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

OMB No 1545-0052
2008

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

For calendar year 2008, or tax year beginning 10/01, 2008, and ending 9/30, 2009

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

BILL HANNON FOUNDATION
 11611 SAN VICENTE BLVD #530
 LOS ANGELES, CA 90049-6509

A Employer identification number: 31-1663038
B Telephone number (see the instructions): 310-207-0303

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

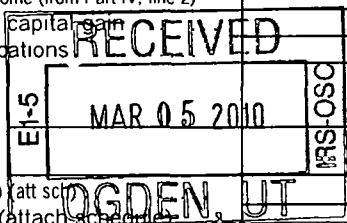
I Fair market value of all assets at end of year (from Part II, column (c), line 16): \$ 39,625,139.
J Accounting method: Cash Accrual Other (specify) _____
 (Part I, column (d) must be on cash basis)

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

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 the instructions))		(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 (att sch)				
2	Chk <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	457,482.	457,482.	457,482.	
4	Dividends and interest from securities	349,921.	349,921.	349,921.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	-3,710,871.			
b	Gross sales price for all assets on line 6a	28,516,473.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			0.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	-2,903,468.	807,403.	807,403.	
13	Compensation of officers, directors, trustees, etc	258,085.	150,000.		108,085.
14	Other employee salaries and wages	76,856.	40,000.		36,856.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 1	5,528.	5,528.		
b	Accounting fees (attach sch) See St 2	66,905.	16,000.		50,905.
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule) See Stmt 3	15,431.	7,500.		7,931.
19	Depreciation (attach sch) and depletion				
20	Occupancy	79,315.	40,000.		39,315.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	179,067.	160,578.		18,489.
24	Total operating and administrative expenses. Add lines 13 through 23	681,187.	419,606.		261,581.
25	Contributions, gifts, grants paid Part XV	1,708,100.			1,708,100.
26	Total expenses and disbursements. Add lines 24 and 25	2,389,287.	419,606.	0.	1,969,681.
27	Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-5,292,755.			
	b Net investment income (if negative, enter -0-)		387,797.		
	c Adjusted net income (if negative, enter -0-)			807,403.	

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ADMINISTRATIVE AND OPERATING EXPENSES



6

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	113,396.	86,634.	86,634.
	2 Savings and temporary cash investments	522,657.	1,107,650.	1,107,666.
	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 the 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	13,854.		
	10a Investments — U.S. and state government obligations (attach schedule)	10,021,000.	9,590,980.	9,646,257.
	b Investments — corporate stock (attach schedule)	25,759,657.	24,546,911.	28,784,582.
	c Investments — corporate bonds (attach schedule)	2,595,779.		
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	2,568,284.			
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 instructions. Also, see page 1, item I)	41,594,627.	35,332,175.	39,625,139.	
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)	0.	0.	
NET ASSET 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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	41,594,627.	35,332,175.	
30 Total net assets or fund balances (see the instructions)	41,594,627.	35,332,175.		
31 Total liabilities and net assets/fund balances (see the instructions)	41,594,627.	35,332,175.		

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	41,594,627.
2 Enter amount from Part I, line 27a	2	-5,292,755.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	36,301,872.
5 Decreases not included in line 2 (itemize) See Statement 5	5	969,697.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	35,332,175.

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)
1a STOCK ACCOUNTS	P	Various	Various
b STOCK ACCOUNTS	P	Various	Various
c DODGE & COX	P	Various	Various
d CAUSEWAY	P	Various	Various
e TIMES SQUARE	P	Various	Various

(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 6,135,000.		6,445,500.	-310,500.
b 22,312,459.		25,781,844.	-3,469,385.
c 28,074.			28,074.
d 30,690.			30,690.
e 10,250.			10,250.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-310,500.
b			-3,469,385.
c			28,074.
d			30,690.
e			10,250.

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	-3,710,871.
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 the instructions) If (loss), enter -0- in Part I, line 8		3	-310,500.

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 (column (b) divided by column (c))
2007	4,363,500.	41,594,627.	0.104905
2006	8,345,251.	56,249,901.	0.148360
2005	5,570,390.	56,051,533.	0.099380
2004	5,743,232.	55,945,580.	0.102657
2003	6,265,907.	55,573,620.	0.112750
2 Total of line 1, column (d)			2 0.568052
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 0.113610
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 37,756,868.
5 Multiply line 4 by line 3			5 4,289,558.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,878.
7 Add lines 5 and 6			7 4,293,436.
8 Enter qualifying distributions from Part XII, line 4			8 1,969,681.

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 the 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 letter: _____ (attach copy of ruling letter if necessary – see instructions)		
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	7,756.
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	7,756.
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	7,756.
6	Credits/Payments		
a	2008 estimated tax pmts and 2007 overpayment credited to 2008	6 a	34,152.
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	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	34,152.
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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	26,396.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax 8,000. Refunded	11	18,396.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b		N/A
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

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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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ <u>ELAINE EWEN</u> Telephone no ▶ _____ Located at ▶ <u>11611 SAN VICENTE BLVD #530 LOS ANGELES CA</u> ZIP + 4 ▶ <u>90049</u>		
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	<input type="checkbox"/> N/A

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
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 the 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 ▶ 20__ , 20__ , 20__ , 20__		
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 2008 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008</i>)	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 2008?	4b	X

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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)? (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)? 5b N/A

Organizations relying on a current notice regarding disaster assistance check here ▶

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

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

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

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

If you answered 'Yes' to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b 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 (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
See Statement 6		258,085.	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
MARIA ROMAN 11611 SAN VICENTE BLVD # 530 LOS ANGELES, CA 90049	EXEC ASSISTAN 30	76,856.	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 – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KLING KING ALLEMAN & JENSEN A. C. 303 N GLENOAKS BLVD #750 BURBANK, CA	ACCOUNTING & TAX	59,515.

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 (see instructions)

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 ▶ 0.

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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	38,259,178.
b Average of monthly cash balances	1b	72,668.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	38,331,846.
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	38,331,846.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	574,978.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,756,868.
6 Minimum investment return. Enter 5% of line 5	6	1,887,843.

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	1,887,843.
2a Tax on investment income for 2008 from Part VI, line 5	2a	7,756.
b Income tax for 2008 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	7,756.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,880,087.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,880,087.
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	1,880,087.

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	1,969,681.
b Program-related investments – total from Part IX-B	1b	
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	1,969,681.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,969,681.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,880,087.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2008.				
a From 2003	3,529,176.			
b From 2004	2,995,451.			
c From 2005	2,802,067.			
d From 2006	5,584,825.			
e From 2007	2,503,970.			
f Total of lines 3a through e	17,415,489.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 1,969,681.				
a Applied to 2007, but not more than line 2a			0.	
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 2008 distributable amount				1,880,087.
e Remaining amount distributed out of corpus	89,594.			
5 Excess distributions carryover applied to 2008 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,505,083.			
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 2007 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				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)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	3,529,176.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	13,975,907.			
10 Analysis of line 9.				
a Excess from 2004	2,995,451.			
b Excess from 2005	2,802,067.			
c Excess from 2006	5,584,825.			
d Excess from 2007	2,503,970.			
e Excess from 2008	89,594.			

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 2008, 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)

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

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 organization had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

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

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

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

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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)				
<p><i>a</i> Paid during the year See Statement 8</p>				
<p>Total</p>			▶ 3a	1,708,100.
<p><i>b</i> Approved for future payment USC CATHOLIC CENTER 3715 MC CLINTON AVE # 220 LOS ANGELES, CA 90089</p>		SCHOOL	CONSTRUCTION OF CENTER	1,125,000.
<p>Total</p>			▶ 3b	1,125,000.

BILL HANNON FOUNDATION

31-1663038

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 5,528. <u>\$ 5,528.</u>	\$ 5,528. <u>\$ 5,528.</u>	\$ 0. <u>\$ 0.</u>	\$ 0. <u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 59,515. 7,390. <u>\$ 66,905.</u>	\$ 10,000. 6,000. <u>\$ 16,000.</u>	\$ 0. <u>\$ 0.</u>	\$ 49,515. 1,390. <u>\$ 50,905.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL	\$ 15,431.	\$ 7,500.	\$ 0.	\$ 7,931.
Total	<u>\$ 15,431.</u>	<u>\$ 7,500.</u>	<u>\$ 0.</u>	<u>\$ 7,931.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK FEES	\$ 1,210.	\$ 1,210.		
DIRECTORS MEETINGS	872.			\$ 872.
INSURANCE	23,272.	12,000.		11,272.
INVESTMENT MANAGEMENT FEES	142,368.	142,368.		
LICENSES	225.			225.
OFFICE	8,309.	4,000.		4,309.
TELEPHONE	2,811.	1,000.		1,811.
Total	<u>\$ 179,067.</u>	<u>\$ 160,578.</u>	<u>\$ 0.</u>	<u>\$ 18,489.</u>

BILL HANNON FOUNDATION

31-1663038

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

UNREALIZED LOSSES ON STOCKS

Total \$ 969,697.
 Total \$ 969,697.

Statement 6
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
ELAINE S EWEN 11611 SAN VICENTE BLVD #530 LOS ANGELES, CA 90049	President 40.00	\$ 180,485.	\$ 0.	\$ 0.
JACK S GOERTZEN 4326 BEEMAN STUDIO CITY, CA 91604	Director 2.00	17,000.	0.	0.
KATHLEEN KELLY 701 GRACE AVE INGLEWOOD, CA 90301	Director 2.00	17,000.	0.	0.
PAUL LOCATELLI 500 EL CAMINO REAL # 200 SANTA CLARITA, CA 95053	Director 2.00	17,000.	0.	0.
A N MOSICH 5890 W 75TH ST LOS ANGELES, CA 90045	Treasurer 10.00	26,600.	0.	0.
Total		\$ <u>258,085.</u>	\$ <u>0.</u>	\$ <u>0.</u>

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name: ELAINE EWEN
 Care Of:
 Street Address: 11611 SAN VICENTE BLVD # 530
 City, State, Zip Code: LOS ANGELES, CA 90049
 Telephone:
 Form and Content: LETTER
 Submission Deadlines: NONE
 Restrictions on Awards: CATHOLIC EDUCATION

BILL HANNON FOUNDATION

31-1663038

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
BISHOP CONATY OUR LADY OF LORETTO SCHOOL 2900 W PICO BLVD LOS ANGELES, CA 90006	NONE	SCHOOL	SCHOLARSHIPS	\$ 50,000.
BISHOP MORA SALESIAN HIGH SCHOOL 960 S SOTO ST LOS ANGELES, CA 90023	NONE	SCHOOL	SCHOLARSHIPS	50,000.
CANTWELL SACRED OF MARY 329 N GARFIELD AVE MONTEBELLO, CA 90640	NONE	SCHOOL	SCHOLARSHIPS	50,000.
CATHERDRAL HIGH SCHOOL 1253 BISHOPS ROAD LOS ANGELES, CA 90012	NONE	SCHOOL	SCHOLARSHIPS	50,000.
COMMUNITY HOSPITAL FOUNDATION P O BOX HH MONTEREY, CA 93942	NONE	CHARITY	UNRESTRICTED	10,000.
DOLORES MISSION CATHOLIC CHURCH 171 S GLESS ST LOS ANGELES, CA 90033	NONE	CHARITY	UNRESTRICTED	55,000.
DON BOSCO TECHNICAL INSTITUTE 1151 SAN GABRIEL BLVD ROSEMEAD, CA 91770	NONE	SCHOOL	SCHOLARSHIPS	50,000.
HOLY FAMILY HIGH SCHOOL 914 GLEN VISTA DR GLENDALE, CA 91206	NONE	SCHOOL	SCHOLARSHIPS	50,000.
JUNIFERO SERRA HIGH SCHOOL 14830 S VAN NESS AVE GARDENA, CA 90249	NONE	SCHOOL	SCHOLARSHIPS	50,000.
LOYOLA MARYMOUNT UNIVERSITY ONE LMU DRIVE LOS ANGELES, CA 90045	NONE	SCHOOL	LIBRARY	50,000.
PROVIDENCE HIGH SCHOOL 511 S BUENA VISTA ST BURBANK, CA 91505	NONE	SCHOOL	UNRESTRICTED	50,000.
PUENTE LEARNING CENTER 501 S BOYLE AVE LOS ANGELES, CA 90033	NONE	CHARITY	UNRESTRICTED	25,000.

BILL HANNON FOUNDATION

31-1663038

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
RAMONA CONVENT SECONDARY SCHOOL 1701 W RAMONA RD ALHAMBRA, CA 91803	NONE	SCHOOL	SCHOLARSHIPS	\$ 100,000.
SACRED HEART HIGH SCHOOL 2111 N GRIFFIN AVE LOS ANGELES, CA 90031	NONE	SCHOOL	SCHOLARSHIPS	50,000.
SAN DIEGO WHEELCHAIR ATHLETIC 4636 BRIGHTON AVE SAN DIEGO, CA 92107	NONE	CHARITY	UNRESTRICTED	10,000.
SANTA CLARITA UNIVERSITY 500 EL CAMINO RD SANTA CLARITA, CA	NONE	SCHOOL	SCHOLARSHIPS	250,000.
SANTA CLARA UNIVERSITY 500 EL CAMINO REAL SANTA CLARA, CA 95053	NONE	SCHOOL	UNRESTRICTED	7,500.
SISTERS OF ST JOSEPH 11999 CHALON RD LOS ANGELES, CA 90049	NONE	CHARITY	UNRESTRICTED	5,000.
ST ANTHONY CROATION CHURCH 712 N GRAND AVE LOS ANGELES, CA 90012	NONE	CHARITY	UNRESTRICTED	55,000.
ST GENEVIEVE HIGH SCHOOL 13967 ROSCOE BLVD PANORAMA CITY, CA 91402	NONE	SCHOOL	SCHOLARSHIPS	50,000.
ST MARY'S ACADEMY 701 GRACE AVE INGLEWOOD, CA 90301	NONE	SCHOOL	UNRESTRICTED	132,500.
USC CATHOLIC CENTER 3207 UNIVERSITY AVE LOS ANGELES, CA 90007	NONE	SCHOOL	UNRESTRICTED	11,000.
USC CATHOLIC CENTER 3207 UNIVERSITY AVE LOS ANGELES, CA	NONE	SCHOOL	UNRESTRICTED	376,000.
VERBUM DEI HIGH SCHOOL 11100 S CENTRAL AVE LOS ANGELES, CA 90059	NONE	SCHOOL	SCHOLARSHIPS	50,000.

BILL HANNON FOUNDATION

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
VARIOUS CHARITIES / LESS THAN 5,000 EACH	NONE	CHARITY	UNRESTRICTED	\$ 28,600.
HOMEBOY INDUSTRIES 171 S GLESS ST LOS ANGELES, CA 90033	NONE	CHARITY	UNRESTRICTED	5,000.
PROYECTO PASTROL 135 N MISSION RD LOS ANGELES, CA 90033	NONE	CHARITY	UNRESTRICTED	5,000.
JESUIT COMMUNITY OF SANTA CLARA UNIV 500 EL CAMINO REAL # 200 SANTA CLARA, CA 95053	NONE	CHARITY	UNRESTRICTED	7,500.
CA PROVINCE OF THE SOCIETY OF JESUS 300 COLLEGE AVE, P O BOX 68 LOS GATOS, CA 95031	NONE	CHARITY	UNRESTRICTED	25,000.
Total				<u>\$ 1,708,100.</u>

BILL HANNON FOUNDATION

31-1663038

Other Income Producing Activities
Interest on savings & cash investments

B OF A ISI / MERRILL LYNCH

	\$	457,482.
Total	\$	<u>457,482.</u>

Other Income Producing Activities
Dividends/interest from securities.

B OF A ISI / MERRILL LYNCH
DODGE & COX
TIMES SQUARE
CAUSEWAY INTL FUND
CANTERBURY

	\$	239,345.
		47,703.
		11,053.
		34,652.
		17,168.
Total	\$	<u>349,921.</u>

Officers, Directors, Trustees Compen.
Base compensation

SALARY
DIRECTOR FEE

	\$	163,485.
		17,000.
Total	\$	<u>180,485.</u>

Officers, Directors, Trustees Compen.
Base compensation

DIRECTOR FEE
TREASURER FEE

	\$	17,000.
		9,600.
Total	\$	<u>26,600.</u>

Balance Sheet
Cash-non-interest-bearing

B OF A CHECKING
B OF A CHECKING

	\$	4,277.
		82,357.
Total	\$	<u>86,634.</u>

Balance Sheet
Savings and temporary cash investments

B OF A ISI / MERRILL LYNCH #5959 MMA
B OF A ISI / MERRILL LYNCH #5178 MMA
B OF A ISI / MERRILL LYNCH #094 MMA
B OF A ISI / MERRILL LYNCH #019 MMA
B OF A ISI / MERRILL LYNCH #035 MMA
JP MORGAN MMA

	\$	625,527.
		292,915.
		84,216.
		6,825.
		98,027.
		140.
Total	\$	<u>1,107,650.</u>

BILL HANNON FOUNDATION

31-1663038

Balance Sheet
U.S. and state government obligations (Form 990-PF)[O]

B OF A ISI / ML # 5959 @ COST	\$ 9,590,980.
Total	\$ <u>9,590,980.</u>

Balance Sheet
Corporate stock (Form 990-PF)[O]

B OF A ISI / ML # 5178 @ COST	\$ 2,464,478.
B OF A ISI / ML # 094 @ COST	2,617,104.
DODGE & COX @ COST	1,350,229.
B OF A ISI / ML # 035 @ COST	3,859,760.
TIMES SQUARE MIDCAP @ COST	1,935,434.
GIOVINE @ COST	2,300,000.
CANYON INVESTMENTS @ COST	2,319,735.
JP MORGAN SILVERLAKE @ COST	323,288.
CANTERBERRY @ COST	4,278,681.
CREDERIAN @ COST	3,098,202.
Total	\$ <u>24,546,911.</u>

FMV of Assets (990-PF)
Cash, non-interest bearing

B OF A CHECKING	\$ 4,277.
B OF A CHECKING	82,357.
Total	\$ <u>86,634.</u>

FMV of Assets (990-PF)
Savings and temporary cash investments

B OF A ISI / MERRILL LYNCH #5959 MMA	\$ 625,527.
B OF A ISI / MERRILL LYNCH #5178 MMA	292,915.
B OF A ISI / MERRILL LYNCH #094 MMA	84,216.
B OF A ISI / MERRILL LYNCH #019 MMA	6,825.
B OF A ISI / MERRILL LYNCH # 035 MMA	98,027.
JP MORGAN	156.
Total	\$ <u>1,107,666.</u>

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box.
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization BILL HANNON FOUNDATION	Employer identification number 31-1663038
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 11611 SAN VICENTE BLVD #530	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOS ANGELES, CA 90049-6509	

Check type of return to be filed (file a separate application for each return).

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ ELAINE EWEN -----

Telephone No. ▶ ----- FAX No ▶ -----

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 5/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20__ or
- ▶ tax year beginning 10/01, 20 08, and ending 9/30, 20 09.

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 34,152.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.