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

2012

For calendar year 2012 or tax year beginning OCT 1, 2012, and ending SEP 30, 2013

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 changeH 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) 4,147,325. (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		1,009,324.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		217.	217.		STATEMENT 1
4 Dividends and interest from securities		67,688.	67,688.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		32,245.			
b Gross sales price for all assets on line 6a		754,306.			
7 Capital gain net income (from Part IV, line 2)			32,245.		
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		7.	7.		STATEMENT 3
12 Total Add lines 1 through 11		1,109,481.	100,157.		
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 4	2,865.	2,865.		0.
b Accounting fees					
c Other professional fees	STMT 5	11,272.	11,272.		0.
17 Interest	RECEIVED	11.	11.		0.
18 Taxes	STMT 6	3,866.	3,037.		0.
19 Depreciation and depletion	2014				
20 Occupancy					
21 Travel, conferences and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	51.	51.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		18,065.	17,236.		0.
25 Contributions, gifts, grants paid		330,230.			330,230.
26 Total expenses and disbursements. Add lines 24 and 25		348,295.	17,236.		330,230.
27 Subtract line 26 from line 12:		761,186.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			82,921.		
c Adjusted net income (if negative, enter -0-)				N/A	

Assets	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.►		
2	Savings and temporary cash investments	34,019.►	243,393.►	243,393.►
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	STMT 8	849,745.►	1,778,966.►
c	Investments - corporate bonds	STMT 9	706,607.►	200,190.►
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 10	749,763.►	702,775.►
14	Land, buildings, and equipment basis ►	1,062,980.►		706,833.►
	Less accumulated depreciation	STMT 11►	887,500.►	1,062,980.►
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		3,227,633.►	3,988,304.►
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 ►)		515.►	0.►
23	Total liabilities (add lines 17 through 22)		515.►	0.►
Liabilities	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			
Net Assets or Fund Balances	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		3,227,118.►	3,988,304.►
30	Total net assets or fund balances		3,227,118.►	3,988,304.►
31	Total liabilities and net assets/fund balances		3,227,633.►	3,988,304.►

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	3,227,118.►
2	Enter amount from Part I, line 27a	2	761,186.►
3	Other increases not included in line 2 (itemize) ►	3	0.►
4	Add lines 1, 2, and 3	4	3,988,304.►
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	3,988,304.►

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 CORNERSTONE BANK - STCG			P	VARIOUS	VARIOUS
b CORNERSTONE BANK - LTCG			P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS					
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 229,711.		214,042.		15,669.	
b 524,480.		508,019.		16,461.	
c 115.				115.	
d					
e					
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					15,669.
b					16,461.
c					115.
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		32,245.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3		N/A

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	324,280.	3,295,919.	.098388
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

2 Total of line 1, column (d)

2 **.294369**

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 **.058874**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 **4,062,085.**

5 Multiply line 4 by line 3

5 **239,151.**

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

6 **829.**

7 Add lines 5 and 6

7 **239,980.**

8 Enter qualifying distributions from Part XII, line 4

8 **330,230.**

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.	1	829.
	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <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-)	2	0.
3	Add lines 1 and 2	3	829.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	829.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,400.
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	1,400.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	571.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	11	0.

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)? <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>	Yes	No
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
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.	Yes	No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	Yes	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	Yes	No
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>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
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>	Yes	No
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?	Yes	No
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>	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	Yes	No
8b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	Yes	No
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	Yes	No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No

Part VII-A Statements Regarding Activities (continued)

11		
12		
13	<input checked="" type="checkbox"/>	X
Website address ►	N/A	
14	The books are in care of ► SUZANNE T. HANIFL	Telephone no. ► 239-643-6257
	Located at ► 60 SEAGATE DRIVE, PH 101, NAPLES, FL	ZIP+4 ► 34103
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	► <input type="checkbox"/> 15 N/A
16	At any time during calendar year 2012, 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 ►	► <input type="checkbox"/> 16 Yes <input checked="" type="checkbox"/> 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.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/> 1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		► <input type="checkbox"/> 1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ►, , , , ,			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	► <input type="checkbox"/> 2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►, , , , ,			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012.)	N/A	► <input type="checkbox"/> 3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		► <input type="checkbox"/> 4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		► <input type="checkbox"/> 4b	X

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here N/A ►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?

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?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes X No N/A

5b

6b

X

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 60 SEAGATE DRIVE, PH 101 NAPLES, FL 34103	PRES, TREAS & 0.00	DIR 0.	0.	0.
PAUL H. HANIFL 60 SEAGATE DRIVE, PH 101 NAPLES, FL 34103	VICE-PRES, SEC & DIR 0.00	DIR 0.	0.	0.
SHARON M. HANIFL 12849 GREYSTONE COURT HUGO, MN 55038	VICE PRES & DIR 0.00	DIR 0.	0.	0.
KERRY L. HANIFL 19927 AKIN ROAD FARMINGTON, MN 55024	VICE PRES & DIR 0.00	DIR 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 OVER \$50,000 FOR SERVICES.		0.

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		
Total. Add lines 1 through 3		0.

Form 990-PF (2012)

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 2,617,541.
b	Average of monthly cash balances	1b 441,091.
c	Fair market value of all other assets	1c 1,065,312.
d	Total (add lines 1a, b, and c)	1d 4,123,944.
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 4,123,944.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 61,859.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 4,062,085.
6	Minimum investment return. Enter 5% of line 5	6 203,104.

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	1 203,104.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 829.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 829.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 202,275.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 202,275.
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	7 202,275.

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 330,230.
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	4 330,230.
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	5 829.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6 329,401.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				202,275.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	38,964.			
f Total of lines 3a through e	38,964.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 330,230.			0.	
a Applied to 2011, 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 2012 distributable amount				202,275.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2012 (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:	166,919.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	166,919.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	38,964.			
e Excess from 2012	127,955.			

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE			<u>330,230.</u>
Total			► 3a	<u>330,230.</u>
b Approved for future payment				
NONE				
Total			► 3b	<u>0.</u>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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**

217.

4 Dividends and interest from securities

67,688.

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**

7.

8 Gain or (loss) from sales of assets other than inventory

32,245.

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. 100,157.

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

13 100,157.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	THESE ITEMS ARE A DIRECT RESULT OF THE FOUNDATION
4	DIRECTORS' INVESTMENT OF THE FOUNDATION ASSETS IN A PRUDENT MANNER
8	WHICH IS CONSISTENT WITH THEIR FIDUCIARY DUTY TO THE FOUNDATION.

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or owner		Date	File No.
Paid Preparer Use Only	Print/Type preparer's name PAUL M. SHERIDAN III	Preparer's signature 	Date <i>1/3/14</i>
	Firm's name ► MADDEN, JIGANTI, MOORE & SINARS LLP		Firm's EIN ► 36-3618670
	Firm's address ► 190 S. LASALLE ST., SUITE 1700 CHICAGO, IL 60603		Phone no. 312-346-4101

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

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012**Name of the organization**PAUL AND SUZANNE HANIFL FOUNDATION**Employer identification number**36-4334519**Organization type** (check one):**Filers of:** **Section:**Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

PAUL AND SUZANNE HANIFL FOUNDATION

Employer identification number

36-4334519

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>PAUL & SUZANNE HANIFL</u> <u>41 SANDALWOOD LANE</u> <u>BARRINGTON HILLS, IL 60010</u>	\$ <u>1,007,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

PAUL AND SUZANNE HANIFL FOUNDATION**36-4334519****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

PAUL AND SUZANNE HANIFL FOUNDATION

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively religious, charitable, etc., contributions of \$1,000 or less for the year.** (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

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

PAUL AND SUZANNE HANIFL FOUNDATION

36-4334519

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

SOURCE	AMOUNT
CORNERSTONE NATIONAL BANK	217.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	217.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMORTIZATION OF BOND PREMIUM	<454.>	0.	<454.>
CORNERSTONE - DIVIDENDS	40,046.	0.	40,046.
CORNERSTONE - INTEREST	28,096.	0.	28,096.
CORNERSTONE - LTCG DIVS	115.	115.	0.
TOTAL TO FM 990-PF, PART I, LN 4	67,803.	115.	67,688.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	7.	7.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7.	7.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MADDEN, JIGANTI, MOORE & SINARS, LLP	2,865.	2,865.		0.
TO FM 990-PF, PG 1, LN 16A	2,865.	2,865.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORNERSTONE NATIONAL BANK	11,272.	11,272.		0.
TO FORM 990-PF, PG 1, LN 16C	11,272.	11,272.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	400.	400.		0.
FEDERAL TAX EXPENSE	829.	0.		0.
PROPERTY TAXES	2,637.	2,637.		0.
TO FORM 990-PF, PG 1, LN 18	3,866.	3,037.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	26.	26.		0.
FILING FEES	25.	25.		0.
TO FORM 990-PF, PG 1, LN 23	51.	51.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED LISTING	1,778,966.	2,029,731.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,778,966.	2,029,731.

FORM 990-PF

CORPORATE BONDS

STATEMENT

9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED LISTING	200,190.	104,388.
TOTAL TO FORM 990-PF, PART II, LINE 10C	200,190.	104,388.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATE OF DEPOSITS - SEE ATTACHED	COST	699,872.	703,930.
FEDERAL INCOME TAXES PAID	COST	571.	571.
CORNERSTONE INCOME RECEIVABLE	COST	2,332.	2,332.
TOTAL TO FORM 990-PF, PART II, LINE 13		702,775.	706,833.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT

11

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.
100% INTEREST IN LAND, BLOOMINGTON, MN	175,480.	0.	175,480.
TOTAL TO FM 990-PF, PART II, LN 14	1,062,980.	0.	1,062,980.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	50% INTEREST IN LAND, ROCKINGHAM CO	123105L				437,500.			437,500.			0.
2	50% INTEREST IN LAND, ROCKINGHAM CO	122807L				450,000.			450,000.			0.
3	100% INTEREST IN LAND, BLOOMINGTON, IL	051513L				175,480.			175,480.			0.
	* TOTAL 990-PF PG 1 DEPR					1062980.			1062980.			0.

PAUL & SUZANNE HANIFL FOUNDATION
 SCHEDULE OF 2012 - 2013 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
MATERIALS SELECT	216 000	11/23/11	01/15/13	8,382.80	7,246.78	1,136.02
STATE STREET	277.000	11/23/11	02/04/13	15,533.02	10,770.65	4,762.37
ABBVIE INC	174.000	02/25/08	03/05/13	6,442.21	4,983.39	1,458.82
COMCAST	102.000	08/04/09	03/05/13	4,064.76	1,538.16	2,526.60
NIKE INC.	49 000	11/23/11	03/05/13	2,676.11	2,273.60	402.51
PROCTOR & GAMBLE	30.000	02/06/07	03/05/13	2,290.55	1,959.24	331.31
CELOGENE CORP	12.000	03/15/11	03/05/13	1,245.22	628.45	616.77
COVIDIEN	133 000	11/23/11	03/05/13	8,476.23	6,155.30	2,320.93
NOVARTIS AG	9 000	01/28/10	03/05/13	610.19	482.22	127.97
LOWES COMPANIES	164.000	04/26/10	03/05/13	6,280.80	4,387.00	1,893.80
MCDONALDS CORP	22.000	11/23/11	03/05/13	2,110.86	2,039.58	71.28
AUTODESK INC	97.000	11/01/11	04/19/13	3,643.23	3,441.83	201.40
WACHOVIA BANK CD	50,000.000	05/14/08	05/14/13	50,000.00	50,000.00	0.00
AUTODESK INC	143 000	11/01/11	06/06/13	5,287.29	5,074.04	213.25
AUTODESK INC	195 000	11/23/11	06/06/13	7,209.95	6,690.65	519.30
UTILITIES SELECT	174.000	03/05/12	08/06/13	6,853.76	6,097.71	756.05
US TREASURY NOTE, 4.25%	100,000.000	02/10/05	08/15/13	100,000.00	100,000.00	0.00
WACHOVIA BANK CD	50,000 000	09/17/08	09/19/13	49,890.50	49,890.50	0.00
TOTAL LONG TERM CAPITAL GAINS				524,479.59	508,019.11	16,460.48

PAUL & SUZANNE HANIEL FOUNDATION
 SCHEDULE OF 2012 - 2013 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
KRAFT FOODS GROUP	0.667	10/02/12	10/12/12	31.37	29.43	1.94
KRAFT FOODS GROUP	73,000	10/02/12	11/05/12	3,310.01	3,222.51	87.50
MONDELEZ INTERNATIONAL	221,000	08/29/12	11/05/12	5,848.08	6,017.42	(169.34)
NORTHERN INSTITUTIONAL CORE	3,738,318	04/20/12	12/17/12	40,859.82	39,823.97	1,035.85
NORTHERN INSTITUTIONAL CORE	5,801,105	09/06/12	12/17/12	63,406.08	62,722.75	683.33
ANALOG DEVICES	369,000	03/05/12	01/15/13	15,584.77	14,565.02	1,019.75
KOHL'S CORP	26,000	08/29/12	03/05/13	1,197.79	1,365.73	(167.94)
GENERAL MILLS	47,000	08/29/12	03/05/13	2,176.34	1,839.79	336.55
AUTODESK INC.	74,000	08/29/12	06/06/13	2,736.08	2,245.28	490.80
TECHNOLOGY SELECT	491,000	06/06/13	07/01/13	14,989.97	15,499.45	(509.48)
SEI SIT EMERGING MARKETS FUND	400,400	09/04/12	08/26/13	4,000.00	3,879.88	120.12
SEI SIT INTERNATIONAL EQUITY FUND	2763,018	09/04/12	08/26/13	26,000.00	21,910.73	4,089.27
VANGUARD SMALL CAP ETF	363,000	09/06/12	08/28/13	35,909.33	28,349.72	7,559.61
COACH INC	213,000	03/05/13	09/11/13	11,322.35	10,318.10	1,004.25
COACH INC	44,000	04/19/13	09/11/13	2,338.89	2,251.92	86.97
TOTAL SHORT TERM CAPITAL GAIN (LOSS)						
				2229,710.88	214,041.70	15,669.18

PAUL & SUZANNE HANIFL FOUNDATION
 FORM 990-PF, FYE SEPTEMBER 30, 2013
 PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
ABBOTT LABS	436 000	13,695	13,695	14,471
APACHE CORP	199 000	17,500	17,500	16,943
APPLE INC	45 000	17,987	17,987	21,454
BHP BILLITON LTD	224 000	16,513	16,513	14,896
CELGENE CORP	126 000	7,297	7,297	19,422
CHECK POINT SOFTWARE	148 000	7,490	7,490	8,371
CHEVRON	130 000	10,075	10,075	15,795
CISCO SYSTEMS	897 000	18,687	18,687	21,018
COCA COLA CO	330 000	9,483	9,483	12,500
COMCAST CORP	260 000	5,316	5,316	11,730
DANAHER	221 000	7,786	7,786	15,320
EXELON CORP	225 000	6,908	6,908	6,669
EXPEDITORS INTERNATIONAL WASH	298 000	11,800	11,800	13,130
EXPRESS SCRIPTS	285 000	15,634	15,634	17,613
EXXONMOBIL CORP	175 000	12,902	12,902	15,057
FRANKLIN RES INC	351 000	16,176	16,176	17,743
F5 NETWORKS INC	109 000	7,478	7,478	9,353
GENERAL DYNAMICS CORP	240 000	16,195	16,195	21,005
GENERAL MILLS	231 000	9,480	9,480	11,070
HALLIBURTON CO	391 000	14,559	14,559	18,827
INTEL CORP	707 000	16,512	16,512	16,205
JP MORGAN CHASE	420 000	13,380	13,380	21,710
JUNIPER NETWORKS INC	870 000	19,606	19,606	17,278
KOHLS	226 000	11,596	11,596	11,696
LOWES COS	299 000	8,140	8,140	14,235
MCDONALDS CORP	129 000	12,181	12,181	12,411
METLIFE INC	489 000	17,562	17,562	22,959
MICROCHIP TECHNOLOGY	527 000	18,427	18,427	21,233
NIKE INC	222 000	10,759	10,759	16,126
NOBLE CORP	436 000	15,928	15,928	16,468
NORFOLK SOUTHERN CORP	144 000	8,509	8,509	11,138
NOVARTIS AG	214 000	12,127	12,127	16,416
NUCOR CORP	324 000	15,185	15,185	15,882
ORACLE CORP	480 000	12,771	12,771	15,922
PEPSICO INC	168 000	10,174	10,174	13,356
PROCTER & GAMBLE	166 000	11,314	11,314	12,548
QUALCOMM INC	231 000	9,689	9,689	15,551
UNITED PARCEL SERVICE	160 000	9,931	9,931	14,619
UNITED HEALTH GROUP	245 000	13,384	13,384	17,544
WELLS FARGO	551 000	17,213	17,213	22,767
SIT EMERGING MARKETS EQUITY FUND	5,889 372	58,420	58,420	62,015
SIT INTERNATIONAL EQUITY FUND	12,489 944	102,089	102,089	121,277
CONSUMER DISCRETIONARY/SELECT SECTOR	233 000	13,719	13,719	14,127
CONSUMER STAPLES SELECT SPDR SECTOR	267 000	9,500	9,500	10,627
FINANCIAL SELECT SECTOR SPDR	1,080 000	16,009	16,009	21,497

PAUL & SUZANNE HANIFL FOUNDATION
 FORM 990-PF, FYE SEPTEMBER 30, 2013
 PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
ISHARES CORE S&P 500	1,780 000	199,609	199,609	300,642
ISHARES DJ US TELCOM SECTOR	246 000	5,164	5,164	6,785
UTILITES SELECT SECTOR SPDR	222 000	8,147	8,147	8,296
VANGUARD SMALL CAP VIPERS	1,169 000	94,759	94,759	119,811
SIT EMERGING MARKETS DEBT FUND	11,261 421	130,000	130,000	116,894
SIT INTERNATIONAL FIXED INCOME FUND	18,378 964	195,000	195,000	191,509
SIMT CORE FIXED INCOME FUND	26,867 143	313,200	313,200	301,181
SIMT HIGH YIELD BOND FUND	16,487 325	126,000	126,000	126,623
TOTAL	<u>1,778,966</u>	<u>1,778,966</u>	<u>1,778,966</u>	<u>2,029,731</u>

PAUL & SUZANNE HANIFL FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2013
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	100,232	100,232	104,386
WASHINGTON MUTUAL BANK	100,000 000	99,958	99,958	2
TOTAL		<u>200,190</u>	<u>200,190</u>	<u>104,388</u>

PAUL & SUZANNE HANIFL FOUNDATION
 SCHEDULE OF 2012 - 2013 CHARITABLE CONTRIBUTIONS
 PART XV, LINE 3A, GRANTS AND CONTRIBUTIONS PAID DURING YEAR
 OR APPROVED FOR FUTURE PAYMENT

DATE	RECIPIENT	AMOUNT
10/19/12	UNITED UNIVERSALIST CHURCH OF ELGIN	13,000
11/03/12	FOGLIA YMCA	10,000
02/10/13	NAPLES BOTANICAL GARDEN	250
02/20/13	NAPLES ZOO	180
02/21/13	UNITED UNIVERSALIST CHURCH OF GREATER NAPLES	2,000
03/05/13	NEIGHBORHOOD HEALTH CLINIC	10,000
04/11/13	CITY OF HUGO, MINNESOTA	100,000
04/19/13	YMCA OF METROPOLITAN CHICAGO	25,000
04/23/13	ST MATTHEW'S HOUSE	500
04/23/13	THE NATURE CONSERVANCY	100
04/26/13	FAMILY HEALTH PARTNERSHIP CLINIC	5,490
04/26/13	CONSERVANCY OF SOUTHWEST FLORIDA	135
04/26/13	AMERICAN HORTICULTURAL SOCIETY	55
04/26/13	CHICAGO BOTANIC GARDENS	115
04/26/13	NATIONAL CENTER FOR HOMEOPATHY	60
04/29/13	FRIENDS OF THE LIBRARY OF COLLIER COUNTY	385
04/29/13	MAX MCGRAW WILDLIFE FOUNDATION	4,300
04/29/13	WFMT FINE ARTS CIRCLE	120
04/29/13	ALZHEIMER'S ASSOCIATION	50
04/29/13	AMERICAN RIVERS	100
04/29/13	THE WILDERNESS SOCIETY	50
04/29/13	NATIONAL WILDLIFE FEDERATION	50
04/29/13	WISCONSIN PUBLIC RADIO	2,500
04/29/13	BARRINGTON AREA COMMUNITY FOUNDATION	2,000
05/20/13	WTTW	1,500
05/20/13	WORLD WILDLIFE FUND	330
05/20/13	NATIONAL PARKS CONSERVATION ASSOCIATION	75
06/15/13	FAMILY HEALTH PARTNERSHIP CLINIC	25,000
06/20/13	ARBOR DAY FOUNDATION	25
06/25/13	JOURNEY CARE FOUNDATION	1,000
06/25/13	FISH & WILDLIFE SERVICE	250
06/25/13	CITIZENS FOR CONSERVATION	500
08/05/13	UNITED UNIVERSALIST CHURCH OF GREATER NAPLES	25,000
08/08/13	WALTER S HERRICK MEMORIAL FUND	110
08/20/13	FAMILY HEALTH PARTNERSHIP CLINIC	75,000
08/22/13	UNITED UNIVERSALIST CHURCH OF GREATER NAPLES	25,000
 TOTAL		 330,230