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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 10/01, 2010, and ending 9/30, 2011

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

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

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

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

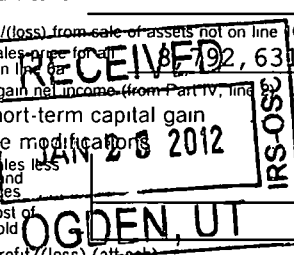
I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 37,519,958.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	390,155.	390,155.	390,155.	
4	Dividends and interest from securities	457,960.	457,960.	457,960.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	919,263.			
b	Gross sales price for all assets on line 6a	1,263,631.			
7	Capital gain net income (from Part IV, line 5)		919,263.		
8	Net short-term capital gain			213,240.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,767,378.	1,767,378.	1,061,355.	
13	Compensation of officers, directors, trustees, etc	265,586.	60,000.		205,586.
14	Other employee salaries and wages	80,699.	10,000.		70,699.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 1	13,425.			13,425.
b	Accounting fees (attach sch) See St 2	9,765.	4,000.		5,765.
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule X see instr) See Stm 3	66,460.	51,694.		14,766.
19	Depreciation (attach sch) and depletion				
20	Occupancy	84,441.	10,000.		74,441.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	218,861.	178,727.		40,134.
24	Total operating and administrative expenses. Add lines 13 through 23	739,237.	314,421.		424,816.
25	Contributions, gifts, grants paid Part XV	2,643,000.			2,643,000.
26	Total expenses and disbursements. Add lines 24 and 25	3,382,237.	314,421.	0.	3,067,816.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-1,614,859.			
b	Net investment income (if negative, enter -0-)		1,452,957.		
c	Adjusted net income (if negative, enter -0-)			1,061,355.	

SCANNED JAN 27 2012

ADMINISTRATIVE EXPENSES



IP

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	116,853.	114,650.	114,650.
	2	Savings and temporary cash investments	519,372.	856,162.	856,162.
	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			
	10a	Investments – U S and state government obligations (attach schedule)	8,655,598.	8,365,233.	8,608,432.
	b	Investments – corporate stock (attach schedule)	25,690,520.	24,032,439.	27,940,714.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item l)	34,982,343.	33,368,484.	37,519,958.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable		1,000.	
	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.	1,000.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here 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 and complete lines 27 through 31.				
	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	34,982,343.	33,367,484.	
30	Total net assets or fund balances (see the instructions)	34,982,343.	33,367,484.		
31	Total liabilities and net assets/fund balances (see the instructions)	34,982,343.	33,368,484.		

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	34,982,343.
2	Enter amount from Part I, line 27a	2	-1,614,859.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	33,367,484.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	33,367,484.

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 See Statement 5			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	919,263.
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	213,240.

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	1,898,459.	39,995,191.	0.047467
2008	1,969,681.	37,756,868.	0.052167
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

2 Total of line 1, column (d)	2	0.452279
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	0.090456
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	42,480,109.
5 Multiply line 4 by line 3	5	3,842,581.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,530.
7 Add lines 5 and 6	7	3,857,111.
8 Enter qualifying distributions from Part XII, line 4	8	3,067,816.

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 or determination letter: _____ (attach copy of letter if necessary – see instr.)			
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	29,059.
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	29,059.
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	29,059.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010		6a	32,000.
b Exempt foreign organizations – tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	32,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	2,941.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax		11	2,941.
		Refunded	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> _____ N/A		
8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <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 2010 or the taxable year beginning in 2010 (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)			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	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	N/A	▶	<input type="checkbox"/>
16 At any time during calendar year 2010, 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 ▶			

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)?		N/A
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<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)		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 2010 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 2010)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2010?		X

BAA

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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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? Yes No

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	N/A
	6b	X
	7b	N/A

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		265,586.	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	EXEC ASST 30	86,699.	0.	0.

Total number of other employees paid over \$50,000 ▶ 0

Part VII 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
CHARLES BECKMAN CPA 12100 WILSHIRE BLVD # 800 LOS ANGELES, CA 90025	ACCOUNTING & TAX	9,765.

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.

BAA

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	42,836,905.
b Average of monthly cash balances.	1b	290,109.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	43,127,014.
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	43,127,014.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	646,905.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,480,109.
6 Minimum investment return. Enter 5% of line 5	6	2,124,005.

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	2,124,005.
2a Tax on investment income for 2010 from Part VI, line 5	2a	29,059.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	29,059.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,094,946.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,094,946.
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	2,094,946.

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	3,067,816.
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	3,067,816.
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	3,067,816.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,094,946.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	5,584,825.			
c From 2007	2,503,970.			
d From 2008	20,256.			
e From 2009				
f Total of lines 3a through e	8,109,051.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 3,067,816.				
a Applied to 2009, 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 2010 distributable amount				2,094,946.
e Remaining amount distributed out of corpus	972,870.			
5 Excess distributions carryover applied to 2010 (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	9,081,921.			
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 2009. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	9,081,921.			
10 Analysis of line 9:				
a Excess from 2006	5,584,825.			
b Excess from 2007	2,503,970.			
c Excess from 2008	20,256.			
d Excess from 2009				
e Excess from 2010	972,870.			

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 2010, 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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 X **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> SEE SCHEDULE ATTACHED</p>				2,643,000.
<p>Total</p>				<p>▶ 3a 2,643,000.</p>
<p><i>b Approved for future payment</i> UNIVERSITY OF SO CALIFORNIA EMERITUS CEN 3207 UNIVERSITY AVE LOS ANGELES, CA 90007</p>			EDUCATION	375,000.
<p>Total</p>				<p>▶ 3b 375,000.</p>

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
LEGAL	\$ 13,425.			\$ 13,425.
Total	<u>\$ 13,425.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 13,425.</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
CPA	\$ 9,765.	\$ 4,000.		\$ 5,765.
Total	<u>\$ 9,765.</u>	<u>\$ 4,000.</u>	<u>\$ 0.</u>	<u>\$ 5,765.</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
FEDERAL INCOME TAX 9/30/10	\$ 18,694.	\$ 18,694.		
FEDERAL INCOME TAX 9/30/10	32,000.	32,000.		
PAYROLL TAX	15,766.	1,000.		\$ 14,766.
Total	<u>\$ 66,460.</u>	<u>\$ 51,694.</u>	<u>\$ 0.</u>	<u>\$ 14,766.</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	\$ 825.	\$ 825.		
INSURANCE	31,590.			\$ 31,590.
INVESTMENT MANAGEMENT FEES	177,902.	177,902.		
LICENSES	210.			210.
OFFICE	5,170.			5,170.
TELEPHONE	3,164.			3,164.
Total	<u>\$ 218,861.</u>	<u>\$ 178,727.</u>	<u>\$ 0.</u>	<u>\$ 40,134.</u>

BILL HANNON FOUNDATION

31-1663038

Statement 5
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	MERRILL LYNCH AC 2135	Purchased	Various	Various
2	MERRILL LYNCH AC 2156	Purchased	Various	Various
3	MERRILL LYNCH AC 2156	Purchased	Various	Various
4	MERRILL LYNCH AC 2157	Purchased	Various	Various
5	MERRILL LYNCH AC 2157	Purchased	Various	Various
6	MERRILL LYNCH AC 2171	Purchased	Various	Various
7	MERRILL LYNCH AC 2171	Purchased	Various	Various
8	WESTFIELD FORM K-1 STCG	Purchased	Various	Various
9	WESTFIELD FORM K-1 LTCG	Purchased	Various	Various
10	CANTERBURY AC 3312	Purchased	Various	Various
11	CANTERBURY AC 3312	Purchased	Various	Various
12	SECURITY LITIGATION	Purchased	Various	Various
13	CANTERBURY AC 4286	Purchased	Various	Various
14	CANTERBURY AC 4286	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	2311626.		2311626.	0.				\$ 0.
2	103,743.		100,000.	3,743.				3,743.
3	1317264.		1155334.	161,930.				161,930.
4	100,000.		143,389.	-43,389.				-43,389.
5	341,663.		324,604.	17,059.				17,059.
6	183,998.		100,000.	83,998.				83,998.
7	786,963.		762,659.	24,304.				24,304.
8	73,492.		0.	73,492.				73,492.
9	154,004.		0.	154,004.				154,004.
10	236,045.		100,000.	136,045.				136,045.
11	520,869.		486,026.	34,843.				34,843.
12	1,907.		0.	1,907.				1,907.
13	100,000.		140,649.	-40,649.				-40,649.
14	2561057.		2249081.	311,976.				311,976.
							Total	\$ 919,263.

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	Compensation	Contribution to EBP & DC	Expense Account/Other
ELAINE S EWEN 11611 SAN VICENTE BLVD #530 LOS ANGELES, CA 90049	President 30.00	\$ 191,786.	\$ 0.	\$ 0.
JACK S GOERTZEN	Director 2.00	19,250.	0.	0.

BILL HANNON FOUNDATION

31-1663038

Statement 6 (continued)
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
SISTERS OF ST JOSEPH	Director 2.00	\$ 4,250.	\$ 0.	\$ 0.
CHARLENE LARAN	Director 2.00	19,250.	0.	0.
A N MOSICH	Treasurer 5.00	31,050.	0.	0.
Total		<u>\$ 265,586.</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: THE BILL HANNON FOUNDATION
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: EDUCATIONAL

Client 31166303

BILL HANNON FOUNDATION

31-1663038

12/08/11

08 55AM

Balance Sheet
Cash-non-interest-bearing

CHECKING	\$	111,616.
CHECKING		3,034.
Total	\$	<u>114,650.</u>

Balance Sheet
Savings and temporary cash investments

ML 2135	\$	129,193.
ML 2171		319,491.
ML 2157		120,404.
ML 2158		62,526.
JP MORGAN		168,702.
CANTERBURY 4286		7,739.
CANTERBURY 3312		48,107.
Total	\$	<u>856,162.</u>

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

ML # 2135 @ COST	\$	8,365,233.
Total	\$	<u>8,365,233.</u>

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

MERRILL LYNCH # 2171 @ COST	\$	2,370,672.
ML # 2157 @ COST		1,443,060.
CANTERBURY # 3312 @ COST		1,740,295.
ML # 2156 @ COST		3,498,856.
TIMES SQUARE MIDCAP @ COST		1,685,434.
GIOVINE @ COST		940,000.
CANYON INVESTMENTS @ COST		1,108,277.
JP MORGAN SILVERLAKE @ COST		419,717.
CANTERBERRY # 4286 @ COST		7,765,635.
CREDERIAN @ COST		3,060,493.
Total	\$	<u>24,032,439.</u>

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

CHECKING	\$	111,616.
CHECKING		3,034.
Total	\$	<u>114,650.</u>

Client 31166303

BILL HANNON FOUNDATION

31-1663038

12/08/11

08 55AM

FMV of Assets (990-PF)
Corporate stock [O]

ML 2171	\$	2,768,401.
MERRILL LYNCH # 2157		1,613,985.
MERRILL LYNCH # 2156		3,394,765.
TIMES SQUARE MIDCAP		2,710,089.
GIOVINE		1,415,232.
CANYON INVESTMENT		2,516,577.
J P MORGAN / SILVERLAKE		691,801.
CANTERBERRY		7,908,429.
CREDERIAN		3,448,966.
CANTERBURY 3312		1,472,469.
Total	\$	<u>27,940,714.</u>

Client 31166303

BILL HANNON FOUNDATION

31-1663038

12/08/11

08.55AM

Other Income Producing Activities
Interest on savings & cash investments

 \$ 389,999.
 156.
 Total \$ 390,155.

Other Income Producing Activities
Dividends/interest from securities.

MERRILL LYNCH

Total \$ 457,960.
457,960.

Officers, Directors, Trustees Compen.
Base compensation

SALARY
 DIRECTOR FEE

\$ 172,536.
 19,250.
 Total \$ 191,786.

Officers, Directors, Trustees Compen.
Base compensation

DIRECTOR FEE
 TREASURER FEE

\$ 19,250.
 11,800.
 Total \$ 31,050.

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

MONEY MARKET ACCOUNTS

Total \$ 856,162.
856,162.

BILL HANNON FOUNDATION
2010 FORM 990PF - GIFTS/CONTRIBUTIONS
Part I - Line 25 - Statement 5
October 1, 2010 through September 30, 2011

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELAT</u>	<u>AMOUNT</u>
10/1/2010	1032	University of Southern Californi 3207 University Ave Los Angeles, CA 90007	SCHOOL	capital improvements	NONE	5,000 00
10/1/2010	1033	St. Anthony Croation Church 712 N. Grand Avenue Los Angeles, CA 90012	PUBLIC CHARITY	unrestricted	NONE	5,000.00
10/1/2010	1034	Lamda Omicron Chapter P O. Box 43418 Los Angeles, CA 90043	PUBLIC CHARITY	unrestricted	NONE	2,000.00
10/1/2010	1035	John Wayne Cancer Institute 2200 Santa Monica Blvd. Santa Monica, CA 90404	HOSPITAL	unrestricted	NONE	2,000.00
10/1/2010	1036	University of Southern California 3715 McClintock Ave., Rm 220 Los Angeles, CA 90084-0191	SCHOOL	unrestricted	NONE	2,500 00
10/1/2010	1037	One For All 1127 E 67th St Inglewood, CA 90302	PUBLIC CHARITY	unrestricted	NONE	1,000 00
10/1/2010	1039	Chaminade Middle School 19800 Devonshire St Chatsworth, CA 91311	SCHOOL	unrestricted	NONE	1,000.00
10/1/2010	1040	Chaminade Middle School 19800 Devonshire St Chatsworth, CA 91311	SCHOOL	unrestricted	NONE	2,000.00
10/1/2010	1041	The Children's Burn Foundation 5000 Van Nuys Blvd , #300 Sherman Oaks, CA 91403	PUBLIC CHARITY	unrestricted	NONE	1,500 00
10/1/2010	1042	Paralyzed Veterans of America 7 Mill Brook Rd Wilton, NH 03086-9528	PUBLIC CHARITY	unrestricted	NONE	1,500.00
10/1/2010	1043	Foundation for the Junior Blind 5300 Angeles Vista Blvd Los Angeles, CA 90043	PUBLIC CHARITY	unrestricted	NONE	1,500 00
10/1/2010	1044	San Diego Wheelchair Athletic Association c/o Albert Moscona, 4636 Brighton Avenue San Diego, CA 92107	PUBLIC CHARITY	unrestricted	NONE	10,000 00
10/1/2010	1045	St. Bernard's High School 9100 Falmouth Avenue Playa del Rey, CA 90293	SCHOOL	unrestricted	NONE	2,500 00

BILL HANNON FOUNDATION
2010 FORM 990PF - GIFTS/CONTRIBUTIONS
Part I - Line 25 - Statement 5
October 1, 2010 through September 30, 2011

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELAT</u>	<u>AMOUNT</u>
10/1/2010	1046	St Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	NONE	12,500.00
10/1/2010	1047	Saint Mary's Academy 701 Grace Avenue Santa Clara, CA 90301	SCHOOL	unrestricted	NONE	25,000.00
10/1/2010	1048	Community Hospital Foundation Development Office P. O. Box HH Monterey, CA 93942-9969	PUBLIC CHARITY	unrestricted	NONE	10,000.00
10/1/2010	1049	Carmel Public Library Foundation P. O. Box 2042 Carmel, CA 93921	PUBLIC CHARITY	unrestricted	NONE	2,500.00
10/1/2010	1050	UCSC Foundation - Dickens Project 1156 High Street Santa Cruz, CA 95064	PUBLIC CHARITY	unrestricted	NONE	1,500.00
10/1/2010	1051	Animal Friends Rescue Project P. O. Box 51083 Pacific Grove, CA 93950	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/1/2010	1052	KTEH P. O. Box 1030 San Jose, CA 95108-1030	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/1/2010	1053	SPCA of Monterey County P. O. Box 3058 Monterey, CA 93942	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/1/2010	1054	Monterey Bay Aquarium 886 Cannery Row Monterey, CA 93940	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/1/2010	1055	Monterey County Food Bank 815 W. Market St. #5 Salinas, CA 93901	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/1/2010	1056	The Carmel Foundation P. O. Box 1050 Carmel, CA 93921	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/1/2010	1057	KQED 2601 Mariposa Street San Francisco, CA 94110-1426	PUBLIC CHARITY	unrestricted	NONE	500.00
10/1/2010	1058	Return to Freedom P. O. Box 926 Lompoc, CA 93438	PUBLIC CHARITY	unrestricted	NONE	500.00

BILL HANNON FOUNDATION
2010 FORM 990PF - GIFTS/CONTRIBUTIONS
Part I - Line 25 - Statement 5
October 1, 2010 through September 30, 2011

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELAT</u>	<u>AMOUNT</u>
10/1/2010	1059	CAF America King Street Station 1800 Diagonal Rd Ste 150 Alexandria, VA 22314-2480	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/1/2010	1060	Community Partnership for Youth P. O. Box 42 Del Rey Oaks, CA 93940	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/1/2010	1061	Big Sur Land Trust P. 1 Box 221864 Carmel, CA 93922	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/1/2010	1062	Salvation Army p. o. Box 1884 Monterey, CA 93442-1884	PUBLIC CHARITY	unrestricted	none	1,000.00
10/15/2010	1077	The Carmel Foundation P. O Box 1050 Carmel, CA 93921	PUBLIC CHARITY	unrestricted	none	1,000.00
10/18/2010	1079	Dolores Mission Catholic Church 171 S. Gless St. Los Angeles, CA 90033	PUBLIC CHARITY	unrestricted	none	25,000.00
11/1/2010	1089	USC Leventhal Center University of Southern California Los Angeles, CA 90089	SCHOOL	unrestricted	none	1,500.00
11/1/2010	1090	St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	none	2,500.00
11/1/2010	1091	Soldiers Project 12001 San Vicente Blvd., #310 Los Angeles, CA 90049	PUBLIC	unrestricted	none	1,000.00
11/1/2010	1092	St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	none	5,000.00
11/1/2010	1093	St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	none	5,000.00
11/1/2010	1094	St. Paul's the Apostle School Foundation P. O. Box 492515 Los Angeles, CA 90049	SCHOOL	unrestricted	none	30,000.00
11/1/2010	1100	USC Catholic Center 3207 University Ave Los Angeles, CA 90007	SCHOOL	capital improvements	NONE	375,000.00

BILL HANNON FOUNDATION
2010 FORM 990PF - GIFTS/CONTRIBUTIONS
Part I - Line 25 - Statement 5
October 1, 2010 through September 30, 2011

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELAT</u>	<u>AMOUNT</u>
12/20/2010	1116	Little Sisters of the Poor 4291 Richmond Road Warrensville Hts., OH 44122-6199	PUBLIC CHARITY	unrestricted	NONE	1,000.00
12/20/2010	1117	SPCA of Monterey County P. O. Box 3058 Monterey, CA 93942	PUBLIC CHARITY	unrestricted	NONE	1,000 00
12/20/2010	1118	Food Bank for Monterey County 815 W. Market St., #5 Salinas, CA 93942	PUBLIC CHARITY	unrestricted	NONE	1,000.00
12/20/2010	1119	Salvation Army P. O. Box 1884 Monterey, CA 93942-1884	PUBLIC CHARITY	unrestricted	NONE	1,000 00
12/27/2010	1126	Monterey Peninsula College Foundation 980 Fremont Street Monterey, CA 93940	SCHOOL	unrestricted	NONE	1,000 00
1/4/2011	1131	Archdiocese of Los Angeles 3424 Wilshire Blvd Los Angeles, CA 90010	SCHOOL	unrestricted	NONE	10,000.00
1/24/2011	1144	Sisters of St Joseph 701 Grace Avenue Inglewood, CA 90301	public charity	unrestricted	none	5,000 00
1/24/2011	1156	St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	School	unrestricted	none	25,000 00
1/24/2011	1157	Puente Learning Center 501 South Boyle Avenue Los Angeles, CA 90033	School	unrestricted	none	25,000.00
1/27/2011	1159	Chaminade College Preparatory 10210 Oakdale Avenue Chatsworth, CA 91311-3533	School	unrestricted	none	100,000 00
3/15/2011	1180	American Red Cross P. O. Box 4002018 Des Moines, IA 50348-2018	public charity	unrestricted	none	5,000 00
4/8/2011	303	Meals on Wheels of Monterey Peninsula 700 Jewell Avenue Pacific Grove, CA 93950	public charity	unrestricted	none	1,000 00
4/18/2011	1197	Sisters of St. Joseph 701 Grace Avenue Inglewood, CA 90301	public charity	unrestricted	none	5,000 00
4/25/2011	1220	Bishop Amat High School	SCHOOL	unrestricted	NONE	25,000 00

BILL HANNON FOUNDATION
2010 FORM 990PF - GIFTS/CONTRIBUTIONS
Part I - Line 25 - Statement 5
October 1, 2010 through September 30, 2011

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELAT</u>	<u>AMOUNT</u>
		2900 W. Pico Blvd La Puente, CA 91746				
4/25/2011	1221	Bishop Conaty-Our Lady of Loretto High School 2900 W. Pico Blvd Los Angeles, CA 90006-3802	SCHOOL	scholarships	NONE	50,000 00
4/25/2011	1222	Bishop Mora Salesian High School 960 S. Soto Street Los Angeles, CA 90023-1396	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1223	Cantwell Sacred Heart of Mary High School 329 N Garfield Avenue Montebello, CA 90640	SCHOOL	scholarships	NONE	50,000 00
4/25/2011	1224	Cathedral High School 1253 Bishops Road Los Angeles, CA 90012	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1225	Don Bosco Technical Institute 1151 San Gabriel Blvd Rosemead, CA 91770-4299	SCHOOL	scholarships	NONE	50,000 00
4/25/2011	1226	Holy Family High School 400 E. Lomita Ave Glendale, CA 91205	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1227	Junipero Serra High School 14830 S. Van Ness Avenue Gardena, CA 90249	SCHOOL	scholarships	NONE	50,000 00
4/25/2011	1228	Mary Star of the Sea High School 2500 N. Taper Avenue San Pedro, CA 90731	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1250	Providence High School 511 S. Buena Vista Street Burbank, CA 91505	SCHOOL	scholarships	NONE	25,000 00
4/25/2011	1230	Ramona Convent Secondary School 1701 W. Ramona Road Alhambra, CA 91803-3080	SCHOOL	scholarships	NONE	25,000 00
4/25/2011	1231	Sacred Heart High School 2111 N. Griffin Avenue Los Angeles, CA 90031	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1232	St Anthony High School 620 Olive Avenue Long Beach, CA 90802-1546	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1233	St. Bernard High School 9100 Falmouth Avenue	SCHOOL	scholarships	NONE	50,000 00

BILL HANNON FOUNDATION
2010 FORM 990PF - GIFTS/CONTRIBUTIONS
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October 1, 2010 through September 30, 2011

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELAT</u>	<u>AMOUNT</u>
		Playa del Rey, CA 90293				
4/25/2011	1234	St. Genevieve High School 13967 Roscoe Boulevard Panorama City, CA 91402-4299	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1235	St. Joseph High School 5825 Woodruff Avenue Lakewood, CA 90713	SCHOOL	scholarships	NONE	50,000 00
4/25/2011	1236	St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1237	St. Matthias High School 7851 Gardendale St Downey, CA 90242	SCHOOL	scholarships	NONE	50,000 00
4/25/2011	1238	St. Paul High School 9635 Greenleaf Ave Santa Fe Springs, CA 90670	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1239	San Gabriel Mission High School 254 S. Santa Anita St. San Gabriel, CA 91776	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1240	Verbum Dei High School 11100 S. Central Avenue Los Angeles, CA 90059-1199	SCHOOL	scholarships	NONE	50,000.00
4/25/2011	1241	St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	NONE	25,000 00
4/25/2011	1242	Santa Clara University 500 El Camino Real, Ste 200 Santa Clara, CA 95053-0015	SCHOOL	Fr. Paul scho- larship fund	NONE	25,000.00
4/25/2011	1243	Carmel Mission Foundation P. O Box 221351 Carmel, CA 93922	CHURCH	capital improvement	NONE	25,000.00
4/25/2011	1244	Dominican University 50 Acacia Avenue San Rafael, CA 94901-2298	SCHOOL	scholarships	NONE	25,000 00
4/25/2011	1245	Holy Names University 3500 Mountain Blvd Oakland, CA 94619	SCHOOL	nursing program	NONE	100,000.00
4/25/2011	1246	Mount St. Mary's College 2041 San Gabriel Avenue Long Beach, CA 90810	SCHOOL	capital improvements	NONE	100,000 00

BILL HANNON FOUNDATION
2010 FORM 990PF - GIFTS/CONTRIBUTIONS
Part I - Line 25 - Statement 5
October 1, 2010 through September 30, 2011

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELAT</u>	<u>AMOUNT</u>
4/25/2011	1247	Notre Dame de Namur University 500 El Camino Real Santa Clara, CA 95053-0015	SCHOOL	gen I program	NONE	100,000 00
4/25/2011	1248	Saint Mary's College P. O. Box 3005 Moraga, CA 94575-3005	SCHOOL	capital improvements	NONE	100,000 00
4/25/2011	1249	University of San Francisco 2130 Fulton Street San Francisco, CA 94117-1080	SCHOOL	capital improvements	NONE	100,000.00
7/25/2011	1295	Sisters of St. Joseph 701 Grace Avenue Inglewood, CA 90301	CHARITY	unrestricted	NONE	5,000 00
7/25/2011	1305	Bishop Amat High School 2900 W. Pico Blvd La Puente, CA 91746	SCHOOL	unrestricted	NONE	10,000 00
7/25/2011	1306	Bishop Conaty-Our Lady of Loretto High School 2900 W. Pico Blvd Los Angeles, CA 90006-3802	SCHOOL	scholarships	NONE	10,000 00
7/25/2011	1308	Bishop Mora Salesian High School 960 S. Soto Street Los Angeles, CA 90023-1396	SCHOOL	scholarships	NONE	10,000 00
7/25/2011	1307	Cantwell Sacred Heart of Mary High School 329 N. Garfield Avenue Montebello, CA 90640	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1309	Cathedral High School 1253 Bishops Road Los Angeles, CA 90012	SCHOOL	scholarships	NONE	10,000 00
7/25/2011	1310	Don Bosco Technical Institute 1151 San Gabriel Blvd Rosemead, CA 91770-4299	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1311	Holy Family High School 400 E. Lomita Ave Glendale, CA 91205	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1312	Junipero Serra High School 14830 S. Van Ness Avenue Gardena, CA 90249	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1313	Mary Star of the Sea High School 2500 N. Taper Avenue San Pedro, CA 90731	SCHOOL	scholarships	NONE	10,000 00

BILL HANNON FOUNDATION
2010 FORM 990PF - GIFTS/CONTRIBUTIONS
Part I - Line 25 - Statement 5
October 1, 2010 through September 30, 2011

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELAT</u>	<u>AMOUNT</u>
7/25/2011	1314	Providence High School 511 S. Buena Vista Street Burbank, CA 91505	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1315	Ramona Convent Secondary School 1701 W. Ramona Road Alhambra, CA 91803-3080	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1316	Sacred Heart High School 2111 N. Griffin Avenue Los Angeles, CA 90031	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1317	St. Anthony High School 620 Olive Avenue Long Beach, CA 90802-1546	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1318	St. Bernard High School 9100 Falmouth Avenue Playa del Rey, CA 90293	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1319	St. Genevieve High School 13967 Roscoe Boulevard Panorama City, CA 91402-4299	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1320	St. Joseph High School 5825 Woodruff Avenue Lakewood, CA 90713	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1321	St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1322	St. Matthias High School 7851 Gardendale St Downey, CA 90242	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1323	St. Paul High School 9635 Greenleaf Ave Santa Fe Springs, CA 90670	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1324	San Gabriel Mission High School 254 S. Santa Anita St. San Gabriel, CA 91776	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1325	Verbum Dei High School 11100 S. Central Avenue Los Angeles, CA 90059-1199	SCHOOL	scholarships	NONE	10,000.00
7/25/2011	1328	Catholic Big Brothers Big Sisters 1530 James M. Wood Blvd. 2d Flr Los Angeles, CA 90015-0095	PUBLIC CHARITY	unrestricted	NONE	25,000.00
7/25/2011	1331	Thomas Aquinas College	SCHOOL	scholarships	NONE	100,000.00

BILL HANNON FOUNDATION
2010 FORM 990PF - GIFTS/CONTRIBUTIONS
Part I - Line 25 - Statement 5
October 1, 2010 through September 30, 2011

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELAT</u>	<u>AMOUNT</u>
		10000 Ojai Road Santa Paula, CA 93060				
11/28/2011	1429	Return to Freedom P. O. Box 926 Lompoc, CA 93438	PUBLIC CHARITY	unrestricted	NONE	1,000.00
		TOTAL				2,643,000 00

BILL HANNON FOUNDATION
2010 Form 990PF - 31-1663038

Part X - Line 1b - Average Monthly Cash Balance

	<u>B of A 10291-05238</u>	<u>B of A 10299-69576</u>	<u>TOTAL</u>
10/1/2010	4,267.95	134,455.82	138,723.77
10/31/2010	4,267.98	133,230.01	137,497.99
11/1/2010	4,267.98	133,230.01	137,497.99
11/30/2010	4,268.02	431,077.79	435,345.81
12/1/2010	4,268.02	421,077.79	425,345.81
12/31/2010	4,268.06	106,960.12	111,228.18
1/1/2011	4,268.06	106,960.12	111,228.18
1/31/2011	4,268.09	191,389.93	195,658.02
2/1/2011	4,268.09	191,389.93	195,658.02
2/28/2011	4,084.92	105,848.83	109,933.75
3/1/2011	4,084.92	105,848.83	109,933.75
3/31/2011	4,084.92	51,708.71	55,793.63
4/1/2011	4,084.92	51,708.71	55,793.63
4/30/2011	3,065.92	1,693,935.43	1,697,001.35
5/1/2011	3,065.92	1,693,935.43	1,697,001.35
5/31/2011	3,049.92	120,230.72	123,280.64
6/1/2011	3,049.92	120,230.72	123,280.64
6/30/2011	3,033.92	83,612.14	86,646.06
7/1/2011	3,033.92	83,512.14	86,546.06
7/31/2011	3,033.92	78,927.52	81,961.44
8/1/2011	3,033.92	78,927.52	81,961.44
8/31/2011	3,033.92	81,961.44	84,995.36
9/1/2011	3,033.92	81,961.44	84,995.36
9/30/2011	3,033.92	592,277.32	595,311.24
	<u>88,221.05</u>	<u>6,874,398.42</u>	<u>6,962,619.47</u>

Divided by 24 =
290,109.14

AVERAGE MONTHLY CASH BALANCE:

BILL HANNON FOUNDATION
Form 990PF - 31-1663038
Part X - Line 1a - Average Monthly Fair Market Value of Securities
Year Ended 9/30/2011

	Merrill Lynch 7HR-02135	NWQ Merrill Lynch 7HR-02171	ARI Merrill Lynch 7HR-02157	ACI Merrill Lynch 7HR-02156	Times Square 1350156	Giovine 06274
10/1/2010	9,192,083.05	3,558,597.85	1,730,565.57	3,691,704.01	3,058,402.76	1,399,095.06
10/31/2010	9,219,881.33	3,667,753.05	1,784,958.43	3,855,969.55	3,163,371.34	1,448,311.52
11/30/2010	8,816,389.96	3,655,395.89	1,858,491.80	3,887,529.38	3,194,384.79	1,444,734.88
12/31/2010	8,788,123.47	3,979,632.96	2,023,606.60	4,142,486.00	3,349,452.01	1,479,261.38
1/31/2011	8,839,276.62	4,002,802.46	2,019,935.61	4,218,375.31	3,397,165.00	1,496,679.59
2/28/2011	8,858,841.53	4,160,878.19	2,121,602.02	4,337,409.28	3,545,075.28	1,519,431.11
3/31/2011	8,874,029.53	4,171,156.81	2,185,364.08	4,346,820.75	3,580,860.02	1,523,349.98
4/30/2011	8,693,867.13	4,020,038.35	2,252,211.56	4,192,705.11	3,428,184.33	1,569,402.79
5/31/2011	8,993,097.24	3,889,456.81	2,202,395.06	4,105,525.22	3,421,514.71	1,555,737.80
6/30/2011	9,019,240.63	3,791,169.43	2,160,101.34	4,069,967.93	3,337,032.87	1,529,077.44
7/31/2011	9,042,586.05	3,661,499.56	2,122,433.68	4,047,631.24	3,183,631.62	1,512,376.63
8/31/2011	9,010,268.92	3,474,688.20	1,948,754.18	3,793,388.03	2,963,534.18	1,404,239.82
9/30/2011	8,737,625.65	3,087,891.73	1,734,388.70	3,457,290.25	2,710,088.65	1,415,231.79
	116,085,311.11	49,120,961.29	26,144,808.63	52,146,802.06	42,332,697.56	19,296,929.79

	Canyon Balanced 00010	Silverlake JP Morgan	Canterbury 8789-4286	Credonian Westfield Lg Cap	Tradewinds Canterbury 2682-3312	TOTAL
10/1/2010	3,113,479.00	585,595.61	10,020,346.89	3,578,455.22	1,538,195.60	41,466,520.62
10/31/2010	2,621,059.00	585,595.95	10,708,177.26	3,767,166.58	1,598,533.92	42,420,777.93
11/30/2010	2,632,938.00	585,596.54	10,416,971.11	3,839,428.20	1,665,122.95	41,996,983.50
12/31/2010	2,721,529.00	647,047.15	10,974,698.40	4,069,521.57	1,781,507.53	43,956,866.07
1/31/2011	2,803,763.00	646,150.88	10,848,988.55	4,180,921.70	1,773,258.66	44,227,317.38
2/28/2011	2,834,048.00	646,151.89	11,052,594.91	4,328,484.30	1,856,601.60	45,261,118.11
3/31/2011	2,839,630.00	680,300.46	11,038,935.04	4,305,418.95	1,835,534.37	45,381,399.99
4/30/2011	2,863,225.00	680,302.27	10,705,883.34	4,392,884.47	1,887,524.70	44,686,229.05
5/31/2011	2,839,268.00	679,889.23	10,229,942.89	4,278,191.68	1,852,862.70	44,047,881.34
6/30/2011	2,769,841.00	713,517.01	10,043,808.06	4,205,242.56	1,803,392.32	43,442,390.59
7/31/2011	2,785,546.00	713,520.92	9,476,049.70	4,142,965.12	1,786,063.63	42,474,304.15
8/31/2011	2,643,188.00	740,615.16	8,647,207.25	3,751,801.92	1,724,080.92	40,101,766.58
9/30/2011	2,516,577.00	860,503.33	7,927,083.01	3,448,965.89	1,520,576.08	37,416,222.08
	35,984,091.00	8,764,786.40	132,090,686.41	52,289,448.16	22,623,254.98	556,879,777.39
						divided by 13 =
						42,836,905.95