



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2013

Department of the Treasury
Internal Revenue Service

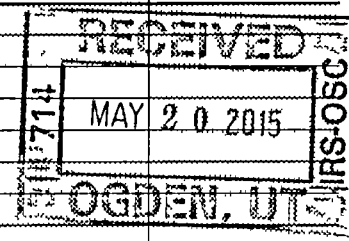
▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning **10-01**, 2013, and ending **09-30**, 2014

Name of foundation BILL HANNON FOUNDATION		A Employer identification number 31-1663038
Number and street (or P.O. box number if mail is not delivered to street address) 11611 SAN VICENTE BLVD	Room/suite 530	B Telephone number (see instructions) (310) 207-0303
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90049-6509		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"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1. Foreign organizations, check here <input type="checkbox"/> 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 <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) ▶ \$ 45,820,032	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	721,207	721,207		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,887,858			
b Gross sales price for all assets on line 6a 14,760,232				
7 Capital gain net income (from Part IV, line 2)		3,887,858		
8 Net short-term capital gain			323,161	
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	(6,316)	(6,316)		
12 Total. Add lines 1 through 11	4,602,749	4,602,749	323,161	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	300,088	120,000		180,088
14 Other employee salaries and wages	85,991	25,000		60,991
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STM108	24,628	14,000		10,628
c Other professional fees (attach schedule) STM109	10,437			10,437
17 Interest				
18 Taxes (attach schedule) (see instructions) STM110	116,787	104,024		12,763
19 Depreciation (attach schedule) and depletion				
20 Occupancy	44,333	22,000		22,333
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STM103	179,966	158,095		21,871
24 Total operating and administrative expenses. Add lines 13 through 23	762,230	443,119		319,111
25 Contributions, gifts, grants paid	2,311,000			2,311,000
26 Total expenses and disbursements. Add lines 24 and 25	3,073,230	443,119		2,630,111
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,529,519			
b Net investment income (if negative, enter -0-)		4,159,630		
c Adjusted net income (if negative, enter -0-)			323,161	



214 3

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		335,466	367,622	367,622
	2	Savings and temporary cash investments		1,011,969	839,600	839,600
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		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)		2,064,285	919,328	930,464
	b	Investments - corporate stock (attach schedule)	STM137	25,122,954	26,525,656	37,342,348
	c	Investments - corporate bonds (attach schedule)	STM138	3,134,540	6,643,463	6,339,998
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		31,669,214	35,295,669	45,820,032	
Liabilities	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		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		31,669,214	35,295,669	
	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)		31,669,214	35,295,669		
31	Total liabilities and net assets/fund balances (see instructions)		31,669,214	35,295,669		

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	31,669,214
2	Enter amount from Part I, line 27a	2	1,529,519
3	Other increases not included in line 2 (itemize)	3	2,096,936
4	Add lines 1, 2, and 3	4	35,295,669
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	35,295,669

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (yr., mo., day)	(d) Date sold (yr., mo., day)
1a SECURITIES - LONG TERM	P		
b SECURITIES - SHORT TERM	P		
c LONG TERM CAPITAL GAIN DIVIDEND	P		
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 10,629,903		7,872,374	2,757,529
b 3,323,161		3,000,000	323,161
c 807,168			807,168
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a			2,757,529
b			323,161
c			807,168
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	3,887,858
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	323,161

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,686,509	41,546,882	0.064662
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

2 Total of line 1, column (d)	2	0.294724
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	0.058945
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	45,689,700
5 Multiply line 4 by line 3	5	2,693,179
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,596
7 Add lines 5 and 6	7	2,734,775
8 Enter qualifying distributions from Part XII, line 4 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.	8	2,630,111

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 items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Tax due'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation', 'Did it spend more than \$100 during the year for political purposes', and 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?'.

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
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?
If "Yes," list the years
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?
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?
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

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

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

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? **6b**

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? **7b**

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 11611 SAN VICENTE BLVD, CA 90049	PRESIDENT 40	208,888	0	0
JACK S GOERTZEN 11611 SAN VICENTE BLVD, CA 90049	DIRECTOR 2	26,000	0	0
CHARLENE LARANETA 11611 SAN VICENTE BLVD, CA 90049	DIRECTOR 2	26,000	0	0
A N MOSICH 11611 SAN VICENTE BLVD, CA 90049	TREASURER 5	39,200	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARIA ROMAN 11611 SAN VICENTE BLVD, CA 90049	EXECUTIVE ASSIS 30	85,991	0	0

Total number of other employees paid over \$50,000 **1**

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
1 NOT APPLICABLE	0
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 NOT APPLICABLE	0
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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	46,075,900
b	Average of monthly cash balances	1b	309,582
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	46,385,482
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	46,385,482
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	695,782
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,689,700
6	Minimum investment return. Enter 5% of line 5	6	2,284,485

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	2,284,485
2a	Tax on investment income for 2013 from Part VI, line 5	2a	83,193
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	83,193
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,201,292
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,201,292
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	2,201,292

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	2,630,111
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	2,630,111
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	2,630,111

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,201,292
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: _____, _____, _____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 20,256				
b From 2009				
c From 2010 3,067,816				
d From 2011 662,821				
e From 2012 668,753				
f Total of lines 3a through e	4,419,646			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 2,630,111				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				2,201,292
e Remaining amount distributed out of corpus	428,819			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,848,465			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	20,256			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,828,209			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010 3,067,816				
c Excess from 2011 662,821				
d Excess from 2012 668,753				
e Excess from 2013 428,819				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

none

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

none

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE	NONE			0
Total ▶				3a 2,311,000
b Approved for future payment				
Total ▶				3b 0

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

- 1* Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of... b Other transactions... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule...

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... [] Yes [X] No

b If "Yes," complete the following schedule.

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

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.

Sign Here

Signature of officer or trustee: [Handwritten Signature]

Date: 5/8/15

Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see inst)? [X] Yes [] No

Paid Preparer Use Only

Preparer information fields: Pnnl/Type preparer's name (CHARLES BECKMAN), Preparer's signature, Date (04-28-2015), Firm's name (CHARLES BECKMAN CPA), Firm's address (12100 WILSHIRE BLVD # 800 Los Angeles CA 90025), Firm's EIN (P01450023), Phone no (310-806-9520).

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

FEIN

BILL HANNON FOUNDATION

31-1663038

**FORM 990PF, PART III, LINE 3
OTHER INCREASES SCHEDULE**

STATEMENT #115

PRIOR YEARS ADJUSTMENT BOOK BASIS	2,096,936
TOTAL	2,096,936

FORM 990PF, PART II, LINE 10(A)

PG 01
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	2,064,285	919,328	930,464
TOTALS	2,064,285	919,328	930,464

FORM 990PF, PART II, LINE 10(B)

PG 01
STATEMENT #137

INVESTMENTS: CORPORATE STOCK SCHEDULE

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
MERRILL LYNCH AC 2157	1,848,431		
MERRILL LYNCH AC 2156	4,091,905	3,647,339	3,551,758
TIMES SQUARE MIDCAP FUND	1,777,645		
CANYON FUND	523,445	523,445	3,760,525
JP MORGAN SILVERLAKE	259,181	361,897	812,877
CANTERBURY - FIDELITY AC 707	6,896,255	15,717,400	22,475,664
CREDERIAN - WESTFIELD	2,724,779		
CHARLES SCHWAB AC 4097	1,486,575	2,038,389	2,481,007
DIAMOND HILL	3,214,752		
CHARLES SCHWAB AC 1187	1,251,375	3,188,575	3,168,375
CRESCENT CAPITAL	1,048,611	1,048,611	1,092,142
TOTALS	25,122,954	26,525,656	37,342,348

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

FEIN

BILL HANNON FOUNDATION

31-1663038

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

STATEMENT #138

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
BONDS MERRILL MLYNCH AC 2135	<u>3,134,540</u>	<u>6,643,463</u>	<u>6,339,998</u>
TOTALS	<u><u>3,134,540</u></u>	<u><u>6,643,463</u></u>	<u><u>6,339,998</u></u>

Federal Supporting Statements

2013 Pg 01

Your Social Security Number
31-1663038

Name(s) as shown on return

BILL HANNON FOUNDATION

FORM 990PF, PART 1, LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
BANK FEES	1,657	1,657	0	0
INSURANCE	30,383	15,083	0	15,300
INVESTMENT MANAGEMENT FEES	138,355	138,355	0	0
LICENSES	0	0	0	0
OFFICE	6,337	2,000	0	4,337
TELEPHONE	3,234	1,000	0	2,234
TOTALS	<u>179,966</u>	<u>158,095</u>	<u>0</u>	<u>21,871</u>

FORM 990PF, PART 1, LINE 11 - OTHER INCOME SCHEDULE

Pg 01

STATEMENT #106

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME
PARTNERSHIP K-1	(6,316)	(6,316)	0
TOTALS	<u>(6,316)</u>	<u>(6,316)</u>	<u>0</u>

Federal Supporting Statements

2013 PG 01

Your Social Security Number

31-1663038

Name(s) as shown on return

BILL HANNON FOUNDATION

STATEMENT #108

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

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
CPA - ACCOUNTING	8,605	6,000	0	2,605
CPA - CERTIFIED AUDIT	16,023	8,000	0	8,023
TOTALS	<u>24,628</u>	<u>14,000</u>	<u>0</u>	<u>10,628</u>

PG 01

STATEMENT #109

FORM 990PF, PART I, LINE 16(C) - OTHER PROFESSIONAL FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
CONSULTING	10,437	0	0	10,437
TOTALS	<u>10,437</u>	<u>0</u>	<u>0</u>	<u>10,437</u>

Federal Supporting Statements

2013 PG 01

Your Social Security Number
31-1663038

Name(s) as shown on return

BILL HANNON FOUNDATION

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

STATEMENT #110

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
PAYROLL TAXES	18,763	6,000	0	12,763
CALIFORNIA	0	0	0	0
FEDERAL	98,024	98,024	0	0
TOTALS	<u>116,787</u>	<u>104,024</u>	<u>0</u>	<u>12,763</u>

990

Overflow Statement

2013
Page 1

Name(s) as shown on return

FEIN

BILL HANNON FOUNDATION

31-1663038

LINE 4

Description	Amount
DIVIDENDS	\$ 401,532
INTEREST	319,675
Total:	<u>\$ 721,207</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

1	Unrelated business taxable income expected in the tax year	1	4,200,000
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b	Enter the tax shown on the 2012 return (see instructions). Caution. 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	10b	83,193
c	2013 Estimated Tax. 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	10c	

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	02-17-2015	03-16-2015	06-15-2015	09-15-2015
12	Required installments. 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)	12	21,000	21,000	21,000	21,000
13	2012 Overpayment (see instructions)	13				
14	Payment due. (Subtract line 13 from line 12.)	14	21,000	21,000	21,000	21,000

BILL HANNON FOUNDATION
 2013 FORM 990PF - GIFTS/CONTRIBUTIONS
 Part I - Line 25 - Statement 5
 October 1, 2013 through September 30, 2014

<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>
10/8/2013	1171	Lamda Omicron Chapter P. O Box 43418 Los Angeles, CA 90043	PUBLIC CHARITY	unrestricted	NONE	2,250.00
10/10/2013	1191	US Friends of David Sheldrick Wildlife Trust 201 North Illinois St , 16th Flr Indianapolis, IN 46204	PUBLIC CHARITY	unrestricted	NONE	1,500.00
10/10/2013	1192	Columbus Zoological Park 9990 Riverside Dr Powell, OH 43065	PUBLIC CHARITY	unrestricted	NONE	2,000.00
10/10/2013	1193	Community Hospital of Monterey Peninsula Development Of, P. O. Box HH Monterey, CA 93942-9969	PUBLIC CHARITY	unrestricted	NONE	10,000.00
10/10/2013	1194	Carmel Public Library Foundation P. O. Box 2042 Carmel, CA 93921	PUBLIC CHARITY	unrestricted	none	2,500.00
10/10/2013	1195	UCSC Foundation 1156 High Sireet Santa Cruz, CA 95064	PUBLIC CHARITY	unrestricted	NONE	2,500.00
10/10/2013	1196	Animal Friends Rescue Project P. O. Box 51083 Pacific Grove, CA 93950	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/10/2013	1197	SPCA of Monterey County P. O. Box 3058 Monterey, CA 93942	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/10/2013	1198	Monterey Bay Aquarium 886 Cannery Row	PUBLIC CHARITY	unrestricted	NONE	2,500.00

BILL HANNON FOUNDATION
2013 FORM 990PF - GIFTS/CONTRIBUTIONS
 Part I - Line 25 - Statement 5
 October 1, 2013 through September 30, 2014

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONS</u>	<u>AMOUNT</u>
10/10/2013	1199	Monterey County Food Bank 815 W. Market St. #5 Salinas, CA 93901	PUBLIC CHARITY	unrestricted	NONE	1,500.00
10/10/2013	1200	KQED 2601 Mariposa St. San Francisco, CA 94110-1426	PUBLIC CHARITY	unrestricted	NONE	1,500.00
10/10/2013	1201	Community Partnership for Youth P. O. Box 42 Del Rey Oaks, CA 93940	PUBLIC CHARITY	unrestricted	NONE	1,000.00
10/10/2013	1203	Salvation Army P O Box 1884 Monterey, CA 93442-1884	PUBLIC CHARITY	unrestricted	NONE	1,500.00
10/10/2013	1205	Monterey Peninsula College Foundation 980 Fremont Street Monterey, CA 93940	PUBLIC CHARITY	unrestricted	NONE	1,500.00
10/10/2013	1206	American Fund for Charities (Safe Haven) c/o Chapel & York Ltd. 1000 N West St., Ste 1200 Wilmington, DE 19801	PUBLIC CHARITY	unrestricted	none	1,000.00
10/10/2013	1207	Return to Freedom P. O. Box 926 Lompoc, CA 93438	PUBLIC CHARITY	unrestricted	none	1,500.00
10/10/2013	1208	Big Sur Land Trust P. O. Box 4071 Monterey, CA 93942	PUBLIC CHARITY	unrestricted	none	1,500.00
10/15/2013	1158	St. Paul the Apostle School Foundation	SCHOOL	unrestricted	NONE	11,000.00

BILL HANNON FOUNDATION
2013 FORM 990PF - GIFTS/CONTRIBUTIONS
 Part I - Line 25 - Statement 5
 October 1, 2013 through September 30, 2014

<u>DATE</u>	<u>CHECK NO. NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONS</u>	<u>AMOUNT</u>
10/15/2013	1160 St. Paul the Apostle School Foundation P. O. Box 492515 Los Angeles, CA 90049	SCHOOL	unrestricted	NONE	2,000.00
10/15/2013	1161 Mary Enright c/o SPA 1536 Selby Ave Los Angeles, CA 90024	PUBLIC CHARITY	unrestricted	NONE	2,000.00
10/15/2013	1162 The USC Committee P. O. Box 80354 Los Angeles, CA 90080-9987	SCHOOL	unrestricted	none	10,000.00
10/15/2013	1163 The USC Committee P. O. Box 80354 Los Angeles, CA 90080-9987	SCHOOL	unrestricted	none	10,000.00
10/15/2013	1164 St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	none	35,000.00
10/15/2013	1165 San Diego Wheelchair Athletic Association c/o Albert Moscona, 4636 Brighton Ave San Diego, CA 92107	PUBLIC CHARITY	unrestricted	none	10,000.00
10/15/2013	1166 St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	none	17,500.00
10/15/2013	1168 St. Catherine OF Sienna Parish 990 Temple Terrace Laguna Beach, CA 92651	SCHOOL	unrestricted	none	2,500.00
10/15/2013	1169 Foundation for the Junior Blind	PUBLIC	unrestricted	none	2,000.00

BILL HANNON FOUNDATION
2013 FORM 990PF - GIFTS/CONTRIBUTIONS
 Part I - Line 25 - Statement 5
 October 1, 2013 through September 30, 2014

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONS</u>	<u>AMOUNT</u>
10/15/2013	1170	5300 Angeles Vista Blvd Los Angeles, CA 90043	PUBLIC CHARITY	unrestricted	none	750.00
10/15/2013	1172	Medic Alert Foundation 2323 Colorado Avenue Turlock, CA 95382	SCHOOL	unrestricted	none	2,000.00
10/15/2013	1173	USC Leventhal Center University of Southern California Los Angeles, CA 90089	SCHOOL	unrestricted	none	12,500.00
10/15/2013	1174	USC Catholic Center 844 W. 32nd St Los Angeles, CA 90007	SCHOOL	unrestricted	none	10,000.00
10/15/2013	1175	John Wayne Cancer Institute 2200 Santa Monica Blvd. Santa Monica, CA 90404	PUBLIC CHARITY	unrestricted	none	2,000.00
10/15/2013	1176	Little Sisters of the Poor 4291 Richmond Road Warrensville Hts., OH 44122-6199	PUBLIC CHARITY	unrestricted	none	1,000.00
10/15/2013	1177	Chaminade High School Mock Trial 7500 Chaminade Avenue West Hills, CA 91304	SCHOOL	unrestricted	none	1,000.00
10/15/2013	1178	St. Bernard High School 9100 Falmouth Avenue Playa del Rey, CA 90293	SCHOOL	unrestricted	none	2,500.00
10/15/2013	1209	Little Sisters of the Poor	PUBLIC	unrestricted	none	1,000.00

BILL HANNON FOUNDATION
2013 FORM 990PF - GIFTS/CONTRIBUTIONS
 Part I - Line 25 - Statement 5
 October 1, 2013 through September 30, 2014

<u>DATE</u>	<u>CHECK NO. NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
10/15/2013	1210 USC GOULD SCHOOL OF LAW 1149 Hill Street #340 Los Angeles, CA 90015 2100 S. Western Avenue San Pedro, CA 90732-4331	SCHOOL	unrestricted	none	2,500.00
10/21/2013	1181 Sisters of St. Joseph 701 Grace Avenue Inglewood, CA 90301	PUBLIC CHARITY	unrestricted	none	6,500.00
12/11/2013	1238 St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	none	50,000.00
1/27/2014	1276 Sisters of St. Joseph 701 Grace Avenue Inglewood, CA 90301	PUBLIC CHARITY	unrestricted	none	6,500.00
2/7/2014	1281 Puente Learning Center 501 South Boyle Avenue Los Angeles, CA 90033	PUBLIC CHARITY	unrestricted	none	25,000.00
2/7/2014	1282 Dolores Mission 171 S. Gless St. Los Angeles, CA 90033	PUBLIC CHARITY	unrestricted	none	25,000.00
2/7/2014	1288 Cardinal's Awards Dinner 3424 Wilshire Blvd, 5th Fir Los Angeles, CA 90010	PUBLIC CHARITY	unrestricted	none	10,000.00
4/28/2014	1324 Sisters of St. Joseph of Carondelet 701 Grace Avenue Inglewood, CA 90301	PUBLIC CHARITY	unrestricted	NONE	6,500.00
4/28/2014	1335 Proyecto Pastoral	SCHOOL	scholarships	none	25,000.00

BILL HANNON FOUNDATION
2013 FORM 990PF - GIFTS/CONTRIBUTIONS
 Part I - Line 25 - Statement 5
 October 1, 2013 through September 30, 2014

<u>DATE</u>	<u>CHECK NO. NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
4/29/2014	1341 135 N. Mission Rd Los Angeles, CA 90033 Dominican University of California 50 Acacia Avenue San Rafael, CA 94901-2298	SCHOOL	scholarships	none	75,000.00
4/29/2014	1342 Holy Names University 3500 Mountain Blvd Oakland, CA 94619	SCHOOL	scholarships	none	75,000.00
4/29/2014	1343 Loyola Marymount University One LMU Drive, Suite 4844 Los Angeles, CA 90045	SCHOOL	scholarships	NONE	75,000 00
4/29/2014	1344 Marymount California University 30800 Palos Verdes Dr. East Rancho Palos Verdes, CA 90275	SCHOOL	scholarships	none	25,000.00
4/29/2014	1345 Mount St Mary's College 12001 Chalon Road Los Angeles, CA 90049-1599	SCHOOL	scholarships	none	75,000.00
4/29/2014	1346 Notre Dame De Namur University 1500 Ralston Avenue Belmont, CA 94002-1997	SCHOOL	scholarships	none	75,000 00
4/29/2014	1347 St. Mary's College of California P. O. Box 3005 Moraga, CA 94575-3005	SCHOOL	scholarships	none	75,000.00
4/29/2014	1348 Santa Clara University 500 El Camino Real Santa Clara, CA 95053-0015	SCHOOL	scholarships	NONE	75,000.00
4/29/2014	1349 Thomas Aquinas College	SCHOOL	scholarships	none	75,000 00

BILL HANNON FOUNDATION
2013 FORM 990PF - GIFTS/CONTRIBUTIONS
 Part I - Line 25 - Statement 5
 October 1, 2013 through September 30, 2014

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATION(S)</u>	<u>AMOUNT</u>
4/29/2014	1350	10000 Ojai Road Santa Paula, CA 93060 University of San Francisco 2130 Fulton Street San Francisco, CA 94117-1080	SCHOOL	scholarships	none	75,000.00
4/29/2014	1351	University of San Diego 5998 Alcalá Park San Diego, CA 92110-2492	SCHOOL	scholarships	none	75,000.00
4/29/2014	1352	Bellarmine Jefferson High School 465 E. Olive Avenue Burbank, CA 91501	SCHOOL	scholarships	none	50,000.00
4/29/2014	1353	Bishop Amat High School 2900 W. Pico Blvd La Puente, CA 91746	SCHOOL	scholarships	none	50,000.00
4/29/2014	1354	Bishop Conaty-Our Lady of Loretto High School 2900 W Pico Blvd Los Angeles, CA 90006-3802	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1355	Cantwell Sacred Heart of Mary High School 329 N. Garfield Avenue Montebello, CA 90640	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1356	Cathedral High School 1253 Bishops Road Los Angeles, CA 90012	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1357	Don Bosco Technical Institute 1151 San Gabriel Blvd Rosemead, CA 91770-4299	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1358	Holy Family High School	SCHOOL	scholarships	NONE	50,000.00

BILL HANNON FOUNDATION
2013 FORM 990PF - GIFTS/CONTRIBUTIONS
 Part I - Line 25 - Statement 5
 October 1, 2013 through September 30, 2014

<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>
4/29/2014	1359	400 E. Lomita Ave Glendale, CA 91205 Junipero Serra High School 14830 S. Van Ness Avenue Gardena, CA 90249	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1360	Mary Star of the Sea High School 2500 N. Taper Avenue San Pedro, CA 90731	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1361	Pomona Catholic High School 533 W. Holt Ave Pomona, CA 91768-3606	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1362	Providence High School 511 South Buena Vista St. Burbank, CA 91505	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1363	Ramona Convent Secondary School 1701 W. Ramona Road Alhambra, CA 91803-3080	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1364	Sacred Heart High School 2111 N. Griffin Avenue Los Angeles, CA 90031	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1365	St. Anthony High School 620 Olive Avenue Long Beach, CA 90802-1546	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1366	St. Bernard High School 9100 Falmouth Avenue Playa del Rey, CA 90293	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1367	St. Genevieve High School	SCHOOL	scholarships	NONE	50,000.00

BILL HANNON FOUNDATION
2013 FORM 990PF - GIFTS/CONTRIBUTIONS

Part I - Line 25 - Statement 5

October 1, 2013 through September 30, 2014

<u>DATE</u>	<u>CHECK NO. NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONS</u>	<u>AMOUNT</u>
4/29/2014	1368 St. John Bosco High School 13640 Bellflower Blvd Bellflower, CA 90706 13967 Roscoe Boulevard Panorama City, CA 91402-4299	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1369 St. Joseph High School 5825 Woodruff Avenue Lakewood, CA 90713	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1370 St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1371 St. Paul High School 9635 Greentleaf Ave Santa Fe Springs, CA 90670	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1372 St. Pius X-St. Matthias High School 7851 Gardendale St Downey, CA 90242	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1373 San Gabriel Mission High School 254 S Santa Anita St. San Gabriel, CA 91776	SCHOOL	scholarships	NONE	50,000.00
4/29/2014	1374 Verbum Dei High School 11100 S. Central Avenue Los Angeles, CA 90059-1199	SCHOOL	scholarships	NONE	50,000.00
7/28/2014	1412 Sisters of St. Joseph P. O. Box 2294 Hemet, CA 92546	CHARITY	unrestricted	NONE	6,500.00
7/28/2014	1427 USC Caruso Catholic Center	CHARITY	unrestricted	NONE	50,000.00

BILL HANNON FOUNDATION
2013 FORM 990PF - GIFTS/CONTRIBUTIONS

Part I - Line 25 - Statement 5

October 1, 2013 through September 30, 2014

<u>DATE</u>	<u>CHECK NO. NAME OR ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONS</u>	<u>AMOUNT</u>
9/12/2014	1453 KOED 844 W 32nd Street Los Angeles, CA 90007	CHARITY	unrestricted	NONE	<u>1,500.00</u>
					<u>2,311,000 00</u>
	TOTAL				<u><u>2,311,000 00</u></u>

BILL HANNON FOUNDATION
Form 990PF - 31-1663038
Part X - Line 1a - Average Monthly Fair Market Value of Securities
Year Ended 9/30/2014

	Merrill Lynch 7HR-02135	NWQ Merrill Lynch 7HR-02171	ARI Merrill Lynch 7HR-02157	Vaughan Nelson Charles Schwab 1928-4097	Diamond Hill	ACI Ashfield & Co. 7HR-02156
10/1/2013	7,579,344.63	5,297.00	2,501,469.34	1,948,421.24	4,314,564.23	4,516,913.03
10/31/2013	7,562,941.53	5,297.00	2,079,636.87	2,015,585.66	4,314,564.23	4,689,738.43
11/30/2013	7,586,749.71	5,298.00	2,135,904.65	2,316,282.59	4,314,564.23	4,831,102.67
12/31/2013	7,578,724.20	5,298.00	2,212,157.30	2,393,693.23	4,722,124.90	4,975,065.83
1/31/2014	7,635,765.86	300.00	2,086,073.41	2,330,529.07	4,722,124.90	4,781,471.16
2/28/2014	7,719,577.41	-	2,163,926.78	2,490,052.93	-	4,096,700.09
3/31/2014	7,742,251.11	-	2,169,009.98	2,517,085.65	-	4,019,780.85
4/30/2014	7,715,114.51	-	2,143,201.22	2,478,393.53	-	3,933,280.28
5/31/2014	7,757,378.15	-	1,653.28	2,521,378.36	-	4,053,243.52
6/30/2014	7,784,957.58	-	2,009.36	2,600,167.71	-	4,203,864.66
7/31/2014	7,767,649.79	-	-	2,514,195.83	-	4,082,016.01
8/31/2014	7,808,681.31	-	-	2,622,555.89	-	3,723,797.08
9/30/2014	7,585,386.40	-	-	2,521,452.33	-	3,625,017.75
	99,824,522.19	21,490.00	17,495,042.19	31,269,794.02	22,387,942.49	55,531,991.36

	Times Square 1350156	Canterbury Fidelity 656-178707	Canyon Balanced 00010	JP Morgan (Silverlake)	Silverlake CTU-100664	Canterbury CTU-100664	Westfield Lg Cap 10293	Crederian
10/1/2013	4,237,916.31	-	3,312,375.00	625,559.60	7,949,721.45	7,949,721.45	4,581,100.35	
10/31/2013	4,398,617.36	8,706,327.57	3,312,375.00	687,499.85	0.01	0.01	4,772,732.80	
11/30/2013	4,527,178.10	8,049,173.67	3,439,434.00	687,489.95	-	-	4,917,361.07	
12/31/2013	4,723,717.48	8,104,654.37	3,484,335.00	686,975.24	-	-	5,085,915.97	
1/31/2014	4,552,549.78	7,670,109.39	3,532,097.00	741,297.24	-	-	4,955,606.14	
2/28/2014	-	23,612,649.72	3,605,441.00	741,297.24	-	-	-	
3/31/2014	-	23,470,362.98	3,636,444.00	741,297.24	-	-	-	
4/30/2014	-	21,183,380.08	3,650,874.00	901,506.28	-	-	-	
5/31/2014	-	23,279,001.91	3,674,022.00	868,205.28	-	-	-	
6/30/2014	-	23,652,954.73	3,771,170.00	868,205.59	-	-	-	
7/31/2014	-	23,006,938.44	3,750,859.00	901,464.02	-	-	-	
8/31/2014	-	23,166,281.28	3,760,525.00	901,315.34	-	-	-	
9/30/2014	-	22,492,575.64	3,686,443.00	901,315.94	-	-	-	
	22,439,979.03	216,394,409.78	46,616,394.00	10,253,428.81	7,949,721.46	7,949,721.46	24,312,716.33	

	Crescent Capital High Income Fund	Old West Mgmt Schwab 7316-1187	TOTAL
10/1/2013	1,048,781.33	1,366,370.81	43,987,834.32
10/31/2013	1,068,246.20	1,409,485.02	45,023,047.53
11/30/2013	1,075,012.17	2,039,677.62	45,925,228.43
12/31/2013	1,090,679.72	2,052,053.28	47,115,394.52
1/31/2014	1,101,909.12	1,972,038.08	46,081,871.15
2/28/2014	1,103,517.34	2,098,270.65	47,631,433.16
3/31/2014	1,109,646.56	2,118,433.05	47,524,311.42
4/30/2014	1,114,925.86	2,129,212.59	45,249,888.35
5/31/2014	1,122,929.62	2,527,921.05	45,805,733.17
6/30/2014	1,232,211.02	2,608,638.16	46,724,178.81
7/31/2014	1,223,742.81	2,506,084.71	45,752,950.61
8/31/2014	1,233,779.89	3,568,577.68	46,785,513.47
9/30/2014	1,216,666.42	3,350,470.21	45,379,327.69
	14,742,048.06	29,747,232.91	598,986,712.63
			divided by 13 =
			<u>46,075,900.97</u>

BILL HANNON FOUNDATION
2013 Form 990PF - 31-1663038

Part X - Line 1b - Average Monthly Cash Balance

	B of A 10291-05238	B of A 10234-6906	TOTAL
10/1/2013	3,008.92	339,685.54	342,694.46
10/31/2013	3,008.92	188,144.51	191,153.43
11/1/2013	3,008.92	188,144.51	191,153.43
11/30/2013	3,008.92	56,647.91	59,656.83
12/1/2013	3,008.92	56,647.91	59,656.83
12/31/2013	3,008.92	68,754.83	71,763.75
1/1/2014	3,008.92	68,754.83	71,763.75
1/31/2014	3,008.92	60,441.79	63,450.71
2/1/2014	3,008.92	60,441.79	63,450.71
2/28/2014	2,998.92	(2,353.35)	645.57
3/1/2014	2,998.92	(2,353.35)	645.57
3/31/2014	2,832.92	71,617.27	74,450.19
4/1/2014	2,832.92	71,617.17	74,450.09
4/30/2014	7,832.92	2,160,642.09	2,168,475.01
5/1/2014	7,832.92	2,160,642.09	2,168,475.01
5/31/2014	7,832.92	213,854.41	221,687.33
6/1/2014	7,832.92	213,854.41	221,687.33
6/30/2014	7,832.92	232,011.32	239,844.24
7/1/2014	7,832.92	232,011.32	239,844.24
7/31/2014	7,832.92	157,312.02	165,144.94
8/1/2014	7,832.92	157,312.02	165,144.94
8/31/2014	7,832.92	95,519.93	103,352.85
9/1/2014	7,832.92	95,519.93	103,352.85
9/30/2014	7,832.92	360,199.15	368,032.07
	<u>124,906.08</u>		<u>7,429,976.13</u>

Divided by 24 =

AVERAGE MONTHLY CASH BALANCE:

309,582.34

Application for Extension of Time To File an Exempt Organization Return

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

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

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

Part I only

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. BILL HANNON FOUNDATION	Employer identification number (EIN) or 31-1663038
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 11611 SAN VICENTE BLVD STE 530	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90049-6509	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ **ELAINE EWEN, 11611 SAN VICENTE BLVD, CA 90049**

Telephone No. ▶ **310-207-0303** FAX No ▶ _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05-15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- ▶ calendar year 20__ or
- ▶ tax year beginning 10-01, 2013, and ending 09-30, 2014.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

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

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