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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

OCT 1, 2013

, and ending

SEP 30, 2014

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 or province, country, and ZIP or foreign postal code

CHICAGO, IL 60603

G Check all that apply:

 Initial return Final return Address change Initial return of a former public charity Amended return Name changeH 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, col. (c), line 16)

► \$ 3,795,311. (Part I, column (d) must be on cash basis)

J Accounting method:

 Cash Accrual Other (specify) _____

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		6,042.		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		63.	63.		STATEMENT 1
4 Dividends and interest from securities		53,374.	53,374.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		107,924.			
b Gross sales price for all assets on line 6a	1,244,643.				
7 Capital gain net income (from Part IV, line 2)			107,924.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		167,403.	161,361.		
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	6,042.	6,042.		0.
b Accounting fees					
c Other professional fees	STMT 4	7,532.	7,532.		0.
17 Interest RECEIVED	STMT 5	4,706.	3,262.		0.
18 Taxes FEB 23 2015					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	115.	115.		0.
24 Total operating and administrative expenses Add lines 13 through 23		18,395.	16,951.		0.
25 Contributions, gifts, grants paid		549,560.			549,560.
26 Total expenses and disbursements Add lines 24 and 25		567,955.	16,951.		549,560.
27 Subtract line 26 from line 12		<400,552. >			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			144,410.		
c Adjusted net income (if negative, enter -0-)				N/A	

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
Assets	1 Cash - non-interest-bearing			<1.>
	2 Savings and temporary cash investments		243,393.	170,927.
	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	1,778,966.	1,304,492.
	c Investments - corporate bonds	STMT 8	200,190.	99,958.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 9	702,775.	950,000.
	14 Land, buildings, and equipment: basis ►	1,062,980.		950,677.
	Less accumulated depreciation	STMT 10 ►	1,062,980.	1,062,980.
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,988,304.	3,588,356.
	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.	604.
	23 Total liabilities (add lines 17 through 22)		0.	604.
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			
	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		3,988,304.	3,587,752.
	30 Total net assets or fund balances		3,988,304.	3,587,752.
	31 Total liabilities and net assets/fund balances		3,988,304.	3,588,356.
Net Assets or Fund Balances				

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	3,988,304.
2 Enter amount from Part I, line 27a	2	<400,552.>
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3,587,752.
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	3,587,752.

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 SEE ATTACHED SCHEDULE			P		
b SEE ATTACHED SCHEDULE			P		
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 390,356.			401,007.	<10,651. >	
b 854,287.			735,712.	118,575.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) 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				<10,651. >	
b				118,575.	
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	107,924.
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))
2012	329,401.	4,062,085.	.081092
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

2 Total of line 1, column (d)

2 .308317

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 .061663

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 3,925,022.

5 Multiply line 4 by line 3

5 242,029.

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

6 1,444.

7 Add lines 5 and 6

7 243,473.

8 Enter qualifying distributions from Part XII, line 4

8 549,560.

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.	1,444.
	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-)	
3	Add lines 1 and 2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	1,444.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	0.
6	Credits/Payments:	1,444.
a	2013 estimated tax payments and 2012 overpayment credited to 2013	840.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	840.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	604.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	Refunded

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 the 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>	X	
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? <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	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	IL		
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-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? Website address ► N/A	13	X	
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	► 15	N/A	
16	At any time during calendar year 2013, 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.		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"/> X 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"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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	N/A
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"/> X No
b	If "Yes," did it have excess business holdings in 2013 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 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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 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)?

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**

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

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

 Yes No

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

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

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	0.	0.	0.
SHARON M. HANIFL 12849 GREYSTONE COURT HUGO, MN 55038	VICE PRES & DIR 0.00	0.	0.	0.
KERRY L. HANIFL 19927 AKIN ROAD FARMINGTON, MN 55024	VICE PRES & 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

**THERE ARE NO PROFESSIONALS RECEIVING
OVER \$50,000 FOR SERVICES.**

(b) Type of service

(c) Compensation

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

1

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.

1 N/A

Expenses

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

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

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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 2,734,001.

b Average of monthly cash balances

1b 187,814.

c Fair market value of all other assets

1c 1,062,979.

d Total (add lines 1a, b, and c)

1d 3,984,794.

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 3,984,794.

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

4 59,772.

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

5 3,925,022.

6 Minimum investment return. Enter 5% of line 5

6 196,251.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6

1 196,251.

2a Tax on investment income for 2013 from Part VI, line 5

2a 1,444.

b Income tax for 2013 (This does not include the tax from Part VI.)

2b

c Add lines 2a and 2b

2c 1,444.

3 Distributable amount before adjustments. Subtract line 2c from line 1

3 194,807.

4 Recoveries of amounts treated as qualifying distributions

4 0.

5 Add lines 3 and 4

5 194,807.

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

7 194,807.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:

1a 549,560.

a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26

1b 0.

b Program-related investments - total from Part IX-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:

3a

a Suitability test (prior IRS approval required)

3b

b Cash distribution test (attach the required schedule)

4 549,560.

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

5 1,444.

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

6 548,116.

6 Adjusted qualifying distributions. Subtract line 5 from line 4

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				194,807.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009				
c From 2010				
d From 2011	38,964.			
e From 2012	127,955.			
f Total of lines 3a through e	166,919.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 549,560.			0.	
a Applied to 2012, 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 2013 distributable amount				194,807.
e Remaining amount distributed out of corpus	354,753.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	521,672.			
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 2012. Subtract line 4a from line 2a Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	521,672.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	38,964.			
d Excess from 2012	127,955.			
e Excess from 2013	354,753.			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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.

NONE2 **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 address 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)				
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE			549,560.
Total			► 3a	549,560.
b Approved for future payment				
NONE				
Total			► 3b	0.

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

4 Dividends and interest from securities

5 Net rental income or (loss) from real estate:

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

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

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)

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

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

	Unrelated business income		(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
	(a) Business code	(b) 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					63.
4 Dividends and interest from securities					53,374.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					107,924.
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.	161,361.
13 Total Add line 12, columns (b), (d), and (e)				13	161,361.

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.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CORNERSTONE NATIONAL BANK	63.	63.	
TOTAL TO PART I, LINE 3	63.	63.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMORTIZATION OF BOND PREMIUM	<232.>	0.	<232.>	<232.>	
CORNERSTONE - DIVIDENDS	36,661.	0.	36,661.	36,661.	
CORNERSTONE - INTEREST	16,850.	0.	16,850.	16,850.	
CORNERSTONE - NON DIVIDEND DISTRIBUTIONS	95.	0.	95.	95.	
TO PART I, LINE 4	53,374.	0.	53,374.	53,374.	

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	6,042.	6,042.		0.
TO FM 990-PF, PG 1, LN 16A	6,042.	6,042.		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	7,532.	7,532.		0.
TO FORM 990-PF, PG 1, LN 16C	7,532.	7,532.		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	545.	545.		0.
FEDERAL TAX EXPENSE	1,444.	0.		0.
PROPERTY TAXES	2,717.	2,717.		0.
TO FORM 990-PF, PG 1, LN 18	4,706.	3,262.		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
MISCELLANEOUS EXPENSES	102.	102.		0.
FILING FEES	13.	13.		0.
TO FORM 990-PF, PG 1, LN 23	115.	115.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED LISTING	1,304,492.	1,610,726.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,304,492.	1,610,726.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED LISTING	99,958.	2.
TOTAL TO FORM 990-PF, PART II, LINE 10C	99,958.	2.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATE OF DEPOSITS - SEE ATTACHED	COST	950,000.	950,677.
TOTAL TO FORM 990-PF, PART II, LINE 13		950,000.	950,677.

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.
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.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	0.	604.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	604.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

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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.			0.	1062980.	0.	0.

PAUL & SUZANNE HANIFL FOUNDATION
SCHEDULE OF 2013 - 2014 CAPITAL TRANSACTIONS
PART 1, LINE 6 and PART IV, LINE1a
SHORT TERM CAPITAL GAIN (LOSS)

SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
BHP BILLITON LTD	106 000	01/15/13	11/05/13	7,636 12	8,347 19	(711 07)
BHP BILLITON LTD	14 000	02/28/13	11/05/13	1,008 54	1,050 32	(41 78)
CISCO SYSTEMS INC	283 000	01/10/13	11/05/13	6,508 91	5,759 73	749 18
CISCO SYSTEMS INC	100 000	01/10/13	11/25/13	2,133 01	2,035 24	97 77
CISCO SYSTEMS INC	514 000	04/16/13	11/25/13	10,963 69	10,891 61	72 08
EXELON CORP	34 000	08/01/13	11/05/13	966 26	1,043 83	(77 57)
FEDERAL FARM CREDIT BANK	50,000 000	02/19/14	05/20/14	50,000 00	50,000 00	0 00
F5 NETWORKS INC	72 000	06/26/13	02/06/14	7,569 37	4,939 91	2,629 46
F5 NETWORKS INC	37 000	06/26/13	02/10/14	4,044 60	2,538 56	1,506 04
F5 NETWORKS INC	34 000	11/05/13	02/10/14	3,716 65	2,719 66	996 99
FRANKLIN RES INC	75 000	01/30/13	11/05/13	3,970 49	3,444 08	526 41
MICROCHIP TECHNOLOGY INC	236 000	01/10/13	11/05/13	9,994 44	7,851 65	2,142 79
MICROCHIP TECHNOLOGY INC	24 000	04/16/13	11/05/13	1,016 38	872 16	144 22
PETSMART INC	188 000	02/26/14	05/29/14	10,586 43	12,311 27	(1,724 84)
SEI SIT EMERGING MKT DEBT CL A	5,199 306	04/16/13	12/06/13	52,824 95	60,000 00	(7,175 05)
SEI SIT EMERGING MKT DEBT CL A	3,460 207	04/24/13	12/06/13	35,155 70	40,000 00	(4,844 30)
SEI SIT EMERGING MKT DEBT CL A	2,601 908	05/17/13	12/06/13	26,435 39	30,000 00	(3,564 61)
SEI SIT EMERGING MKT DEBT CL A	563 380	02/03/14	07/16/14	6,000 00	5,476 05	523 95
SPDR BARCLAYS CAPITAL	3,849 000	12/06/13	01/29/14	109,143 03	115,302 18	(6,159 15)
HEALTH CARE SELECT SECTOR SPDR	86 000	11/25/13	02/26/14	5,067 90	4,783 04	284 86
CONSUMER DISCRETIONARY SELT	47 000	09/06/13	11/05/13	2,982 62	2,767 28	215 34
CONSUMER DISCRETIONARY SELT	186 000	09/06/13	02/26/14	12,278 56	10,951 36	1,327 20
TECHNOLOGY SELECT SECTOR SPDR	108 000	11/25/13	01/08/14	3,827 51	3,693 55	133 96
TECHNOLOGY SELECT SECTOR SPDR	219 000	02/06/14	05/02/14	7,963 23	7,555 50	407 73
UNITEDHEALTH GROUP INC	94 000	02/28/13	11/05/13	6,446 49	5,046 97	1,399 52
UNITEDHEALTH GROUP INC	26 000	04/16/13	04/04/14	2,116 10	1,625 52	490 58
TOTAL SHORT TERM CAPITAL GAIN (LOSS)				390,356 37	401,006 66	(10,650 29)

PAUL & SUZANNE HANIFL FOUNDATION
SCHEDULE OF 2013 - 2014 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
CELGENE CORP	41 000	3/10/2011	11/5/2013	6,172.79	2,147.22	4,025.57
CHEVRONTEXACO CORP	34 000	4/14/2009	11/5/2013	3,981.33	2,267.42	1,713.91
COCA COLA CO	79 000	09/17/08	11/05/13	3,112.63	2,109.66	1,002.97
COMCAST CORP CL A	96 000	8/3/2009	11/5/2013	4,559.06	1,447.68	3,111.38
DANAHER CORP	64 000	5/3/2006	11/5/2013	4,636.73	1,883.19	2,753.54
DISCOVER BANK DE CD 5.05%	50,000 000	9/10/2008	9/17/2014	50,000.00	49,872.00	128.00
EXPEDITORS INTL WASH INC	116 000	4/30/2007	11/5/2013	5,019.24	4,908.13	111.11
EXPRESS SCRIPTS HLDG	78 000	5/29/2012	11/5/2013	4,888.33	4,157.53	730.80
EXXONMOBIL CORP	57 000	4/29/2010	11/5/2013	5,310.60	3,954.63	1,355.97
FIRSTBANK PUERTO RICO CD 1.3%	50,000 000	4/18/2011	10/21/2013	50,000.00	50,000.00	0.00
FIRSTBANK PUERTO RICO CD 1.5%	50,000 000	4/18/2011	4/21/2014	50,000.00	50,000.00	0.00
GENERAL DYNAMICS CORP	81 000	4/13/2011	11/5/2013	7,057.42	5,832.14	1,225.28
GENERAL MILLS	84 000	8/24/2012	11/5/2013	4,213.45	3,288.13	925.32
HALLIBURTON CO	180 000	11/18/2011	11/5/2013	9,563.26	6,614.59	2,948.67
INTEL CORP	319 000	4/22/2010	11/5/2013	7,630.38	7,560.02	70.36
ISHARES CORE S&P 500 ETF	189 000	12/15/2009	4/8/2014	35,209.94	21,194.46	14,015.48
ISHARES CORE S&P 500 ETF	516 000	12/15/2009	8/5/2014	100,241.10	57,864.24	42,376.86
ISHARES DJ US TELCOM SECTOR ETF	162 000	11/18/2011	11/5/2013	4,748.19	3,345.17	1,403.02
JP MORGAN CHASE & CO	87 000	11/18/2011	11/5/2013	4,510.01	2,670.01	1,840.00
JUNIPER NETWORKS INC	280 000	10/27/2011	11/5/2013	5,196.74	6,995.77	(1,799.03)
KOHLS	90 000	8/24/2012	11/5/2013	5,207.40	4,727.51	479.89
LOWES COS INC	140 000	4/26/2010	11/5/2013	746.10	401.25	344.85
LOWES COS INC	125 000	11/23/2011	11/5/2013	6,217.52	2,904.24	3,313.28
MCDONALDS CORP	22 000	11/18/2011	11/5/2013	2,138.14	2,039.58	98.56
METLIFE INC	180 000	10/31/2012	11/5/2013	8,616.44	6,384.47	2,231.97
MORGAN STANLEY CD 4.25%	50,000 000	12/30/2008	1/2/2014	50,000.00	50,000.00	0.00
NIKE INC CL B	86 000	11/18/2011	11/5/2013	6,585.86	3,990.39	2,595.47
NORFOLK SOUTHERN CORP	47 000	7/14/2010	11/5/2013	4,065.90	2,592.97	1,472.93
NOVARTIS AG SPON ADR	18 000	1/25/2010	11/5/2013	1,386.52	964.44	422.08
NUCOR CORP	138 000	2/16/2011	11/5/2013	7,329.06	6,758.13	570.93
ORACLE CORP	142 000	4/22/2010	11/5/2013	4,745.65	3,708.84	1,036.81
PEPSICO INC	51 000	5/3/2006	11/5/2013	4,303.86	2,977.06	1,326.80
PROCTER & GAMBLE CO	44 000	2/1/2007	11/5/2013	3,573.62	2,873.56	700.06
QUALCOMM INC	96 000	10/21/2009	11/5/2013	6,609.58	3,996.48	2,613.10
SEI CORE FIXED INCOME	3,546 099	12/14/2012	2/20/2014	40,000.00	41,312.06	(1,312.06)
SEI CORE FIXED INCOME	6,993 007	12/14/2012	7/3/2014	80,000.00	81,468.53	(1,468.53)
SEI SIMT HIGH YIELD BOND CL A	2,025 317	5/1/2012	7/16/2014	16,000.00	15,088.61	911.39
SEI INT'L PORTFOLIO	1,653 225	8/31/2012	11/5/2013	16,400.00	13,110.07	3,289.93
SEI INT'L PORTFOLIO	638 507	8/31/2012	4/8/2014	6,500.00	5,063.36	1,436.64
SEI INT'L FIXED INCOME	2,585 411	4/16/2013	7/16/2014	28,000.00	27,379.50	620.50
SEI EMERGING MARKETS EQUITY	952 821	8/31/2012	11/5/2013	10,300.00	9,232.83	1,067.17
CONSUMER STAPLES SELECT SECTOR	81 000	10/31/2012	11/5/2013	3,440.02	2,869.15	570.87
FINANCIAL SELECT SECTOR SPDR	48 000	5/29/2012	11/5/2013	983.73	679.68	304.05
UTILITIES SELECT SECTOR SPDR	83 000	2/29/2012	11/5/2013	3,245.37	2,908.68	336.69
UNITED PARCEL SERVICE INC	22 000	8/4/2009	11/5/2013	2,193.58	1,204.09	989.49
UNITED PARCEL SERVICE INC	24 000	9/14/2009	11/5/2013	2,393.00	1,400.64	992.36
UNITEDHEALTH GROUP INC	125 000	2/28/2013	4/4/2014	10,173.54	6,711.40	3,462.14
VANGUARD SMALL-CAP ETF	150 000	8/31/2012	11/5/2013	15,938.74	11,714.76	4,223.98
VANGUARD SMALL-CAP ETF	77 000	8/31/2012	4/8/2014	8,536.03	6,013.58	2,522.45
WELLS FARGO & CO	145 000	5/3/2006	11/5/2013	6,181.39	4,287.89	1,893.50
PARAGON OFFSHORE LTD	34 000	5/8/2006	8/27/2014	312.55	469.18	(156.63)
PARAGON OFFSHORE LTD	13 000	5/19/2006	8/27/2014	119.51	183.99	(64.48)
PARAGON OFFSHORE LTD	3 000	8/3/2009	8/27/2014	27.58	46.00	(18.42)
PARAGON OFFSHORE LTD	50 000	4/19/2003	8/27/2014	459.64	679.47	(219.83)
PARAGON OFFSHORE LTD	1 000	4/19/2013	8/27/2014	9.19	0.00	9.19
NOBLE CORP	133 000	5/3/2006	11/5/2013	4,935.67	4,895.59	40.08
TOTAL LONG TERM CAPITAL GAINS				854,287.47	735,712.40	118,575.07

PAUL & SUZANNE HANIFL FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2014
PART II, LINE 10(B), LIST OF CORPORATE SECURITIES (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
ABBOTT LABS	348,000	11,371	11,371	14,473
APACHE CORP	126,000	10,445	10,445	11,828
APPLE INC	182,000	10,804	10,804	18,337
BAXTER INTERNATIONAL	181,000	13,129	13,129	12,990
BHP BILLITON LTD.	104,000	7,115	7,115	6,124
CELGENE CORP	170,000	5,150	5,150	16,113
CHECK POINT SOFTWARE	194,000	10,191	10,191	13,433
CHEVRON	96,000	7,807	7,807	11,455
COCA COLA CO	251,000	7,373	7,373	10,708
COMCAST CORP CL A	164,000	3,869	3,869	8,820
DANAHER	157,000	5,902	5,902	11,929
EXELON CORP	191,000	5,864	5,864	6,511
EXPEDITORS INTERNATIONAL WASH	182,000	6,892	6,892	7,386
EXPRESS SCRIPTS	207,000	11,476	11,476	14,620
EXXONMOBIL CORP	118,000	8,948	8,948	11,098
FRANKLIN RES INC	276,000	12,732	12,732	15,072
GENERAL DYNAMICS CORP	159,000	10,363	10,363	20,207
GENERAL MILLS	147,000	6,192	6,192	7,416
GILEAD SCIENCES INC	171,000	12,407	12,407	18,203
HALLIBURTON CO	211,000	7,944	7,944	13,612
INTEL CORP	388,000	8,952	8,952	13,510
JP MORGAN CHASE	333,000	10,710	10,710	20,060
JUNIPER NETWORKS INC	590,000	12,610	12,610	13,069
KOHLS	136,000	6,869	6,869	8,300
LOWES COS	159,000	4,835	4,835	8,414
MCDONALDS CORP	107,000	10,141	10,141	10,145
METLIFE INC	309,000	11,178	11,178	16,599
MICROCHIP TECHNOLOGY	267,000	9,703	9,703	12,610
NIKE INC	136,000	6,769	6,769	12,131
NOBLE CORP	336,000	10,581	10,581	7,466
NORFOLK SOUTHERN CORP	97,000	5,916	5,916	10,825
NOVARTIS AG	196,000	11,162	11,162	18,449
NUCOR CORP	186,000	8,427	8,427	10,096
ORACLE CORP	338,000	9,062	9,062	12,939
PEPSICO INC	117,000	7,197	7,197	10,892
PROCTER & GAMBLE	122,000	8,441	8,441	10,216
QUALCOMM INC	135,000	5,692	5,692	10,094
TERADATA CORP	83,000	3,816	3,816	3,479
UNITED PARCEL SERVICE	114,000	7,327	7,327	11,205
WELLS FARGO	406,000	12,925	12,925	21,059
SIT EMERGING MARKETS EQUITY FUND	4,936.551	49,187	49,187	53,117
SIT INTERNATIONAL EQUITY FUND	10,198.212	83,916	83,916	101,370
CONSUMER DISCRETIONARY/SELECT SECTOR	161,000	10,550	10,550	10,737
CONSUMER STAPLES SELECT SPDR SECTOR	186,000	6,631	6,631	8,390
FINANCIAL SELECT SECTOR SPDR	1,253,000	20,102	20,102	29,032

PAUL & SUZANNE HANIFL FOUNDATION
 FORM 990-PF, FYE SEPTEMBER 30, 2014
 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 ETF	1,075.000	120,551	120,551	213,130
ISHARES DJ US TELCOM SECTOR ETF	84.000	1,819	1,819	2,516
TECHNOLOGY SELECT SECTOR SPDR	219.000	7,705	7,705	8,738
UTILITES SELECT SECTOR SPDR	139.000	5,239	5,239	5,851
VANGUARD SMALL-CAP VIPERS	942.000	77,030	77,030	104,213
SIT EMERGING MARKETS DEBT FUND	10,753.492	104,524	104,524	109,686
SIT INTERNATIONAL FIXED INCOME FUND	15,793.553	167,621	167,621	173,413
SIMT CORE FIXED INCOME FUND	16,328.037	190,419	190,419	187,283
SIMT HIGH YIELD BOND FUND	14,462.008	110,911	110,911	111,357
TOTAL		<u>1,304,492</u>	<u>1,304,492</u>	<u>1,610,726</u>

PAUL & SUZANNE HANIFL FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2014
PART II, LINE 10(C), LIST OF CORPORATE BONDS (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
WASHINGTON MUTUAL BANK	100,000.000	99,958	99,958	2
TOTAL		99,958	99,958	2

PAUL & SUZANNE HANIFL FOUNDATION
FORM 990-PF, FYE SEPTEMBER 30, 2014
PART II, LINE 13, LIST OF OTHER INVESTMENTS (ENDING BALANCES)

DESCRIPTION	# OF SHARES	TAX BASIS	BOOK BASIS	FAIR MARKET VALUE
BARCLAYS BANK/DELAWARE CD 1.6%	25,000.000	25,000	25,000	24,849
CIT BANK CD 1.55%	50,000.000	50,000	50,000	50,228
CIT BANK CD 2.65%	25,000.000	25,000	25,000	24,807
DISCOVER BK CD 1.2%	25,000.000	25,000	25,000	24,845
GE CAPITAL RETAIL BANK CD 1.05%	100,000.000	100,000	100,000	100,310
GE CAPITAL RETAIL BANK CD 1.5%	50,000.000	50,000	50,000	49,888
GE CAPITAL RETAIL BANK CD 1.95%	50,000.000	50,000	50,000	50,090
GE CAPITAL RETAIL BANK CD 2.3%	50,000.000	50,000	50,000	49,802
GE CAPITAL RETAIL BANK CD 2.65%	50,000.000	50,000	50,000	50,118
GE CAPITAL BANK CD 1.35%	100,000.000	100,000	100,000	100,608
GE CAPITAL BANK CD 2.95%	25,000.000	25,000	25,000	24,691
GOLDMAN SACHS BANK USA CD 1.05%	50,000.000	50,000	50,000	50,011
GOLDMAN SACHS BANK USA CD 1.15%	150,000.000	150,000	150,000	150,350
GOLDMAN SACHS BANK CD 2.35%	25,000.000	25,000	25,000	24,781
GOLDMAN SACHS BANK CD 2.9%	50,000.000	50,000	50,000	49,603
SALLIE MAE BANK CD 1.3%	100,000.000	100,000	100,000	100,878
SYNCHRONY BANK CD 2.05%	25,000.000	25,000	25,000	24,820
TOTAL	<u>950,000</u>	<u>950,000</u>	<u>950,677</u>	

PAUL & SUZANNE HANIFL FOUNDATION
SCHEDULE OF 2013 - 2014 CHARITABLE CONTRIBUTIONS
PART XV, LINE 3A, GRANTS AND CONTRIBUTIONS PAID DURING YEAR
OR APPROVED FOR FUTURE PAYMENT

DATE	RECIPIENT	AMOUNT
10/1/2013	NATIONAL ASSOCIATION OF CHIEFS OF POLICE	50
10/1/2013	HENNEPIN THEATRE TRUST	5,000
10/1/2013	MAHTOMEDI AREA EDUCATIONAL FOUNDATION	50,000
10/28/2013	MINNESOTA ZOO FOUNDATION	15,000
12/20/2013	BARRINGTON GIVING DAY	100
1/7/2014	CHILDREN'S PERFORMING ARTS	5,000
2/2/2014	NAPLES BOTANICAL GARDEN	250
2/13/2014	MARILLAC ST. VINCENT FAMILY SERVICES	5,000
2/18/2014	MINNESOTA ZOO FOUNDATION - PARK IN THE ZOO	200,000
2/24/2014	NEIGHBORHOOD HEALTH CLINIC	18,500
3/10/2014	UNITED UNIVERSALIST CHURCH OF ELGIN	13,000
3/10/2014	WFMT FINE ARTS CIRCLE	500
3/10/2014	MARCH OF DIMES	25
3/10/2014	THE NATURE CONSERVANCY	100
3/10/2014	AMERICAN HORTICULTURAL SOCIETY	55
3/10/2014	SPECIAL OLYMPICS	50
3/10/2014	THE WILDERNESS SOCIETY	50
3/10/2014	NATIONAL AUDOBON SOCIETY	50
4/22/2014	CITY OF HUGO	100,000
4/28/2014	BARRINGTON LION CLUB	500
5/6/2014	CENTRAL ALUMNI ASSOCIATION	12,000
5/19/2014	NATIONAL CENTER FOR HOMEOPATHY	60
5/29/2014	ARBOR DAY FOUNDATION	25
6/3/2014	WILD BEAR MOUNTAIN ECOLOGY CENTER	1,000
6/16/2014	MAX MCGRAW WILDLIFE FOUNDATION	4,500
6/20/2014	NATIONAL MS SOCIETY GREATER ILLINOIS CHAPTER	125
6/20/2014	FRIENDS OF THE LIBRARY	100
6/26/2014	CONSERVANCY OF SOUTHWEST FLORIDA	250
7/3/2014	MINNESOTA ZOO FOUNDATION	100,000
8/8/2014	WISCONSIN PUBLIC RADIO	2,500
8/26/2014	ADLC	10,000
9/9/2014	WTTW	2,000
9/9/2014	NAPLES ZOO	180
9/9/2014	DOCTORS WITHOUT BORDERS USA	100
9/9/2014	AMERICAN RIVERS	100
9/9/2014	CHICAGO BOTANIC GARDENS	115
9/9/2014	THE COMMITTEE FOR MISSING CHILDREN	50
9/9/2014	WFMT FINE ARTS CIRCLE	150
9/9/2014	NATIONAL PARKS CONSERVATION ASSOCIATION	75
9/9/2014	WOMEN FOR WOMEN INTERNATIONAL	100
9/9/2014	BARRINGTON AREA COMMUNITY FOUNDATION	1,000
9/9/2014	BARRINGTON AREA UNITED WAY	100
9/9/2014	AMERICAN FARMLAND TRUST	100
9/9/2014	NATIONAL WILDLIFE FEDERATION	100
9/9/2014	ALZHEIMER'S ASSOCIATION	100
9/9/2014	CITIZENS FOR CONSERVATION	500
9/14/2014	ALZHEIMER'S ASSOCIATION	1,000
TOTAL		549,560