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OMB No 1545-0052

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

990-PF

2017

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2017 or tax year beginning 10-01, 2017, and ending 09-30, 2018

Name of foundation: BILL HANNON FOUNDATION. A Employer identification number: 31-1663038. B Telephone number: (310) 207-0303. City: LOS ANGELES, CA 90049-6509. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$40,807,133. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Interest on savings, Dividends, Gross rents, Net rental income, Net gain from sale of assets, Capital gain net income, Other income, Compensation of officers, Pension plans, Legal fees, Accounting fees, Taxes, Depreciation, Occupancy, Travel, Printing and publications, Other expenses, Total operating and administrative expenses, Contributions, Total expenses and disbursements, Subtract line 26 from line 12, Excess of revenue over expenses and disbursements, Net investment income, Adjusted net income.

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OPERATING AND ADMINISTRATIVE EXPENSES

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2017)

EEA

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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	134,954	104,289	104,289	
2 Savings and temporary cash investments	2,617,835	952,660	952,660	
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)	5,448,486	5,553,418	5,541,126	
b Investments - corporate stock (attach schedule) STM137	26,871,628	28,078,948	34,209,058	
c Investments - corporate bonds (attach schedule)				
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	35,072,903	34,689,315	40,807,133	
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	35,072,903	34,689,315		
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)	35,072,903	34,689,315		
31 Total liabilities and net assets/fund balances (see instructions)	35,072,903	34,689,315		

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	35,072,903
2 Enter amount from Part I, line 27a	2	(391,288)
3 Other increases not included in line 2 (itemize) STM115	3	7,700
4 Add lines 1, 2, and 3	4	34,689,315
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	34,689,315

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See STM134				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a 16,269,984		13,277,166	2,992,818	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			2,992,818	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 2,992,818
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 (1,348)

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 doesn't 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))
2016	5,362,000	41,447,586	0.129368
2015	2,779,780	40,432,232	0.068752
2014	2,721,501	44,017,637	0.061828
2013	2,630,111	45,689,700	0.057565
2012	2,686,509	41,546,882	0.064662
2 Total of line 1, column (d)			2 0.382174
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.076435
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 40,455,447
5 Multiply line 4 by line 3			5 3,092,212
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35,427
7 Add lines 5 and 6			7 3,127,639
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 3,558,290

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 sub-rows 6a-6d for credits/payments. Total tax due is 851, with 851 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, expenditures, and state reporting.

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?
14 The books are in care of ELAINE EWEN Telephone no 310-207-0303
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 2017, 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? 16

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? (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)
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 2017?
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? 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)
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 2017 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 2017)
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 2017?

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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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, and 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 40.00	213,571	0	0
CHRISTINE SISLEY 11611 SAN VICENTE BLVD, CA 90049	DIRECTOR 10.00	26,000	0	0
MARIA ROMAN 11611 SAN VICENTE BLVD, CA 90049	EXECUTIVE ASSIS 30.00	90,000	0	0
CHARLENE LARANETA 11611 SAN VICENTE BLVD, CA 90049	TREASURER/DIREC 10.00	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
NONE				

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
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	39,166,651
b	Average of monthly cash balances	1b	1,904,869
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	41,071,520
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	41,071,520
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	616,073
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,455,447
6	Minimum investment return. Enter 5% of line 5	6	2,022,772

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	2,022,772
2a	Tax on investment income for 2017 from Part VI, line 5	2a	35,427
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	35,427
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,987,345
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,987,345
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,987,345

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,558,290
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,558,290
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	35,427
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,522,863

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,987,345
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2017				
a From 2012	668,753			
b From 2013	428,819			
c From 2014	567,301			
d From 2015	783,573			
e From 2016	3,317,261			
f Total of lines 3a through e	5,765,707			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,558,290				
a Applied to 2016, 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 2017 distributable amount				1,987,345
e Remaining amount distributed out of corpus	1,570,945			
5 Excess distributions carryover applied to 2017 (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	7,336,652			
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	668,753			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	6,667,899			
10 Analysis of line 9				
a Excess from 2013	428,819			
b Excess from 2014	567,301			
c Excess from 2015	783,573			
d Excess from 2016	3,317,261			
e Excess from 2017	1,570,945			

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 2017, 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

	Prior 3 years				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

~~990252~~

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
<p>a <i>Paid during the year</i></p> <p>SEE LIST ATTACHED SEE ATTACHED LOS ANGELES, CA 90049</p>	<p>NONE</p>	<p>PC</p>	<p>EDUCATION</p>	<p>3,558,290</p>
<p>Total ▶ 3a</p>				<p>3,558,290</p>
<p>b <i>Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				

Federal Supporting Statements

2017 PG01

Name(s) as shown on return

FEIN

BILL HANNON FOUNDATION

31-1663038

FORM 990PF - PART III - LINE 3
OTHER INCREASES SCHEDULE

STATEMENT #115

PRIOR YEAR IRS TAX REFUND	7,700
TOTAL	<u>7,700</u>

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

PG01

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	5,448,486	5,553,418	5,541,126
TOTALS	<u>5,448,486</u>	<u>5,553,418</u>	<u>5,541,126</u>

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

PG01

STATEMENT #137

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
CITCO / MAVERICK FUND	900,000		
JP MORGAN SILVERLAKE	97,888	97,708	1,895,888
CHARLES SCHWAB AC 9787	3,491,662	2,991,148	3,384,833
CHARLES SCHWAB AC 4097	2,879,619	2,963,572	3,763,411
CHARLES SCHWAB AC 4216	18,383,762	20,907,823	23,971,222
CRESCENT CAPITAL	1,118,697	1,118,697	1,193,704
TOTALS	<u>26,871,628</u>	<u>28,078,948</u>	<u>34,209,058</u>

Federal Supporting Statements

2017 PG01

Your Social Security Number
31-1663038

Name(s) as shown on return

BILL HANNON FOUNDATION

STATEMENT #103-

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

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
BANK FEES	818	818	0	0
INSURANCE	31,164	0	31,164	0
INVESTMENT MANAGEMENT FEES	136,437	136,437	0	0
LICENSES	335	0	335	0
OFFICE	24,396	10,396	14,000	0
TELEPHONE	3,022	822	2,200	0
TOTALS	<u>196,172</u>	<u>148,473</u>	<u>47,699</u>	<u>0</u>

PG01

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	5,970	5,970	0	0
CPA - CERTIFIED AUDIT	11,134	11,134	0	0
TOTALS	<u>17,104</u>	<u>17,104</u>	<u>0</u>	<u>0</u>

Federal Supporting Statements

2017 PG01

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 AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
PAYROLL	18,597	12,000	0	
CALIFORNIA	10	0	10	0
TOTALS	<u>18,607</u>	<u>6,597</u>	<u>12,010</u>	<u>0</u>

PG01

STATEMENT #134-

FORM 990-PF - PART IV - CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	EXCESS OR LOSSES	GAINS MINUS
LTCG DIVIDEND CHARLES SVCHWAB 4216	P			1,062,064		100,000	1,062,064	1,062,064	
CHARLES SCHWAB 9787	P			136,986		100,000	36,986	36,986	36,986
CHARLES SCHWAB 9787	P			3,682,468		3,189,036	493,432	493,432	493,432
CHARLES SCHWAB 4216	P			4,572,886		3,374,713	1,198,173	1,198,173	1,198,173
CHARLES SCHWAB 4097	P			100,000		138,334	(38,334)	(38,334)	(38,334)
CHARLES SCHWAB 4097	P			1,523,073		1,315,083	207,990	207,990	207,990
MERRILL LYNCH 2135	P			5,160,000		5,160,000			
LTCG DIV MAVERICK	P			32,507			32,507	32,507	32,507
TOTAL				<u>16,269,984</u>		<u>13,277,166</u>	<u>2,992,818</u>	<u>2,992,818</u>	<u>2,992,818</u>

BILL HANNON FOUNDATION
2017 FORM 990PF - GIFTS/CONTRIBUTIONS

Part I - Line 25 - Statement 5

October 1, 2017 through September 30, 2018

<u>DATE</u>	<u>CHECK NO.</u>	<u>NAME OF ORGANIZATION</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONS</u>	<u>AMOUNT</u>
10/19/2017	2386	Montage Health Foundation 40 Ryan Court Monterey, CA 93940	PUBLIC CHARITY	unrestricted	none	10,000.00
10/23/2017	2377	Corpus Christi Church 890 Toyopa Drive Pacific Palisades, CA 90272	PUBLIC CHARITY	unrestricted	NONE	6,500.00
10/23/2017	2378	Sisters of St Joseph P O Box 2294 Henet, CA 92546	PUBLIC CHARITY	unrestricted	none	6,500.00
10/23/2017	2379	The Pasadena Arts Council 495 E Colorado Blvd Pasadena CA 91109	PUBLIC CHARITY	unrestricted	none	2,000.00
11/9/2017	2402	Cathedral High School 1253 Bishops Road Los Angeles, CA 90012	SCHOOL	Performance center	none	250,000.00
11/15/2017	2405	Mar Vista Family Center 5075 Stauson Avenue Culver City, CA 90230	PUBLIC	unrestricted	none	250.00
11/30/2017	2406	SPCA of Monterey County P. O. Box 3058 Monterey, CA 93942	PUBLIC CHARITY	unrestricted	NONE	2,000.00
11/30/2017	2407	Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	PUBLIC CHARITY	unrestricted	NONE	2,500.00
11/30/2017	2408	Monterey County Food Bank 815 W Market St #5 Salinas, CA 93901	PUBLIC CHARITY	unrestricted	NONE	2,000.00
11/30/2017	2409	Monterey Peninsula College Foundation 980 Fremont Street	SCHOOL	unrestricted	NONE	5,000.00

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11/30/2017	2410	Monterey, CA 93940 Big Sur Land Trust P O Box 4071 Monterey, CA 93942	PUBLIC CHARITY	unrestricted	none	3,000.00
11/30/2017	2411	Community Hospital of Monterey Peninsula Development Dept P O Box 4111 Monterey, CA 93942-9969	PUBLIC CHARITY	unrestricted	none	10,000.00
11/30/2017	2412	KQED 2601 Mariposa St San Francisco, CA 94110-1426	PUBLIC CHARITY	unrestricted	none	2,500.00
11/30/2017	2413	Community Partnership for Youth P O Box 42 Del Rey Oaks, CA 93940	PUBLIC CHARITY	unrestricted	none	2,000.00
11/30/2017	2414	Salvation Army P O Box 1884 Monterey, CA 93942-1884	PUBLIC CHARITY	unrestricted	none	2,000.00
11/30/2017	2415	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
11/30/2017	2416	Return to Freedom P O Box 926 Lompoc, CA 93438	Public Charity	unrestricted	none	2,000.00
11/30/2017	2417	The David Shieldrick Wildlife Trust USA 25283 Cabot Road Suite 101 Laguna Hills, CA 92653	PUBLIC CHARITY	unrestricted	none	3,000.00
11/30/2017	2418	Columbus Zoological Park 9990 Riverside Dr Powell, OH 43065	PUBLIC CHARITY	unrestricted	none	2,000.00

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11/30/2017	2419	Carmel Public Library Foundation P O Box 2042 Carmel, CA 93921-2042	PUBLIC CHARITY	unrestricted	NONE	4,000.00
11/30/2017	2420	UCSC FOUNDATION 1156 High Street Santa Cruz, CA 95064	PUBLIC CHARITY	unrestricted	NONE	4,000.00
11/30/2017	2421	Animal Friends Rescue Project P O Box 51083 Pacific Grove, CA 93950	PUBLIC CHARITY	unrestricted	NONE	4,000.00
11/30/2017	2422	The Carmel Foundation P O Box 1050 Carmel, CA 93921	PUBLIC CHARITY	unrestricted	NONE	4,000.00
11/30/2017	2423	Carmel Mission Restoration Fund 3080 Rio Road Carmel, CA 93923	PUBLIC CHARITY	unrestricted	NONE	5,000.00
12/19/2017	2438	USC Student Athletic Academic Services 3501 Wait Way, Hur 203 A Los Angeles, CA 90089	SCHOOL	unrestricted	none	10,000.00
12/19/2017	2439	St Paul the Apostle School 1536 Selby Avenue Los Angeles, CA 90024	SCHOOL	unrestricted	none	15,000.00
12/19/2017	2440	St Paul the Apostle Foundation P O Box 491515 Los Angeles, CA 90024	PUBLIC CHARITY	unrestricted	none	35,000.00
1/30/2018	2463	Idyllwild Foundation for the Arts P O Box 38 Idyllwild, CA 92549	CHARITY	unrestricted	none	1,000.00
1/31/2018	2464	Skirball Cultural Center 2701 N Sunset Blvd Los Angeles, CA 90049	CHARITY	unrestricted	none	10,000.00

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1/31/2018	2465 Chapman University One University Dr. Orange, CA 92866	SCHOOL	unrestricted	none	10,000.00
1/31/2018	2466 Give 2 Asia 600 California St San Francisco, CA 94109	CHARITY	unrestricted	none	2,500.00
1/31/2018	2467 Fund for Music dba Music-ique 300 E. Green St Pasadena, CA 91101	charity	unrestricted	none	2,500.00
1/31/2018	2468 Verbum Dei High School 11100 South Central Ave Los Angeles, CA 90059-1199	school	unrestricted	none	2,000.00
1/31/2018	2469 Operation Progress 10221 Compton Ave #102 Los Angeles, CA 90002	charity	unrestricted	none	2,000.00
1/31/2018	2470 Ocean Park Community Center 2116 Arlington Ave #100 Los Angeles, CA 90018	charity	unrestricted	none	1,500.00
1/31/2018	2471 The Gooden Center 191 N. El Molino Ave Pasadena, CA 91101	charity	unrestricted	none	1,500.00
1/31/2018	2472 Simon Wiesenthal Center 1399 Roxbury Drive Los Angeles, CA 90035	charity	unrestricted	none	1,000.00
1/31/18	2473 Weizmann Institute of Science 633 34th Ave. 20th Floor New York, NY 10017	charity	unrestricted	none	1,000.00
1/31/2018	2474 Wings for Life Foundation 1630 Stewart St	charity	unrestricted	none	1,000.00

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1/31/2018	2475 National Jewish Hospital 2400 Jackson St Denver, CO 80206 Santa monica, CA 90404	charity	unrestricted	none	1,000.00
1/31/2018	2476 Aids/Life Cycle 1625 N Schrader Blvd Los Angeles, CA 90028	charity	unrestricted	none	1,000.00
1/31/2018	2477 A Noise Within Theatre Company 3552 E Foothill Blvd Pasadena, CA 91107	charity	unrestricted	none	1,000.00
1/31/2018	2478 Urban Compass 11100 S Central Ave Los Angeles, CA 90059	charity	unrestricted	none	1,000.00
1/31/2018	2479 Huntington Hospital 100 W California Blvd Pasadena, CA 91105	charity	unrestricted	none	1,000.00
1/31/2018	2480 Pasadena Child Development Associates 620 N Lake Avenue Pasadena CA 91101	charity	unrestricted	none	1,000.00
1/31/2018	2481 Pasadena Humane Society 361 S Raymond Ave Pasadena, CA 91105	charity	unrestricted	none	1,000.00
1/31/2018	2482 SPCA-LA 5026 W. Jefferson Blvd Los Angeles, CA 90016	charity	unrestricted	none	1,000.00
1/31/2018	2483 Humane Society of Tans 1200 St Francis Lane Taos, NM 87571	charity	unrestricted	none	1,000.00
1/31/2018	2484 Lightbringer Project	charity	unrestricted	none	1,000.00

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1/5/2018	2485 P O Box 968 Pasadena, CA 91102 South Pasadena Tournament of Roses 624 Fair Oaks Ave South Pasadena, CA 91030	charity	unrestricted	none	1,000.00
2/5/2018	2456 Sisters of St Joseph P. O. Box 2294 Henet, CA 92546	CHARITY	unrestricted	none	6,500.00
2/5/2018	2458 Corpus Christi Church 890 Toyopa Drive Pacific Palisades, CA 90272	CHARITY	unrestricted	none	6,500.00
2/5/18	2491 Archdiocese of Los Angeles 3424 Wilshire Blvd, 5th Floor Los Angeles, CA 90010	CHARITY	unrestricted	none	10,000.00
2/22/2018	2495 Puente Learning Center 501 South Boyle Avenue Los Angeles, CA 90033	CHARITY	unrestricted	none	25,000.00
2/16/2018	2496 Dolores Mission 170 South Gless St. Los Angeles, CA 90033	CHARITY	unrestricted	none	25,000.00
2/16/2018	2497 Provento Pastoral 135 N Mission Rd Los Angeles, CA 90033	SCHOOL	scholarships	none	25,000.00
5/2/2018	2540 St Andrew's Abbey P O Box 40 Valycrmo, CA 93563	charity	unrestricted	none	40.00
5/7/2018	2533 Sisters of St Joseph P O Box 2294 Henet, CA 92546	CHARITY	unrestricted	none	6,500.00

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5/7/2018	2535	Corpus Christi Church 890 Toyopa Drive Pacific Palisades, CA 90272	CHARITY	unrestricted	none	6,500.00
5/17/2018	2549	Pomona Catholic High School 533 West Holt Avenue Pomona, CA 91768-3606	school	gymnasium	none	250,000.00
5/17/2018	2550	Saint Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	none	325,000.00
5/17/2018	2591	Cancer Support Community Pasadena 76 E. Del Mar Blvd. #215 Pasadena, CA 01105	charity	unrestricted	none	1,000.00
5/22/2018	2556	Dominican University of California 50 Acacia Avenue San Rafael, CA 94901-2298	SCHOOL	scholarships	none	100,000.00
5/22/2018	2557	Holy Names University 3500 Mountain Blvd Oakland, CA 94619	SCHOOL	scholarships	none	100,000.00
5/22/2018	2558	Loyola Marymount University One LMU Drive, Suite 4844 Los Angeles, CA 90045	SCHOOL	scholarships	NONE	100,000.00
5/22/2018	2559	Marymount California University 30800 Palos Verdes Dr. East Rancho Palos Verdes, CA 90275	SCHOOL	scholarships	none	100,000.00
5/22/2018	2560	Mount St. Mary's University 12001 Chalon Road Los Angeles, CA 90049-1599	SCHOOL	scholarships	none	100,000.00
5/22/2018	2561	Notre Dame De Namur University 1500 Ralston Avenue	SCHOOL	scholarships	none	100,000.00

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5/22/2018	2562	St Mary's College of California P. O. Box 3005 Moraga, CA 94575-3005	SCHOOL	scholarships	none	100,000.00
5/22/2018	2563	Thomas Aquinas College 10000 Ojai Road Santa Paula, CA 93060	SCHOOL	scholarships	none	100,000.00
5/22/2018	2564	University of San Diego 5998 Alcala Park San Diego, CA 92110-2492	SCHOOL	scholarships	none	100,000.00
5/22/2018	2565	University of San Francisco 2130 Fulton Street San Francisco, CA 94117-1080	SCHOOL	scholarships	none	100,000.00
5/22/2018	2566	Bishop Amat High School 2900 W Pico Blvd La Puente, CA 91746	SCHOOL	scholarships	none	50,000.00
5/22/2018	2567	Bishop Conaty Our Lady of Loretto 2900 W Pico Blvd Los Angeles, CA 90006-3802	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2568	Bishop Mora Salesian High School 960 South Soto St Los Angeles, CA 90023-1396	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2569	Cantwell Sacred Heart of Mary High School 329 N Garfield Avenue Montebello, CA 90640	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2570	Cathedral High School 1253 Bishops Road Los Angeles, CA 90012	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2571	Damien High School	SCHOOL	scholarships	NONE	50,000.00

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5/22/2018	2572 2280 Damien Avenue La Verne, CA 91750 Don Bosco Technical Institute 1151 San Gabriel Blvd Rossmore, CA 91770-4299	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2573 Holy Family High School 400 E. Lomita Ave Glendale, CA 91205	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2574 Junipero Serra High School 14830 S Van Ness Avenue Gardena, CA 90249	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2575 Mary Star of the Sea High School 2500 N Taper Avenue San Pedro, CA 90731	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2576 Pomona Catholic High School 533 W Holt Ave Pomona, CA 91768-3606	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2577 Providence High School 511 South Buena Vista St Burbank, CA 91505	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2578 Ramona Convent Secondary School 1701 W Ramona Road Alhambra, CA 91803-3080	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2579 Sacred Heart High School 2111 N Griffin Avenue Los Angeles, CA 90031	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2580 St. Anthony High School 620 Olive Avenue Long Beach, CA 90802-1546	SCHOOL	scholarships	NONE	50,000.00

BIL J. HANNON FOUNDATION
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			STATUS	SCHOOL			
5/22/2018	2581	St Bernard High School 9100 Falmouth Avenue Playa del Rey, CA 90293	SCHOOL	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2582	St Genevieve High School 13967 Roscoe Boulevard Panorama City, CA 91402-4299	SCHOOL	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2583	St John Bosco High School 13640 Bellflower Blvd Bellflower, CA 90706	SCHOOL	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2584	St Joseph High School 5825 Woodruff Avenue Lakewood, CA 90713	SCHOOL	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2585	St Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2586	St Monica Academy 2361 Del Mar Road Montrose, CA 91020	SCHOOL	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2587	St Paul High School 9635 Greenleaf Ave Santa Fe Springs, CA 90670	SCHOOL	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2588	St Pius X-St. Matthias High School 7851 Gardendale St Downey, CA 90242	SCHOOL	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2589	San Gabriel Mission High School 254 S Santa Anita St San Gabriel, CA 91776	SCHOOL	SCHOOL	scholarships	NONE	50,000.00
5/22/2018	2590	Verbum Dei High School 11100 S Central Avenue Los Angeles, CA 90059-1199	SCHOOL	SCHOOL	scholarships	NONE	50,000.00

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6/28/2018	2613	Saint Mary's Academy 701 Grace Avenue Inglewood, CA 90301	SCHOOL	unrestricted	none	10,000.00
7/19/2018	2640	Wildlife Learning Foundation 15981 Yamell Street, Suite 251 Sylmar, CA 91342	charity	unrestricted	none	2,500.00
7/19/2018	2641	Peaceful Animal Adoption P O Box 491 Vinita, OK 74501	charity	unrestricted	none	1,000.00
7/19/2018	2642	Grizzly & Wolf Discovery Center P O Box 996 West Yellowstone, MT 59798	charity	unrestricted	none	1,000.00
7/23/2018	2622	Sisters of St Joseph P O Box 2294 Hemet, CA 92546	charity	unrestricted	none	6,500.00
7/23/2018	2624	Corpus Christi Church 890 Toyopa Drive Pacific Palisades, CA 90272	CHARITY	unrestricted	none	6,500.00
7/23/2018	2646	Idyllwild Foundation for the Arts P O Box 38 Idyllwild, CA 92549	charity	unrestricted	none	1,000.00
7/23/2018	2647	Fund for Music dba Music-ique 300 I, Pasadena Pasadena, CA 91101	charity	unrestricted	none	1,000.00
7/23/2018	2648	Pasadena Child Development Associates 620 N Lake Ave Pasadena, CA 91101	charity	unrestricted	none	1,000.00
7/23/2018	2649	Humane Society of Faos 1200 S Francis Lane	charity	unrestricted	none	1,000.00

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	Taos, NM 87571				
7/23/2018	2650 Huntington Hospital 100 W. California Blvd. Pasadena, CA 91105	charity	unrestricted	none	1,000.00
7/23/2018	2651 Saint Mary's Academy 701 Grace Avenue Inglewood, CA 90301	charity	unrestricted	none	60,000.00
7/23/2018	2652 Corpus Christi Church 890 Toyopa Dr Pacific Palisades, CA 90272	charity	unrestricted	none	50,000.00
7/23/2018	2653 Valyermo Abbey 31001 N Valyermo Road Valyermo, CA 93563	charity	unrestricted	none	10,000.00
8/30/2018	2675 Queen of Angels Center 3424 Wilshire Blvd - 6th Flr Los Angeles, CA 90010	charity	unrestricted	none	25,000.00
9/24/2018	2689 Pasadena Conservatory of Music 100 North Hill Ave #405 Pasadena, CA 91106	charity	unrestricted	none	750.00
9/24/2018	2690 Wildlife Learning Foundation 15981 Yamell Street, Suite 251 Sylmar, CA 91342	charity	unrestricted	none	500.00
9/24/2018	2691 Peaceful Animal Adoption Shelter P. O. Box 491 Vinita, OK 74301	charity	unrestricted	none	250.00
	TOTAL DONATIONS				\$ 3,558,290.00