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

2013

Department of the Treasury
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

For calendar year 2013, or tax year beginning _____, **2013, and ending** _____

Name of foundation
The Hankins Foundation

Number and street (or P O box number if mail is not delivered to street address) Room/suite
c/o C J D'Ambrosia, CPA 1900 East 9th. Street 3200

City or town, state or province, country, and ZIP or foreign postal code
Cleveland OH 44114-3485

A Employer identification number
34-6565426

B Telephone number (see the instructions)
(216) 861-7894

C If exemption application is pending, check here. ▶

D 1 Foreign organizations, check here ▶
2 Foreign organizations meeting the 85% test, check here and attach computation ▶

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

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

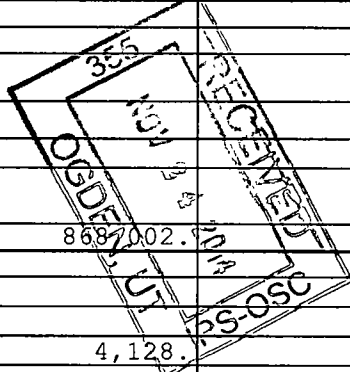
G Check all that apply: Initial return Initial Return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ **5,505,750.**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	2,681.	2,681.		
	4 Dividends and interest from securities.	83,087.	83,087.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	782,234.			
	b Gross sales price for all assets on line 6a 3,630,774.				
	7 Capital gain net income (from Part IV, line 2)		782,234.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11.	868,002.	868,002.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule). L-16a Stmt.	4,128.	4,128.		
	b Accounting fees (attach sch).				
	c Other prof fees (attach sch) . L-16c Stmt.	12,477.	12,477.		
	17 Interest.				
	18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	3,486.	236.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy.				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt	829.	629.		200.	
24 Total operating and administrative expenses. Add lines 13 through 23	20,920.	17,470.		200.	
25 Contributions, gifts, grants paid	207,000.			207,000.	
26 Total expenses and disbursements. Add lines 24 and 25	227,920.	17,470.		207,200.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	640,082.				
b Net Investment Income (if negative, enter -0-).		850,532.			
c Adjusted net income (if negative, enter -0-).					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	158,057.	78,372.	78,372.
	2 Savings and temporary cash investments	218,063.	130,851.	130,851.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	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 (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b. Stmt	3,135,519.	4,048,847.	5,296,527.
	c Investments — corporate bonds (attach schedule)	106,349.		
	11 Investments — land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	3,617,988.	4,258,070.	5,505,750.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	3,617,988.	4,258,070.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	3,617,988.	4,258,070.		
31 Total liabilities and net assets/fund balances (see instructions)	3,617,988.	4,258,070.		

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	3,617,988.
2 Enter amount from Part I, line 27a	2	640,082.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,258,070.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,258,070.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Publicly traded securities			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,630,774.		2,848,540.	782,234.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			782,234.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	782,234.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part.

(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 (column (b) divided by column (c))
2012	295,667.	4,501,467.	0.065682
2011	291,895.	4,459,848.	0.065450
2010	297,065.	4,295,257.	0.069161
2009	317,685.	4,045,757.	0.078523
2008	334,366.	5,065,159.	0.066013
2 Total of line 1, column (d)			0.344829
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			0.068966
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4,896,390.
5 Multiply line 4 by line 3			337,684.
6 Enter 1% of net investment income (1% of Part I, line 27b)			8,505.
7 Add lines 5 and 6.			346,189.
8 Enter qualifying distributions from Part XII, line 4			207,200.

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)

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	17,011.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	17,011.
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	17,011.
6 Credits/Payments:		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	3,649.
b Exempt foreign organizations -- tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	18,275.
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	21,924.
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	4,913.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	4,913. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		
1 c 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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OH - Ohio		
8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6 b** Yes No
If 'Yes' to 6b, file Form 8870.

7 a 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? **7 b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Gordon Long 315 South Lake Drive, Apt. #2B Palm Beach FL 33480	Trustee 1.00	0.	0.	0.
Janet L. Harbour (thru 8/28/13) 11908 Thornbridge Road Oklahoma City OK 73120	Trustee 1.00	0.	0.	0.
Richard R. Hollington, Jr. 1900 E.9th Street, Suite 3200 Cleveland OH 44114	Trustee 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None ----- -----		
----- -----		
----- -----		
----- -----		
----- -----		
Total number of others receiving over \$50,000 for professional services ▶		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount	
1 ----- -----		
2 ----- -----		
All other program-related investments See instructions. 3 ----- -----		
Total. Add lines 1 through 3 ▶		

BAA

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	1 a	4,738,328.
b Average of monthly cash balances	1 b	232,626.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	4,970,954.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	4,970,954.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	74,564.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,896,390.
6 Minimum investment return. Enter 5% of line 5	6	244,820.

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	244,820.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	17,011.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	17,011.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	227,809.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	227,809.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	227,809.

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	1 a	207,200.
b Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	207,200.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	207,200.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				227,809.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	67,672.			
b From 2009	96,807.			
c From 2010	79,626.			
d From 2011	72,872.			
e From 2012	69,195.			
f Total of lines 3a through e	386,172.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 207,200.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				207,200.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	20,609.			20,609.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.	365,563.			
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	47,063.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	318,500.			
10 Analysis of line 9:				
a Excess from 2009	96,807.			
b Excess from 2010	79,626.			
c Excess from 2011	72,872.			
d Excess from 2012	69,195.			
e Excess from 2013	0.			

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 2013, enter the date of the ruling. ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number or e-mail 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 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		PC	General Support	207,000.
Total ▶ 3 a				207,000.
b Approved for future payment				
Total ▶ 3 b				

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax	236.	236.		
Excise Tax	3,250.			
Total	<u>3,486.</u>	<u>236.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Fees	629.	629.		
Ohio Filing Fee	200.			200.
Total	<u>829.</u>	<u>629.</u>		<u>200.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Baker & Hostetler LLP	General Legal	4,128.	4,128.		
Total		<u>4,128.</u>	<u>4,128.</u>		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Campbell, Newman & Pottinger	Investment Counsel	12,477.	12,477.		
Total		<u>12,477.</u>	<u>12,477.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule	4,048,847.	5,296,527.
Total	<u>4,048,847.</u>	<u>5,296,527.</u>

The Hankins Foundation
 EIN 34-6565426
 2013 Form 990-PF

Part II, Line 10b, Investments

<u>No. of Shares</u>	<u>Name of Securities</u>	<u>Date of Purchase</u>	<u>Book Value</u>	<u>Market Value</u>
635	3M Company	3/28/2013	67,239	89,059
405	Affiliated Mgrs Group	11/3/2010	35,711	87,836
760	American Express	1/6/2011	34,102	68,955
1,205	Ameriprise	3/28/2013	88,868	138,635
2,250	Analog Devices	12/2/2010	94,268	114,593
190	Apple	4/26/2012	113,290	106,594
1,090	AT&T	3/28/2013	40,192	38,324
1,090	Baxter Intl	3/28/2013	79,143	75,810
985	BE Aerospace	8/21/2013	72,280	85,725
280	Blackrock, Inc	3/28/2013	72,097	88,612
870	Boeing	4/24/2007	66,160	118,746
1,305	Cardinal Health	3/28/2013	54,538	87,187
800	Chevron	3/28/2013	96,604	99,928
2,200	Comcast	3/28/2013	92,171	114,323
910	CVS Caremark	2/1/2012	38,850	65,129
1,210	Eaton Corp	12/3/2012	62,503	92,105
1,785	Eaton Vance	3/28/2013	74,626	76,380
1,255	Enesco PLC	11/8/2013	77,134	71,761
500	FedEx	3/28/2013	49,041	71,885
1,040	Fiserv Inc Wisconsin	12/19/2012	41,744	61,412
950	Gilead Science	9/25/2013	59,056	71,345
75	Google Inc CL A	10/23/2007	46,265	84,053
1,520	Halliburton Co	7/8/2011	70,945	77,140
1,695	Hasbro Inc	10/7/2013	83,029	93,242
1,425	Honeywell Intl	3/28/2013	109,762	130,202
2,230	Invesco Ltd	5/15/2013	76,043	81,172
1,195	Johnson & Johnson	3/28/2013	97,564	109,450
1,050	JPMorgan Chase	7/18/2013	59,275	61,404
1,555	Lowe's	3/28/2013	59,525	77,050
143	MasterCard	2/6/2013	74,879	119,471
4,585	Maxim Integrated Properties	3/3/2011	131,438	127,922
760	McKesson Corp	11/10/2011	62,399	122,664
1,415	Michael Kors Holdings	3/28/2013	84,131	114,884
3,635	Microsoft Corp	2/8/1993	9,860	135,985
1,080	Nike Inc B	4/24/2007	28,931	84,931
1,985	Noble Corp PLC	11/13/2013	79,344	74,378
765	Nu Skin Enterprise	10/29/2013	91,856	105,738
920	Occidental Petroleum	5/9/2013	82,536	87,492
850	PepsiCo	3/28/2013	67,179	70,499
370	Praxair Inc	8/24/2011	34,294	48,111
665	PVH Corp	9/1/2011	45,234	90,453
1,495	Qualcomm	3/28/2013	100,139	111,004
615	Raytheon	3/28/2013	36,162	55,781
1,825	Safeway	3/28/2013	48,129	59,440
760	SAP AG	10/28/2011	47,410	66,226
850	Schlumberger Ltd	5/2/2007	62,851	76,594
1,210	Stanley Black & Decker	3/28/2013	97,442	97,635
1,145	Starbucks	3/28/2013	65,475	89,757
1,822	Steven Madden Ltd	4/7/2011	39,839	66,667
945	T Rowe Price	3/28/2013	70,756	79,163
2,490	Texas Instruments	6/14/2013	94,072	109,336
1,325	TJX Cos	3/5/2013	60,101	84,442
1,955	U S Bancorp	3/14/2012	61,212	78,982
1,120	United Technologies	3/28/2013	108,503	127,456
760	United Health Grp	4/24/2011	38,151	57,228
1,280	VF Corporation	3/28/2013	53,962	79,795
780	Viacom	5/4/2011	39,617	68,125
1,330	Walgreens	11/22/2013	79,152	76,395
1,175	Walt Disney Co	9/2/2010	39,894	89,770
1,320	Williams Sonoma	9/9/2013	76,008	76,930
610	Wisconsin Energy Corp	3/28/2013	25,865	25,217
	Total Value		<u>\$ 4,048,847</u>	<u>\$ 5,296,527</u>

The Hankins Foundation
E.I.N. 34-6565426
Form 990-PF
Tax Year 2013

Part XV, Supplementary Information

**Grants to Charitable and Educational
Institutions ***

<u>Name of Organizations</u>	<u>Foundation Status</u>	<u>Amount</u>
Achievement Centers for Children 4255 Northfield Road Highland Hills, OH 44128	PC	5,000
American Red Cross 3747 Euclid Avenue Cleveland, OH 44115	PC	5,000
Animal Rescue Friends 1805 Guilford Ln Oklahoma City, OK 73120	PC	2,500
Arizona Arts Circle, Ltd. 15849 N. 71st Street, Suite 235 Scottsdale, AZ 85254	PC	5,000
Arizona Humane Society 1521 W. Dobbins Rd. Phoenix, AZ 85041	PC	1,000
Art Therapy Studio 12200 Fairhill Rd. Cleveland, OH 44120	PC	2,000
Beech Brook 3737 Lander Road Chagrin Falls, OH 44124	PC	10,000
Benjamin Rose Institute 850 Euclid Avenue Cleveland, OH 44114	PC	10,000
Big Brothers, Big Sisters 8 North State Street Painesville, OH 44077	PC	5,000
Boys and Girls Clubs 2645 N 24th St. Phoenix, AZ 85008	PC	5,000

The Hankins Foundation
E.I.N. 34-6565426
Form 990-PF
Tax Year 2013

Part XV, Supplementary Information

**Grants to Charitable and Educational
Institutions ***

<u>Name of Organizations</u>	<u>Foundation Status</u>	<u>Amount</u>
Center for Families & Children 1468 West 9th Street Cleveland, OH 44113	PC	2,000
Central Oklahoma Humane Society 7500 N. Western Avenue OK City, OK 73120	PC	2,000
Central School of Practical Nursing 4600 Carnegie Avenue Cleveland, OH 44103	PC	5,000
Cleveland Baroque Orchestra 3091 Mayfield Road Cleveland Heights, OH 44118	PC	2,000
Cleveland Hearing & Speech 11206 Euclid Avenue Cleveland, OH 44106	PC	3,000
Cleveland Institute of Art 11141 East Boulevard Cleveland, OH 44106	PC	3,000
Cleveland Institute of Music 11021 East Boulevard Cleveland, OH 44106	PC	3,000
Cleveland Museum of Art 11150 East Boulevard Cleveland, OH 44106	PC	5,000
Cleveland Museum of Natural History 1 Wade Oval Drive Cleveland, OH 44106	PC	5,000
Cleveland Orchestra 11001 Euclid Avenue Cleveland, OH 44106	PC	5,000

The Hankins Foundation
E.I.N. 34-6565426
Form 990-PF
Tax Year 2013

Part XV, Supplementary Information

**Grants to Charitable and Educational
Institutions ***

<u>Name of Organizations</u>	<u>Foundation Status</u>	<u>Amount</u>
Cleveland Playhouse 8500 Euclid Avenue Cleveland, OH 44106	PC	10,000
Cleveland Public Theatre 6415 Detroit Road Cleveland, OH 44102	PC	3,000
Cleveland Sight Center 1909 East 101 Street Cleveland, OH 44106	PC	6,000
Cleveland Zoological Society 3900 Wildlife Way Cleveland, OH 44109	PC	5,000
Connecticut College 270 Mohegan Avenue New London, CT 06320	PC	10,000
Fieldstone Farm Therapeutic Riding Center 16497 Snyder Road Chagrin Falls, OH 44023	PC	8,000
Free Clinic of Greater Cleveland 12201 Euclid Avenue Cleveland, OH 44106	PC	5,000
Great Lakes Science Center 601 Erieside Avenue Cleveland, OH 44114	PC	2,000
Hathaway Brown School 19600 North Park Boulevard Shaker Heights, OH 44122	PC	22,500
Impact Oklahoma, Inc. P.O. Box 20149 Oklahoma City, OK 73156	PC	2,000

The Hankins Foundation
E.I.N. 34-6565426
Form 990-PF
Tax Year 2013

Part XV, Supplementary Information

**Grants to Charitable and Educational
Institutions ***

<u>Name of Organizations</u>	<u>Foundation Status</u>	<u>Amount</u>
Lyric Theater 1727 Nw 16TH St Oklahoma City, OK 73106	PC	1,000
Oklahoma City Museum of Art 415 Couch Street Oklahoma City, OK 73102	PC	15,000
Oklahoma Health Centers Foundation Treasures for Tomorrow 800 N. Research Parkway Oklahoma City, OK 73104	PC	2,000
Phelps School 583 Sugartown Road Malvern, PA 19355	PC	5,000
Phoenix Art Museum 1625 N Central Ave Phoenix, AZ 85004	PC	5,000
Scottsdale Health Care Foundation 10001 North 92 Street Scottsdale, AZ 85258	PC	10,000
Western Reserve Academy 115 Collete Street Hudson, OH 44236	PC	10,000
		<u>\$207,000</u>

* All contributions listed above were for the
general support of public charities