/23/11	06/01/12	3,072.78	2,684.26	388.52
ALLSTATE CORP	80 000	11/23/11	06/01/12	2,705.86	2,075.06	630.80
COVIDIEN	24.000	11/23/11	08/29/12	1,335.81	1,110.73	225.08
ANALOG DEVICES	111 000	03/05/12	08/29/12	4,416.60	4,381.35	35.25
HALLIBURTON	29.000	11/23/11	08/29/12	993.23	1,065.68	(72.45)
MCDONALD'S CORP	46 000	11/23/11	08/29/12	4,090.23	4,264.58	(174.35)
JP MORGAN CHASE	153.000	11/23/11	08/29/12	5,694.53	4,695.54	998.99
STATE STREET CORP	88.000	11/23/11	08/29/12	3,639.64	3,421.72	217.92
EXPRESS SCRIPTS	81 000	06/01/12	08/29/12	5,004.89	4,317.44	687.45
APPLE INC	21 000	11/23/11	08/29/12	13,961.34	7,939.47	6,021.87
FINANCIAL SELECT SECTOR	168.000	06/01/12	08/29/12	2,535.90	2,378.88	157.02
ISHARES DJ US TECH	10 000	11/23/11	08/29/12	240.99	206.49	34.50
MATERIALS SELECT	59.000	11/23/11	08/29/12	2,114.53	1,979.45	135.08
UTILITIES SELECT	50 000	03/05/12	08/29/12	1,829.49	1,752.21	77.28
NIKE, INC	51 000	11/23/11	08/29/12	4,939.29	4,732.79	206.50
TOTAL SHORT TERM CAPITAL GAIN (LOSS)				90,223.28	79,964.11	10,259.17

PAUL & SUZANNE HANIFL FOUNDATION
SCHEDULE OF 2011 - 2012 CAPITAL TRANSACTIONS
PART 1, LINE 6 and PART IV, Line 2b
LONG TERM CAPITAL GAIN (LOSS)

SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
BMW BK UT	50,000.000	4/20/2009	10/24/2011	50,000.00	50,000.00	0.00
WESTERN UNION	405.000	4/17/2009	11/1/2011	7,187.92	5,848.20	1,339.72
WESTERN UNION	550.000	8/3/2009	11/1/2011	9,761.38	10,053.98	(292.60)
COMCAST	340.000	8/4/2009	11/23/2011	7,254.98	5,127.20	2,127.78
COCA COLA	105.000	9/17/2008	11/23/2011	7,099.38	5,607.95	1,491.43
WAL MART STORES	55.000	5/8/2006	11/23/2011	3,131.67	2,558.05	573.62
APACHE	80.000	8/11/2008	11/23/2011	7,966.27	8,830.34	(864.07)
CHEVRON	115.000	4/17/2009	11/23/2011	11,604.44	7,669.21	3,935.23
EXXONMOBIL	70.000	5/4/2010	11/23/2011	5,483.69	4,856.57	627.12
NOBLE CORP	145.000	11/3/2005	11/23/2011	5,136.32	4,632.03	504.29
CHARLES SCHWAB CORP	80.000	2/16/2010	11/23/2011	910.47	1,425.65	(515.18)
WELLS FARGO	220.000	11/3/2005	11/23/2011	5,451.60	6,303.95	(852.35)
ABBOTT LABS	70.000	2/28/2008	11/23/2011	3,761.03	3,853.56	(92.53)
BAXTER INTERNATIONAL	215.000	6/18/2008	11/23/2011	10,879.43	13,254.73	(2,375.30)
NOVARTIS AG	210.000	1/28/2010	11/23/2011	11,505.75	11,251.77	253.98
DANAHER	280.000	11/3/2005	11/23/2011	13,274.54	7,294.00	5,980.54
DANAHER	45.000	5/8/2006	11/23/2011	2,133.41	1,455.46	677.95
EXPEDITORS INTERNATIONAL	215.000	5/3/2007	11/23/2011	9,211.96	9,122.43	89.53
NORFOLK SOUTHERN CORP	195.000	7/19/2010	11/23/2011	14,215.42	10,758.05	3,457.37
PEPSICO	5.000	11/3/2005	11/23/2011	318.80	296.88	21.92
PEPSICO	55.000	5/8/2006	11/23/2011	3,506.76	3,197.04	309.72
UNITED PARCEL SERVICES	120.000	12/10/2008	11/23/2011	8,292.50	6,861.60	1,430.90
UNITED PARCEL SERVICES	40.000	8/4/2009	11/23/2011	2,764.17	2,160.18	603.99
PROCTOR & GAMBLE	45.000	2/6/2007	11/23/2011	2,846.21	2,938.86	(92.65)
ORACLE	25.000	4/26/2010	11/23/2011	758.76	652.97	105.79
QUALCOMM	180.000	10/26/2009	11/23/2011	10,120.08	7,493.40	2,626.68
CREDIT SUISSE FIRST BOSTON	100,000.000	8/20/2002	1/17/2012	100,000.00	100,000.00	0.00
CISCO SYSTEMS	480.000	4/26/2010	3/5/2012	9,544.05	13,027.06	(3,483.01)
NORTHERN INSTITUTIONAL COR	4,690.432	4/21/2010	3/8/2012	50,000.00	48,545.97	1,454.03
SEI SMALL CAP GROWTH	200.000	5/4/2006	3/8/2012	3,600.00	4,154.00	(554.00)
SEI SMALL CAP GROWTH	355.556	5/8/2006	3/8/2012	6,400.00	7,022.23	(622.23)
SEI SMALL CAP VALUE	300.000	5/4/2006	3/8/2012	5,303.69	6,519.00	(1,215.31)
SEI SMALL CAP VALUE	378.773	5/9/2006	3/8/2012	6,696.31	8,022.41	(1,326.10)
NORTHERN INSTITUTIONAL COR	4,971.404	4/21/2010	5/2/2012	53,094.59	51,454.03	1,640.56
NORTHERN INSTITUTIONAL COR	1,863.803	10/20/2010	5/2/2012	19,905.41	20,073.16	(167.75)
ABBOTT LABS	86.000	2/28/2008	6/1/2012	5,330.17	4,734.38	595.79
CELGENE CORP	20.000	3/15/2011	6/1/2012	1,377.58	1,047.42	330.16
NOVARTIS AG	43.000	1/28/2010	6/1/2012	2,240.27	2,303.93	(63.66)
ALLSTATE CORP	370.000	2/22/2011	6/1/2012	12,514.60	11,374.06	1,140.54
WAL MART STORES	240.000	5/8/2006	8/20/2012	17,837.88	11,162.40	6,675.48
WAL MART STORES	10.000	2/28/2008	8/20/2012	743.25	501.68	241.57
PROCTOR & GAMBLE	61.000	2/6/2007	8/29/2012	4,086.93	3,983.79	103.14
EXPEDITORS INTERNATIONAL	30.000	5/3/2007	8/29/2012	1,132.51	1,272.90	(140.39)
GENERAL DYNAMICS	32.000	4/18/2011	8/29/2012	2,114.20	2,304.05	(189.85)
LOWES COMPANIES	196.000	4/26/2010	8/29/2012	5,434.98	5,243.00	191.98
PEPSICO INC	59.000	5/8/2006	8/29/2012	4,315.18	3,429.55	885.63
APACHE	10.000	8/11/2008	8/29/2012	875.88	1,103.79	(227.91)
EXXONMOBIL	44.000	5/4/2010	8/29/2012	3,878.95	3,052.70	826.25
ABBOTT LABS	20.000	2/28/2008	8/29/2012	1,316.03	1,101.02	215.01
CELGENE CORP	47.000	3/15/2011	8/29/2012	3,386.30	2,461.44	924.86
DANAHER	55.000	5/8/2006	8/29/2012	2,936.39	1,778.90	1,157.49
INTEL CORP	35.000	4/26/2010	8/29/2012	871.13	829.47	41.66

PAUL & SUZANNE HANIFL FOUNDATION
SCHEDULE OF 2011 - 2012 CAPITAL TRANSACTIONS
PART 1, LINE 6 and PART IV, Line 2b
LONG TERM CAPITAL GAIN (LOSS)

SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
ORACLE	22.000	4/26/2010	8/29/2012	702.22	574.61	127.61
QUALCOMM	32.000	10/26/2009	8/29/2012	1,999.95	1,332.16	667.79
COMCAST	331.000	8/4/2009	8/29/2012	11,219.82	4,991.48	6,228.34
COCA COLA	123.000	9/17/2008	8/29/2012	4,728.02	3,284.66	1,443.36
CHEVRON	33.000	4/17/2009	8/29/2012	3,697.90	2,200.73	1,497.17
NOBLE CORP	85.000	11/3/2005	8/29/2012	3,270.16	2,715.33	554.83
CHARLES SCHWAB CORP	173.000	2/16/2010	8/29/2012	2,288.97	3,082.96	(793.99)
WELLS FARGO	110.000	11/3/2005	8/29/2012	3,742.13	3,121.24	620.89
WELLS FARGO	130.000	5/8/2006	8/29/2012	4,422.51	4,128.53	293.98
NOVARTIS AG	42.000	1/28/2010	8/29/2012	2,522.49	2,250.35	272.14
UNITED PARCEL SERVICES	33.000	8/4/2009	8/29/2012	2,498.37	1,782.15	716.22
NUCOR	54.000	2/22/2011	8/29/2012	2,086.54	2,644.49	(557.95)
WELLS FARGO	200,000.000	7/9/2004	9/4/2012	200,000.00	201,349.24	(1,349.24)
SEI SMALL CAP GROWTH	765.219	5/4/2006	9/4/2012	13,819.85	15,893.60	(2,073.75)
SEI SMALL CAP GROWTH	910.267	5/8/2006	9/4/2012	16,439.42	17,977.77	(1,538.35)
SEI SMALL CAP GROWTH	393.388	11/13/2006	9/4/2012	7,104.59	7,737.95	(633.36)
SEI SMALL CAP GROWTH	507.160	2/26/2008	9/4/2012	9,159.31	8,500.00	659.31
VANGUARD TOTAL	1,639.707	5/4/2006	9/4/2012	22,890.31	27,268.32	(4,378.01)
VANGUARD TOTAL	3,039.514	5/16/2006	9/4/2012	42,431.62	50,000.00	(7,568.38)
VANGUARD TOTAL	1,164.822	11/13/2006	9/4/2012	16,260.92	20,000.00	(3,739.08)
SEI SMALL CAP VALUE	643.134	5/4/2006	9/4/2012	11,447.96	13,975.30	(2,527.34)
SEI SMALL CAP VALUE	756.227	5/8/2006	9/4/2012	13,461.05	16,016.89	(2,555.84)
SEI SMALL CAP VALUE	444.247	11/13/2006	9/4/2012	7,907.72	10,000.00	(2,092.28)
SEI SMALL CAP VALUE	736.648	2/26/2008	9/4/2012	13,112.54	12,000.00	1,112.54
TOTAL LONG TERM CAPITAL GAINS				956,727.59	942,834.16	13,893.43

PAUL & SUZANNE HANIFL FOUNDATION
 FORM 990-PF, FYE SEPTEMBER 30, 2012
 PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
ABBOTT LABS	174.000	9,579	9,579	11,929
ANALOG DEVICES, INC.	369.000	14,565	14,565	14,456
APACHE	130.000	11,327	11,327	11,241
APPLE INC.	24.000	9,074	9,074	16,011
AUTODESK, INC.	509.000	17,452	17,452	16,975
CELGENE CORP	128.000	6,704	6,704	9,779
CHARLES SCHWAB CORP	842.000	15,005	15,005	10,765
CHEVRON	102.000	6,802	6,802	11,889
COCA COLA	287.000	7,664	7,664	10,886
COMCAST	309.000	4,660	4,660	11,045
COVIDIEN PLC	133.000	6,155	6,155	7,903
DANAHER	180.000	5,822	5,822	9,927
EXPEDITORS INTERNATIONAL	170.000	7,153	7,153	6,180
EXPRESS SCRIPTS HLDG	148.000	7,889	7,889	9,269
EXXON	131.000	9,089	9,089	11,980
GENERAL DYNAMICS	181.000	12,179	12,179	11,968
GENERAL MILLS	237.000	9,277	9,277	9,444
HALLIBURTON CO	321.000	11,796	11,796	10,814
INTEL CORP	565.000	13,423	13,423	12,800
JP MORGAN CHASE & CO	392.000	12,030	12,030	15,868
JUNIPER NETWORKS, INC.	801.000	18,347	18,347	13,705
KOHLS	204.000	10,716	10,716	10,449
KRAFT FOODS INC.	221.000	9,269	9,269	9,138
LOWES COMPANIES	384.000	9,551	9,551	11,612
MCDONALD'S CORP	129.000	11,959	11,959	11,836
NIKE INC.	119.000	11,043	11,043	11,294
NOBLE CORP	285.000	11,393	11,393	10,197
NORFOLK SOUTHERN CORP	130.000	7,450	7,450	8,272
NOVARTIS AG	190.000	10,180	10,180	11,639
NUCOR	186.000	9,109	9,109	7,116
ORACLE	448.000	11,701	11,701	14,094
PEPSICO INC	151.000	8,777	8,777	10,686
PROCTOR & GAMBLE	164.000	10,711	10,711	11,375
QUALCOMM INC	228.000	9,492	9,492	14,243
STATE STREET CORP	277.000	10,771	10,771	11,623
UNITED PARCEL SERVICES	127.000	7,316	7,316	9,089
WELLS FARGO	430.000	11,416	11,416	14,848
SIT EMERGING MARKETS EQUITY FD	4,881.321	47,300	47,300	50,034
SIT INTERNATIONAL EQUITY FD	11,979.824	95,000	95,000	98,115
FINANCIAL SELECT SECTOR SPDR	909.000	12,871	12,871	14,171
ISHARES DOW JONES US TELECOMMUNICATIONS	230.000	4,749	4,749	5,872
ISHARES TR S&P 500	1,780.000	199,609	199,609	257,032
MATERIALS SELECT SPDR SECTOR INDEX	216.000	7,247	7,247	7,949

PAUL & SUZANNE HANIFL FOUNDATION
 FORM 990-PF, FYE SEPTEMBER 30, 2012
 PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
UTILITIES SELECT SECTOR SPDR	325.000	11,389	11,389	11,827
VANGUARD SMALL CAP VIPERS	1,213.000	94,733	94,733	97,210
TOTAL	849,745	849,745	849,745	964,557

PAUL & SUZANNE HANIFL FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2012
PART II, LINE 10(C), LIST OF CORPORATE BONDS (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
BELLSOUTH CORP	100,000.000	100,452	100,452	108,618
WASHINGTON MUTUAL BANK	100,000.000	99,958	99,958	2
US TREAS NT 4.00%	100,000.000	100,036	100,036	100,473
US TREAS NT 4.25%	100,000.000	100,233	100,233	103,539
NORTHERN INST CORE BOND FD	21,628.002	232,927	232,927	236,610
SIMT HIGH YIELD BOND FUND	9,798.658	<u>73,000</u>	<u>73,000</u>	<u>74,372</u>
TOTAL		<u>706,607</u>	<u>706,607</u>	<u>623,614</u>

PAUL & SUZANNE HANIFL FOUNDATION
 FORM 990-PF, FYE SEPTEMBER 30, 2012
 PART II, LINE 13, LIST OF OTHER INVESTMENTS (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
DISCOVER BK CD 5.05%	50,000.000	49,872	49,872	53,776
FIRSTBANK PR CD 1.3%	50,000.000	50,000	50,000	50,353
FIRSTBANK PR CD 1.5%	50,000.000	50,000	50,000	50,506
GE CAPITAL RETAIL BANK 1.05%	100,000.000	100,000	100,000	99,835
GE CAPITAL RETAIL BANK 1.35%	100,000.000	100,000	100,000	99,457
GOLDMAN SACHS BANK USA 1.15%	150,000.000	150,000	150,000	151,145
MORGAN STANLEY CD 4.25%	50,000.000	50,000	50,000	52,204
SALLIE MAE BANK CD 1.3%	100,000.000	100,000	100,000	99,607
WACHOVIA BANK CD <u>4.55%</u>	50,000.000	50,000	50,000	51,067
WACHOVIA BANK CD 5.05%	50,000.000	49,891	49,891	51,905
TOTAL	<u>749,763</u>	<u>749,763</u>	<u>749,763</u>	<u>759,853</u>

PAUL & SUZANNE HANIFL FOUNDATION
 SCHEDULE OF 2011 - 2012 CHARITABLE CONTRIBUTIONS
 PART XV, LINE 3A, GRANTS AND CONTRIBUTIONS PAID DURING YEAR
 OR APPROVED FOR FUTURE PAYMENT

DATE	RECIPIENT	AMOUNT
10/12/2011	UNITED UNIVERSALIST CHURCH OF ELGIN	13,000
11/7/2011	BARRINGTON GIVING DAY	100
12/1/2011	BARRINGTON AREA COMMUNITY FOUNDATION	1,000
12/13/2011	BARRINGTON CHILDREN'S CHARITIES	1,000
12/15/2011	ARBOR DAY FOUNDATION	25
12/20/2011	THE TRIBUTARY FUND	5,000
12/21/2011	BARRINGTON AREA COMMUNITY FOUNDATION	400
1/1/2012	AMERICAN HORTICULTURAL SOCIETY	35
1/6/2012	NAPLES BOTANICAL GARDEN	95
2/1/2012	UNITED UNIVERSALIST CHURCH OF GREATER NAPLES	1,000
2/10/2012	WISCONSIN PUBLIC RADIO	2,500
2/10/2012	FRIENDS OF WOODSTOCK SCHOOL	5,000
2/10/2012	WTTW	1,500
2/10/2012	PROJECT EXPLORATION	2,500
2/10/2012	WGCU PUBLIC MEDIA	250
2/10/2012	98.7 WFMT	100
2/14/2012	CONSERVANCY OF SOUTHWEST FLORIDA	100
3/8/2012	ANGELIC ORGANICS LEARNING CENTER	100,000
3/12/2012	BARRINGTON BREAKFAST ROTARY	130
3/15/2012	NEIGHBORHOOD HEALTH CLINIC	5,000
3/30/2012	THE NATURE CONSERVANCY	100
4/11/2012	CITY OF HUGO SOCCER FIELDS	100,000
4/18/2012	ST. VINCENT DEPAUL CENTER	1,000
4/18/2012	BARRINGTON LION CLUB	500
4/19/2012	NATIONAL PARKS CONSERVATION ASSN	50
4/19/2012	MINNESOTA ZOO FOUNDATION	15,000
5/11/2012	MAX MCGRAW WILDLIFE FOUNDATION	4,300
5/11/2012	HOSPICE FOUNDATION OF NE ILLINOIS	1,000
5/11/2012	AMERICAN HEART ASSOCIATION	45
5/11/2012	ALZHEIMER'S ASSOCIATION	50
5/11/2012	NATIONAL WILDLIFE FEDERATION	50
5/11/2012	CITIZENS FOR CONSERVATION	500
5/11/2012	SPECIAL OLYMPICS ILLINOIS	50
5/11/2012	CHICAGO BOTANIC GARDENS	100
5/11/2012	WORLD WILDLIFE FUND	220
6/18/2012	STILLMAN NATURE CENTER	100
7/2/2012	FRIENDS OF THE LIBRARY OF COLLIER COUNTY	325
7/2/2012	FRIENDS OF THE LIBRARY OF COLLIER COUNTY	50
8/6/2012	FRIENDS OF WOODSTOCK SCHOOL	500
9/13/2012	CITY OF LA CROSSE, WISCONSIN	50,000
9/18/2012	RIDE FOR 3 REASONS	10,000
9/21/2012	HENNEPIN THEATER TRUST	3,000
TOTAL		<u>325,675</u>