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

**2012**

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

Open to Public Inspection

**For calendar year 2012 or tax year beginning** 10-01, 2012, and ending 09-30, 2013

|   |   |  |
|---|---|--|
| Name of foundation<br><b>BILL HANNON FOUNDATION</b>   |   | A Employer identification number<br><b>31-1663038</b>  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>11611 SAN VICENTE BLVD</b>   | Room/suite<br><b>530</b>  | B Telephone number (see instructions)<br><b>(310) 207-0303</b>   |
| City or town, state, and ZIP code<br><b>LOS ANGELES, CA 90049-6509</b>  |   | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply.   | Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/><br>Final return <input type="checkbox"/> Amended return <input type="checkbox"/><br>Address change <input type="checkbox"/> Name change <input type="checkbox"/> | D 1. Foreign organizations, check here . . . . . <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |   | E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>44,389,767</b>   | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)   | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/>   |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule)   |                                    |                           |                         |   |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .   |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments . . . . .   | 340,726                            | 340,726                   |                         |   |
| 4 Dividends and interest from securities . . . . .   | 425,518                            | 425,518                   |                         |   |
| 5a Gross rents . . . . .   |                                    |                           |                         |   |
| b Net rental income or (loss) _____  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10 . . . . .   | 2,492,410                          |                           |                         |   |
| b Gross sales price for all assets on line 6a <u>10,675,811</u>  |                                    |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2) . . . . .   |                                    | 2,492,410                 |                         |   |
| 8 Net short-term capital gain . . . . .  |                                    |                           | 177,742                 |   |
| 9 Income modifications . . . . .   |                                    |                           |                         |   |
| 10a Gross sales less returns and allowances . . . . .  |                                    |                           |                         |   |
| b Less. Cost of goods sold . . . . .   |                                    |                           |                         |   |
| c Gross profit or (loss) (attach schedule) . . . . .   |                                    |                           |                         |   |
| 11 Other income (attach schedule) . . . . . STM106   |                                    |                           |                         |   |
| 12 Total. Add lines 1 through 11 . . . . .   |                                    |                           |                         | 177,742   |
| 13 Compensation of officers, directors, trustees, etc . . . . .  |                                    |                           |                         | 161,307   |
| 14 Other employee salaries and wages . . . . .   |                                    |                           |                         | 61,627  |
| 15 Pension plans, employee benefits . . . . .  |                                    |                           |                         |   |
| 16a Legal fees (attach schedule) . . . . . STM107  |                                    |                           |                         | 9,009   |
| b Accounting fees (attach schedule) . . . . . STM108   |                                    |                           |                         | 2,005   |
| c Other professional fees (attach schedule) . . . . .  |                                    |                           |                         |   |
| 17 Interest . . . . .  |                                    |                           |                         |   |
| 18 Taxes (attach schedule) (see instructions) . . . . . STM110   | 18,471                             | 6,000                     |                         | 12,471  |
| 19 Depreciation (attach schedule) and depletion . . . . .  |                                    |                           |                         |   |
| 20 Occupancy . . . . .   | 75,654                             | 35,000                    |                         | 40,654  |
| 21 Travel, conferences, and meetings . . . . .   |                                    |                           |                         |   |
| 22 Printing and publications . . . . .   |                                    |                           |                         |   |
| 23 Other expenses (attach schedule) . . . . . STM103   | 130,877                            | 110,441                   |                         | 20,436  |
| 24 Total operating and administrative expenses.<br>Add lines 13 through 23 . . . . .   | 585,950                            | 278,441                   |                         | 307,509   |
| 25 Contributions, gifts, grants paid . . . . .   | 2,379,000                          |                           |                         | 2,379,000   |
| 26 Total expenses and disbursements. Add lines 24 and 25 . . . . .   | 2,964,950                          | 278,441                   |                         | 2,686,509   |
| 27 Subtract line 26 from line 12:  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements . . . . .  | 292,907                            |                           |                         |   |
| b Net investment income (if negative, enter -0-) . . . . .   |                                    | 2,979,416                 |                         |   |
| c Adjusted net income (if negative, enter -0-) . . . . .   |                                    |                           | 177,742                 |   |

For Paperwork Reduction Act Notice, see instructions.

P 10

**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 |
| <b>Assets</b>  |                   |                |                |                       |
| 1 Cash - non-interest-bearing  | 220,027           | 335,466        | 335,466        |                       |
| 2 Savings and temporary cash investments   | 839,417           | 1,011,969      | 1,011,969      |                       |
| 3 Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶   |                   |                |                |                       |
| 4 Pledges receivable ▶<br>Less: allowance for doubtful accounts ▶  |                   |                |                |                       |
| 5 Grants receivable  |                   |                |                |                       |
| 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)              |                   |                |                |                       |
| 7 Other notes and loans receivable (attach schedule) ▶<br>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)  | 7,479,044         | 2,064,285      | 1,961,221      |                       |
| b Investments - corporate stock (attach schedule) . . . . . STM137   | 22,757,055        | 25,122,954     | 36,080,312     |                       |
| c Investments - corporate bonds (attach schedule) . . . . . STM138   |                   | 3,053,776      | 5,000,799      |                       |
| 11 Investments - land, buildings, and equipment basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                          |                   |                |                |                       |
| 12 Investments - mortgage loans  |                   |                |                |                       |
| 13 Investments - other (attach schedule)   |                   |                |                |                       |
| 14 Land, buildings, and equipment basis ▶<br>Less: accumulated depreciation (attach schedule) ▶  |                   |                |                |                       |
| 15 Other assets (describe ▶)   |                   |                |                |                       |
| 16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)  | 31,295,543        | 31,588,450     | 44,389,767     |                       |
| <b>Liabilities</b>   |                   |                |                |                       |
| 17 Accounts payable and accrued expenses   |                   |                |                |                       |
| 18 Grants payable  |                   |                |                |                       |
| 19 Deferred revenue  |                   |                |                |                       |
| 20 Loans from officers, directors, trustees, and other disqualified persons  |                   |                |                |                       |
| 21 Mortgages and other notes payable (attach schedule)   |                   |                |                |                       |
| 22 Other liabilities (describe ▶)  |                   |                |                |                       |
| 23 Total liabilities (add lines 17 through 22)   | 0                 | 0              |                |                       |
| <b>Net Assets or Fund Balances</b>   |                   |                |                |                       |
| Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> |                   |                |                |                       |
| 24 Unrestricted  | 31,295,543        | 31,588,450     |                |                       |
| 25 Temporarily restricted  |                   |                |                |                       |
| 26 Permanently restricted  |                   |                |                |                       |
| Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>                         |                   |                |                |                       |
| 27 Capital stock, trust principal, or current funds  |                   |                |                |                       |
| 28 Paid-in or capital surplus, or land, bldg, and equipment fund   |                   |                |                |                       |
| 29 Retained earnings, accumulated income, endowment, or other funds  |                   |                |                |                       |
| 30 Total net assets or fund balances (see instructions)  | 31,295,543        | 31,588,450     |                |                       |
| 31 Total liabilities and net assets/fund balances (see instructions)   | 31,295,543        | 31,588,450     |                |                       |

**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 | 31,295,543 |
| 2 Enter amount from Part I, line 27a   | 2 | 292,907    |
| 3 Other increases not included in line 2 (itemize) ▶   | 3 |            |
| 4 Add lines 1, 2, and 3  | 4 | 31,588,450 |
| 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 | 31,588,450 |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)  |  |   |  | (b) How acquired<br>P-Purchase<br>D-Donation | (c) Date acquired<br>(yr, mo, day) | (d) Date sold<br>(yr, mo, day) |
|---|--|---|--|--|------------------------------------|--------------------------------|
| <b>1a SECURITIES</b>  |  |   |  | P  | 2009-10-01                         | 2013-04-01                     |
| b   |  |   |  |  |                                    |                                |
| c   |  |   |  |  |                                    |                                |
| d   |  |   |  |  |                                    |                                |
| e   |  |   |  |  |                                    |                                |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)   |  |                                    |                                |
| a 10,675,811  |  | 8,005,659                                       | 2,670,152  |  |                                    |                                |
| b   |  |   |  |  |                                    |                                |
| c   |  |   |  |  |                                    |                                |
| d   |  |   |  |  |                                    |                                |
| e   |  |   |  |  |                                    |                                |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69   |  |   |  |  |                                    |                                |
| (i) FMV as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |  |                                    |                                |
| a   |  |   | 2,670,152  |  |                                    |                                |
| b   |  |   |  |  |                                    |                                |
| c   |  |   |  |  |                                    |                                |
| d   |  |   |  |  |                                    |                                |
| e   |  |   |  |  |                                    |                                |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }   |  |   |  | 2  | 2,492,410                          |                                |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 . . . . . } |  |   |  | 3  | 177,742                            |                                |

**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<br>Calendar year (or tax year beginning in)   | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|---|---------------------------------------|---|--|
| 2011  | 2,374,000                             | 44,317,600                                | 0.053568   |
| 2010  | 3,053,286                             | 39,725,610                                | 0.076859   |
| 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   |
| 2 Total of line 1, column (d)   |                                       |   | 0.334967   |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years                                       |                                       |   | 0.066993   |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5  |                                       |   | 41,546,882   |
| 5 Multiply line 4 by line 3   |                                       |   | 2,783,350  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)  |                                       |   | 29,794   |
| 7 Add lines 5 and 6   |                                       |   | 2,813,144  |
| 8 Enter qualifying distributions from Part XII, line 4<br>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<br>Part VI instructions. |                                       |   | 2,686,509  |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 38,024.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political influence, tax on political expenditures, and state reporting requirements.

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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of ELAINE EWEN Telephone no. 310-207-0303
Located at 11611 SAN VICENTE BLVD LOS ANGELES, CA ZIP+4 90049-6509
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
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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)? Yes No X
(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) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b
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 2012? 4b X

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

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

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

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)

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

**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 |
|--|---|---|---|---------------------------------------|
| ELAINE EWEN<br>11611 SAN VICENTE BLVD, CA 90049-6509 | PRESIDENT<br>40   | 189,307                                   | 0   | 0                                     |
| JACK S GOERTZEN                                      | DIRECTOR<br>2   | 20,000                                    | 0   | 0                                     |
| CHARLENE LARANETA                                    | DIRECTOR<br>2   | 20,000                                    | 0   | 0                                     |
| A N MOSICH   | TREASURER<br>5  | 32,000                                    | 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   | EXECUTIVE ASSIS<br>30                                     | 81,627           | 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 |
|---|---------------------|------------------|
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

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

**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 |
|---|----------|
| <b>1 NOT APPLICABLE</b>   | 0        |
| <b>2</b>  |          |
| <b>3</b>  |          |
| <b>4</b>  |          |

**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 |
|--|--------|
| <b>1 NOT APPLICABLE</b>  | 0      |
| <b>2</b>   |        |
| All other program-related investments See instructions   |        |
| <b>3</b>   |        |
| <b>Total.</b> Add lines 1 through 3 . . . . . ▶  |        |

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

|          |   |           |            |
|----------|---|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |            |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 41,886,676 |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | 292,900    |
| <b>c</b> | Fair market value of all other assets (see instructions)  | <b>1c</b> | 0          |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 42,179,576 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | 0          |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 42,179,576 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 632,694    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 41,546,882 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 2,077,344  |

**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.)

|           |   |           |           |
|-----------|---|-----------|-----------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 2,077,344 |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5  | <b>2a</b> | 59,588    |
| <b>b</b>  | Income tax for 2012 (This does not include the tax from Part VI.)   | <b>2b</b> |           |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 59,588    |
| <b>3</b>  | <b>Distributable amount before adjustments.</b> Subtract line 2c from line 1                              | <b>3</b>  | 2,017,756 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  |           |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 2,017,756 |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  |           |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 2,017,756 |

**Part XII** Qualifying Distributions (see instructions)

|          |  |           |           |
|----------|--|-----------|-----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:   |           |           |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26  | <b>1a</b> | 2,686,509 |
| <b>b</b> | Program-related investments - total from Part IX-B   | <b>1b</b> |           |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | <b>2</b>  |           |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:   |           |           |
| <b>a</b> | Suitability test (prior IRS approval required)   | <b>3a</b> |           |
| <b>b</b> | Cash distribution test (attach the required schedule)  | <b>3b</b> |           |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 2,686,509 |
| <b>5</b> | 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) | <b>5</b>  |           |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4  | <b>6</b>  | 2,686,509 |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .   |               |                            |             | 2,017,756   |
| <b>2</b> Undistributed income, if any, as of the end of 2012:   |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only . . . . .   |               |                            |             |             |
| <b>b</b> Total for prior years: _____   |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:   |               |                            |             |             |
| <b>a</b> From 2007 . . . . .  | 2,503,970     |                            |             |             |
| <b>b</b> From 2008 . . . . .  | 20,256        |                            |             |             |
| <b>c</b> From 2009 . . . . .  |               |                            |             |             |
| <b>d</b> From 2010 . . . . .  | 3,067,816     |                            |             |             |
| <b>e</b> From 2011 . . . . .  | 662,821       |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .  | 6,254,863     |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,686,509  |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a . . . . .   |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .  |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .  |               |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount . . . . .   |               |                            |             | 2,017,756   |
| <b>e</b> Remaining amount distributed out of corpus . . . . .   | 668,753       |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)  |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .   | 6,923,616     |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .  |               |                            |             |             |
| <b>c</b> 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 . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .  |               |                            |             |             |
| <b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .  |               |                            |             |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .  |               |                            |             | 0           |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .  | 2,503,970     |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .  | 4,419,646     |                            |             |             |
| <b>10</b> Analysis of line 9:   |               |                            |             |             |
| <b>a</b> Excess from 2008 . . . . .   | 20,256        |                            |             |             |
| <b>b</b> Excess from 2009 . . . . .   |               |                            |             |             |
| <b>c</b> Excess from 2010 . . . . .   | 3,067,816     |                            |             |             |
| <b>d</b> Excess from 2011 . . . . .   | 662,821       |                            |             |             |
| <b>e</b> Excess from 2012 . . . . .   | 668,753       |                            |             |             |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) *N/A*

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)  4942(j)(3) or  4942(j)(5)

|  | Tax year |          | Prior 3 years |          | (e) Total |
|--|----------|----------|---------------|----------|-----------|
|  | (a) 2012 | (b) 2011 | (c) 2010      | (d) 2009 |           |
| <b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                      |          |          |               |          |           |
| <b>b</b> 85% of line 2a . . . . .  |          |          |               |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .   |          |          |               |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .   |          |          |               |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .                                    |          |          |               |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:  |          |          |               |          |           |
| <b>a</b> "Assets" alternative test - enter:  |          |          |               |          |           |
| <b>(1)</b> Value of all assets . . . . .   |          |          |               |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .   |          |          |               |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                              |          |          |               |          |           |
| <b>c</b> "Support" alternative test - enter:   |          |          |               |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |          |          |               |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |          |          |               |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .   |          |          |               |          |           |
| <b>(4)</b> Gross investment income . . . . .   |          |          |               |          |           |

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

**1 Information Regarding Foundation Managers:**

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

**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.

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

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

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

| Recipient                                     | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|---|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)           |   |                                |                                  |           |
| a Paid during the year<br><b>SEE SCHEDULE</b> | NONE  |                                |                                  | 2,379,000 |
| <b>Total</b> ..... ▶ 3a                       |   |                                |                                  | 2,379,000 |
| b Approved for future payment                 |   |                                |                                  |           |
| <b>Total</b> ..... ▶ 3b                       |   |                                |                                  | — 0 —     |



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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Paid Preparer Use Only Pnn/Type preparer's name CHARLES BECKMAN, Preparer's signature, Date 02-05-2014, Check self-employed, PTIN P01450023, Firm's name CHARLES BECKMAN CPA, Firm's address 12100 WILSHIRE BLVD # 800 Los Angeles CA 90025, Firm's EIN, Phone no 310-806-9520.

## Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

FEIN

BILL HANNON FOUNDATION

31-1663038

FORM 990PF, PART II, LINE 10(A) STATEMENT #136  
INVESTMENTS: STATE AND LOCAL GOVERNMENT OBLIGATION SCHEDULE

| <u>CATEGORY</u>             | <u>BOOK VALUE (BOY)</u> | <u>BOOK VALUE (EOY)</u> | <u>FMV (EOY)</u> |
|-----------------------------|-------------------------|-------------------------|------------------|
| BONDS MERRILL LYNCH AC 2135 | 7,479,044               | 2,064,285               | 1,961,221        |
| <b>TOTALS</b>               | <u>7,479,044</u>        | <u>2,064,285</u>        | <u>1,961,221</u> |

STM137

FORM 990PF, PART II, LINE 10(B)  
INVESTMENTS: CORPORATE STOCK SCHEDULE

PG 01  
STATEMENT #137

| <u>CATEGORY</u>              | <u>BOY</u>        | <u>BOOK VALUE</u> | <u>EOY FMV</u>    |
|------------------------------|-------------------|-------------------|-------------------|
| GIOVINE                      | 940,000           |                   |                   |
| MERRILL LYNCH AC 2157        | 1,466,170         | 1,848,431         | 2,400,011         |
| MERRILL LYNCH AC 2156        | 4,233,816         | 4,091,905         | 4,393,799         |
| TIMES SQUARE MIDCAP FUND     | 1,607,833         | 1,777,645         | 4,237,916         |
| CANYON FUND                  | 773,445           | 523,445           | 3,397,125         |
| JP MORGAN SILVERLAKE         | 334,082           | 259,181           | 552,955           |
| CANTERBURY - FIDELITY AC 707 | 5,718,615         | 6,896,255         | 7,927,023         |
| CREDERIAN - WESTFIELD        | 3,177,961         | 2,724,779         | 4,581,100         |
| CHARLES SCHWAB AC 4097       | 1,356,761         | 1,486,575         | 1,915,117         |
| DIAMOND HILL                 | 3,148,372         | 3,214,752         | 4,314,564         |
| CHARLES SCHWAB AC 1187       |                   | 1,251,375         | 1,312,318         |
| CRESCENT CAPITAL             |                   | 1,048,611         | 1,048,384         |
| <b>TOTALS</b>                | <u>22,757,055</u> | <u>25,122,954</u> | <u>36,080,312</u> |

STM138

FORM 990PF, PART II, LINE 10(C)  
INVESTMENTS: CORPORATE BOND SCHEDULE

PG 01  
STATEMENT #138

| <u>CATEGORY</u>             | <u>BOY</u> | <u>BOOK VALUE</u> | <u>EOY FMV</u>   |
|-----------------------------|------------|-------------------|------------------|
| BONDS MERRILL LYNCH AC 2135 |            | 3,053,776         | 5,000,799        |
| <b>TOTALS</b>               |            | <u>3,053,776</u>  | <u>5,000,799</u> |

# Federal Supporting Statements

2012 PG 01

Your Social Security Number  
31-1663038

Name(s) as shown on return

BILL HANNON FOUNDATION

## FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103

| DESCRIPTION                | REVENUE<br>AND EXPENSES | NET<br>INVESTMENT | ADJUSTED<br>NET INCOME | CHARITABLE<br>PURPOSE |
|----------------------------|-------------------------|-------------------|------------------------|-----------------------|
| BANK FEES                  | 1,181                   | 1,181             | 0                      | 0                     |
| INSURANCE                  | 29,349                  | 15,009            | 0                      | 14,340                |
| INVESTMENT MANAGEMENT FEES | 91,251                  | 91,251            | 0                      | 0                     |
| LICENSES                   | 360                     | 0                 | 0                      | 360                   |
| OFFICE                     | 5,683                   | 2,000             | 0                      | 3,683                 |
| TELEPHONE                  | 3,053                   | 1,000             | 0                      | 2,053                 |
| <b>TOTALS</b>              | <u>130,877</u>          | <u>110,441</u>    | <u>0</u>               | <u>20,436</u>         |

PG 01  
STATEMENT #106

## FORM 990PF, PART I, LINE 11 - OTHER INCOME SCHEDULE

| DESCRIPTION     | REVENUE<br>AND EXPENSES | NET<br>INVESTMENT | ADJUSTED<br>NET INCOME |
|-----------------|-------------------------|-------------------|------------------------|
| PARTNERSHIP K-1 | (797)                   | (797)             | 0                      |
| <b>TOTALS</b>   | <u>(797)</u>            | <u>(797)</u>      | <u>0</u>               |

# Federal Supporting Statements

2012 PG 01

Your Social Security Number  
31-1663038

Name(s) as shown on return

**BILL HANNON FOUNDATION**

STATEMENT #107

## FORM 990PF, PART I, LINE 16(A) - LEGAL FEES SCHEDULE

| DESCRIPTION   | REVENUE<br>AND EXPENSES | NET<br>INVESTMENT | ADJUSTED<br>NET INCOME | CHARITABLE<br>PURPOSE |
|---------------|-------------------------|-------------------|------------------------|-----------------------|
| LEGAL         | 9,009                   | 0                 | 0                      | 9,009                 |
| <b>TOTALS</b> | <u>9,009</u>            | <u>0</u>          | <u>0</u>               | <u>9,009</u>          |

PG 01

STATEMENT #108

## FORM 990PF, PART I, LINE 16(B) - ACCOUNTING FEES SCHEDULE

| DESCRIPTION   | REVENUE<br>AND EXPENSES | NET<br>INVESTMENT | ADJUSTED<br>NET INCOME | CHARITABLE<br>PURPOSE |
|---------------|-------------------------|-------------------|------------------------|-----------------------|
| CPA           | 9,005                   | 7,000             | 0                      | 2,005                 |
| <b>TOTALS</b> | <u>9,005</u>            | <u>7,000</u>      | <u>0</u>               | <u>2,005</u>          |

# Federal Supporting Statements

**2012** PG 01

Your Social Security Number  
**31-1663038**

Name(s) as shown on return

**BILL HANNON FOUNDATION**

STATEMENT #110

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

| DESCRIPTION   | REVENUE<br>AND EXPENSES | NET<br>INVESTMENT   | ADJUSTED<br>NET INCOME | CHARITABLE<br>PURPOSE |
|---------------|-------------------------|---------------------|------------------------|-----------------------|
| PAYROLL TAXES | 18,461                  | 6,000               | 0                      | 12,461                |
| CALIFORNIA    | <u>10</u>               | <u>0</u>            | <u>0</u>               | <u>10</u>             |
| <b>TOTALS</b> | <u><u>18,471</u></u>    | <u><u>6,000</u></u> | <u><u>0</u></u>        | <u><u>12,471</u></u>  |

## Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

**2013**

|   |            |        |
|---|------------|--------|
| <b>1</b> Unrelated business taxable income expected in the tax year . . . . .   | <b>1</b>   |        |
| <b>2</b> Tax on the amount on line 1. See instructions for tax computation . . . . .  | <b>2</b>   |        |
| <b>3</b> Alternative minimum tax (see instructions) . . . . .   | <b>3</b>   |        |
| <b>4</b> Total. Add lines 2 and 3 . . . . .   | <b>4</b>   |        |
| <b>5</b> Estimated tax credits (see instructions) . . . . .   | <b>5</b>   |        |
| <b>6</b> Balance Subtract line 5 from line 4 . . . . .  | <b>6</b>   |        |
| <b>7</b> Other taxes (see instructions) . . . . .   | <b>7</b>   |        |
| <b>8</b> Total. Add lines 6 and 7 . . . . .   | <b>8</b>   |        |
| <b>9</b> Credit for federal tax paid on fuels (see instructions) . . . . .  | <b>9</b>   |        |
| <b>10a</b> Subtract line 9 from line 8. <b>Note.</b> If less than \$500, the organization is not required to make estimated tax payments Private foundations, see instructions . . . . .                        | <b>10a</b> | 59,588 |
| <b>b</b> Enter the tax shown on the 2012 return (see instructions) <b>Caution.</b> If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c . . . . . | <b>10b</b> | 59,588 |
| <b>c</b> <b>2013 Estimated Tax.</b> Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c . . . . .                           | <b>10c</b> | 59,588 |

|   |           | (a)        | (b)        | (c)        | (d)        |
|---|-----------|------------|------------|------------|------------|
| <b>11</b> <b>Installment due dates</b> (see instructions) . . . . .   | <b>11</b> | 02-18-2014 | 03-17-2014 | 06-16-2014 | 09-15-2014 |
| <b>12</b> <b>Required installments.</b> Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions) . . . . . | <b>12</b> | 14,897     | 14,897     | 14,897     | 14,897     |
| <b>13</b> <b>2012 Overpayment</b> (see instructions) . . . . .  | <b>13</b> |            |            |            |            |
| <b>14</b> <b>Payment due.</b> (Subtract line 13 from line 12.) . . . . .  | <b>14</b> | 14,897     | 14,897     | 14,897     | 14,897     |

**BILL HANNON FOUNDATION**  
**2012 FORM 990PF - GIFTS/CONTRIBUTIONS**  
**Part I - Line 25 - Statement 5**  
**October 1, 2012 through September 30, 2013**

| <u>DATE</u> | <u>CHECK NO.</u> | <u>NAME OR ORGANIZATION</u>   | <u>RECIPIENT STATUS</u> | <u>PURPOSE OF GRANT</u> | <u>RECIPIENT RELATIONSHIP</u> | <u>AMOUNT</u> |
|-------------|------------------|---|-------------------------|-------------------------|-------------------------------|---------------|
| 10/12/2012  | 1684             | Medic Alert Foundation<br>2323 Colorado Avenue<br>Turlock, CA 95382                         | PUBLIC CHARITY          | unrestricted            | NONE                          | 500.00        |
| 10/15/2012  | 1663             | Westchester German Shepherd Rescue<br>1845 Pontius Avenue<br>Los Angeles, CA 90015          | PUBLIC CHARITY          | unrestricted            | NONE                          | 1,000.00      |
| 10/15/2012  | 1665             | Lamda Omicron Chapter<br>P O Box 43418<br>Los Angeles, CA 90043                             | PUBLIC CHARITY          | unrestricted            | NONE                          | 1,500.00      |
| 10/15/2012  | 1666             | University of Southern California<br>3715 McClintock Ave #220<br>Los Angeles, CA 90089-0191 | SCHOOL                  | unrestricted            | NONE                          | 2,000.00      |
| 10/15/2012  | 1667             | USC Leventhal Center<br>University of Southern California<br>Los Angeles, CA 90089          | SCHOOL                  | unrestricted            | none                          | 12,500.00     |
| 10/15/2012  | 1668             | Chaminade Middle School<br>19800 Devonshire St<br>Chatsworth, CA 91311                      | SCHOOL                  | unrestricted            | NONE                          | 1,000.00      |
| 10/15/2012  | 1669             | Children's Bum Foundation<br>5000 Van Nuys Blvd , Ste 300<br>Sherman Oaks, CA 91403-1784    | PUBLIC CHARITY          | unrestricted            | NONE                          | 1,000.00      |
| 10/15/2012  | 1670             | Foundation for the Junior Blind<br>5300 Angeles Vista Blvd<br>Los Angeles, CA 90043         | PUBLIC CHARITY          | unrestricted            | NONE                          | 3,000.00      |
| 10/15/2012  | 1671             | Assumption of Mary Church<br>901 Lincoln Avenue   | PUBLIC CHARITY          | unrestricted            | NONE                          | 7,500.00      |

**BILL HANNON FOUNDATION**  
**2012 FORM 990PF - GIFTS/CONTRIBUTIONS**  
**Part I - Line 25 - Statement 5**  
**October 1, 2012 through September 30, 2013**

| <u>DATE</u> | <u>CHECK NO.</u> | <u>NAME OR ORGANIZATION</u>  | <u>RECIPIENT STATUS</u> | <u>PURPOSE OF GRANT</u> | <u>RECIPIENT RELATIONSHIP</u> | <u>AMOUNT</u> |
|-------------|------------------|--|-------------------------|-------------------------|-------------------------------|---------------|
| 10/15/2012  | 1672             | St. Mary's Academy<br>701 Grace Avenue<br>Inglewood, CA 90301  | SCHOOL                  | unrestricted            | NONE                          | 30,000.00     |
| 10/15/2012  | 1676             | Sisters of St. Joseph<br>701 Grace Avenue<br>Inglewood, CA 90301   | PUBLIC CHARITY          | unrestricted            | NONE                          | 5,000.00      |
| 10/17/2012  | 1685             | St. Mary's Academy<br>701 Grace Avenue<br>Inglewood, CA 90301  | SCHOOL                  | unrestricted            | NONE                          | 19,000.00     |
| 10/17/2012  | 1686             | St. Bernard's High School<br>9100 Falmouth Avenue<br>Playa del Rey, CA 90293                                 | SCHOOL                  | unrestricted            | NONE                          | 1,000.00      |
| 10/17/2012  | 1687             | San Diego Wheelchair Athletic Association<br>c/o Albert Moscona, 4636 Brighton Avenue<br>San Diego, CA 92107 | PUBLIC CHARITY          | unrestricted            | NONE                          | 10,000.00     |
| 10/17/2012  | 1688             | St. Paul's the Apostle School Foundation<br>P. O. Box 492515<br>Los Angeles, CA 90049                        | SCHOOL                  | unrestricted            | none                          | 5,000.00      |
| 10/17/2012  | 1689             | St. Paul's the Apostle School Foundation<br>P. O. Box 492515<br>Los Angeles, CA 90049                        | SCHOOL                  | unrestricted            | none                          | 10,000.00     |
| 10/17/2012  | 1690             | St. Paul's the Apostle School Foundation<br>P. O. Box 492515<br>Los Angeles, CA 90049                        | SCHOOL                  | unrestricted            | none                          | 5,000.00      |
| 10/17/2012  | 1698             | Community Hospital Foundation<br>Development Office  | PUBLIC CHARITY          | unrestricted            | NONE                          | 10,000.00     |

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|             |                  | P. O. Box HH<br>Monterey, CA 93942-9969                                       |                         |                         |                            |               |
| 10/17/2012  | 1699             | Carmel Public Library Foundation<br>P. O. Box 2042<br>Carmel, CA 93921        | PUBLIC CHARITY          | unrestricted            | NONE                       | 2,500.00      |
| 10/17/2012  | 1700             | UCSC Foundation - Dickens Project<br>1156 High Street<br>Santa Cruz, CA 95064 | PUBLIC CHARITY          | unrestricted            | NONE                       | 2,000.00      |
| 10/17/2012  | 1701             | Animal Friends Rescue Project<br>P. O. Box 51083<br>Pacific Grove, CA 93950   | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,000.00      |
| 10/17/2012  | 1702             | SPCA of Monterey County<br>P. O. Box 3058<br>Monterey, CA 93942               | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,000.00      |
| 10/17/2012  | 1703             | Monterey Bay Aquarium<br>886 Cannery Row<br>Monterey, CA 93940                | PUBLIC CHARITY          | unrestricted            | NONE                       | 2,500.00      |
| 10/17/2012  | 1704             | Monterey County Food Bank<br>815 W. Market St. #5<br>Salinas, CA 93901        | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,000.00      |
| 10/17/2012  | 1705             | KQED<br>2601 Mariposa Street<br>San Francisco, CA 94110-1426                  | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,500.00      |
| 10/17/2012  | 1706             | Community Partnership for Youth<br>P. O. Box 42<br>Del Rey Oaks, CA 93940     | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,000.00      |
| 10/17/2012  | 1707             | Big Sur Land Trust  | PUBLIC                  | unrestricted            | NONE                       | 1,000.00      |

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|             |                  | P O Box 221864<br>Carmel, CA 93922  | CHARITY                 |                         |                            |               |
| 10/17/2012  | 1708             | Salvation Army<br>p o Box 1884<br>Monterey, CA 93442-1884   | PUBLIC CHARITY          | unrestricted            | none                       | 1,000.00      |
| 10/17/2012  | 1709             | Little Sisters of the Poor<br>4291 Richmond Road<br>Warrensille Hts., OH 44122-6199   | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,000.00      |
| 10/17/2012  | 1710             | Monterey Peninsula College Foundation<br>980 Fremont Street<br>Monterey, CA 93940   | SCHOOL                  | unrestricted            | NONE                       | 1,000.00      |
| 10/17/2012  | 1711             | American Fund for Charities (Safe Haven)<br>c/o Chapel & York Limited<br>1000 N West St., Ste 1200<br>Wilmington, DE 19801  | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,000.00      |
| 10/17/2012  | 1712             | Return to Freedom<br>P O Box 926<br>Lompoc, CA 93438  | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,000.00      |
| 10/17/2012  | 1713             | USC Committee<br>P O Box 80354<br>Los Angeles, CA 90080-9987  | SCHOOL                  | unrestricted            | NONE                       | 5,000.00      |
| 10/17/2012  | 1714             | USC Committee<br>P O Box 80354<br>Los Angeles, CA 90080-9987  | SCHOOL                  | unrestricted            | NONE                       | 5,000.00      |
| 10/19/2012  | 1717             | US Friends of David Shieldrick Wildlife Trust<br>201 North Illinois St<br>16th Floor -South Tower<br>Indianapolis, IN 46204 | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,500.00      |

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| 10/15/2012  | 1672 St. Mary's Academy<br>701 Grace Avenue<br>Inglewood, CA 90301                        | SCHOOL                  | unrestricted            | NONE                       | 50,000.00     |
| 12/10/2012  | 1737 Puente Learning Center<br>501 S. Boyle Ave<br>Los Angeles, CA 90033                  | PUBLIC                  | unrestricted            | NONE                       | 25,000.00     |
| 12/10/2012  | 1736 The Cardinal's Awards Dinner<br>3424 Wilshire Blvd, 5th Flr<br>Los Angeles, CA 90010 | PUBLIC CHARITY          | unrestricted            | NONE                       | 15,000.00     |
| 1/7/2013    | 1755 Huntington Library<br>1151 Oxford Road<br>San Marino, CA 91108                       | PUBLIC CHARITY          | Fr. Serra exhibition    | NONE                       | 10,000.00     |
| 1/28/2013   | 1764 Sisters of St Joseph<br>701 Grace Avenue<br>Inglewood, CA 90301                      | public charity          | unrestricted            | none                       | 5,000.00      |
| 1/28/2013   | 1778 Dolores Mission Catholic Church<br>171 S. Gless St<br>Los Angeles, CA 90033          | PUBLIC CHARITY          | scholarships            | NONE                       | 25,000.00     |
| 2/11/2013   | 1792 Mount St. Mary's College<br>10 Chester Place<br>Los Angeles, CA 90007                | SCHOOL                  | Student Success Program | NONE                       | 100,000.00    |
| 4/10/2013   | 1003 Proyecto Pastoral<br>135 North Mission Road<br>Los Angeles, CA 90033                 | public charity          | unrestricted            | none                       | 25,000.00     |
| 4/15/2013   | 1009 Sisters of St. Joseph<br>701 Grace Avenue<br>Inglewood, CA 90301                     | public charity          | unrestricted            | none                       | 5,000.00      |

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| 4/23/2013   | 1022             | Dominican University of California<br>50 Acacia Avenue<br>San Rafael, CA 94901-2287 | SCHOOL                  | scholarships            | none                       | 75,000.00     |
| 4/23/2013   | 1023             | Dominican University of California<br>50 Acacia Avenue<br>San Rafael, CA 94901-2287 | SCHOOL                  | scholarships            | none                       | 37,500.00     |
| 4/23/2013   | 1024             | Holy Names University<br>3500 Mountain Blvd<br>Oakland, CA 94619                    | SCHOOL                  | scholarships            | none                       | 75,000.00     |
| 4/23/2013   | 1026             | Mount St Mary's College<br>12001 Chalon Road<br>Los Angeles, CA 90049-1599          | SCHOOL                  | scholarships            | none                       | 75,000.00     |
| 4/23/2013   | 1027             | Notre Dame De Namur University<br>1500 Ralston Avenue<br>Belmont, CA 94002-1997     | SCHOOL                  | scholarships            | none                       | 75,000.00     |
| 4/23/2013   | 1028             | St. Mary's College of California<br>P. O. Box 3005<br>Moraga, CA 94575-3005         | SCHOOL                  | scholarships            | none                       | 75,000.00     |
| 4/23/2013   | 1029             | Thomas Aquinas College<br>10000 Ojai Road<br>Santa Paula, CA 93060                  | SCHOOL                  | scholarships            | none                       | 75,000.00     |
| 4/23/2013   | 1030             | University of San Francisco<br>2130 Fulton Street<br>San Francisco, CA 94117-1080   | SCHOOL                  | scholarships            | none                       | 75,000.00     |
| 4/23/2013   | 1031             | University of San Diego<br>5998 Alcalá Park<br>San Diego, CA 92110-2492             | SCHOOL                  | scholarships            | none                       | 75,000.00     |

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|-------------|--|-------------------------|-------------------------|-------------------------------|---------------|
| 4/23/2013   | 1032 Bishop Amat High School<br>2900 W. Pico Blvd<br>La Puente, CA 91746                             | SCHOOL                  | scholarships            | none                          | 50,000.00     |
| 4/23/2013   | 1033 Bishop Conaty-Our Lady of Loretto High School<br>2900 W Pico Blvd<br>Los Angeles, CA 90006-3802 | SCHOOL                  | scholarships            | NONE                          | 50,000.00     |
| 4/23/2013   | 1034 Bishop Mora Salesian High School<br>960 S Soto Street<br>Los Angeles, CA 90023-1396             | SCHOOL                  | scholarships            | NONE                          | 50,000.00     |
| 4/23/2013   | 1035 Cantwell Sacred Heart of Mary High School<br>329 N Garfield Avenue<br>Montebello, CA 90640      | SCHOOL                  | scholarships            | NONE                          | 50,000.00     |
| 4/23/2013   | 1036 Cathedral High School<br>1253 Bishops Road<br>Los Angeles, CA 90012                             | SCHOOL                  | scholarships            | NONE                          | 50,000.00     |
| 4/23/2013   | 1037 Don Bosco Technical Institute<br>1151 San Gabriel Blvd<br>Rosemead, CA 91770-4299               | SCHOOL                  | scholarships            | NONE                          | 50,000.00     |
| 4/23/2013   | 1038 Holy Family High School<br>400 E. Lomita Ave<br>Glendale, CA 91205                              | SCHOOL                  | scholarships            | NONE                          | 50,000.00     |
| 4/23/2013   | 1039 Junipero Serra High School<br>14830 S Van Ness Avenue<br>Gardena, CA 90249                      | SCHOOL                  | scholarships            | NONE                          | 50,000.00     |
| 4/23/2013   | 1040 Mary Star of the Sea High School<br>2500 N Taper Avenue<br>San Pedro, CA 90731                  | SCHOOL                  | scholarships            | NONE                          | 50,000.00     |

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| 4/23/2013   | 1041 Pomona Catholic High School<br>533 W. Holt Ave<br>Pomona, CA 91768-3606             | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1042 Providence High School<br>511 South Buena Vista St.<br>Burbank, CA 91505            | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1043 Ramona Convent Secondary School<br>1701 W. Ramona Road<br>Alhambra, CA 91803-3080   | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1044 Sacred Heart High School<br>2111 N. Griffin Avenue<br>Los Angeles, CA 90031         | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1045 St. Anthony High School<br>620 Olive Avenue<br>Long Beach, CA 90802-1546            | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1046 St. Bernard High School<br>9100 Falmouth Avenue<br>Playa del Rey, CA 90293          | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1047 St. Genevieve High School<br>13967 Roscoe Boulevard<br>Panorama City, CA 91402-4299 | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1048 St. John Bosco High School<br>13640 Bellflower Blvd<br>Bellflower, CA 90706         | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1049 St. Joseph High School<br>5825 Woodruff Avenue<br>Lakewood, CA 90713                | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |

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| 4/23/2013   | 1050             | St. Mary's Academy<br>701 Grace Avenue<br>Inglewood, CA 90301                      | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1051             | St. Paul High School<br>9635 Greenleaf Ave<br>Santa Fe Springs, CA 90670           | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1052             | St Pius X-St. Matthias High School<br>7851 Gardendale St<br>Downey, CA 90242       | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1053             | San Gabriel Mission High School<br>254 S. Santa Anita St.<br>San Gabriel, CA 91776 | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/23/2013   | 1054             | Verbum Dei High School<br>11100 S Central Avenue<br>Los Angeles, CA 90059-1199     | SCHOOL                  | scholarships            | NONE                       | 50,000.00     |
| 4/25/2013   | 1061             | Loyola Marymount University<br>One LMU Drive, Suite 4844<br>Los Angeles, CA 90045  | SCHOOL                  | scholarships            | NONE                       | 75,000.00     |
| 4/29/2013   | 1062             | Santa Clara University<br>500 El Camino Real<br>Santa Clara, CA 95053-0015         | SCHOOL                  | scholarships            | NONE                       | 75,000.00     |
| 6/11/2013   | 1094             | St. Mary's Academy<br>701 Grace Avenue<br>Inglewood, CA 90301                      | SCHOOL                  | administrative cost     | NONE                       | 20,000.00     |
| 7/24/2013   | 1110             | One for All<br>1127 E. 67th Street<br>Inglewood, CA 90302                          | PUBLIC CHARITY          | unrestricted            | NONE                       | 1,500.00      |

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| 7/24/2013   | 1115             | Sisters of St. Joseph of Carondelet<br>701 Grace Avenue<br>Inglewood, CA 90301 | PUBLIC CHARITY          | unrestricted            | NONE                          | 5,000.00      |
|             |                  | TOTAL  |                         |                         |                               | 2,379,000.00  |