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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			
	2	Savings and temporary cash investments	1,151,013.	1,221,552.	1,221,552.
	3	Accounts receivable	96.		
		Less: allowance for doubtful accounts	614.	96.	96.
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)	3,001,483.	2,636,314.	2,603,586.
	b	Investments – corporate stock (attach schedule)	6,392,502.	6,139,054.	7,121,938.
	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)	13,402,794.	12,532,229.	15,545,452.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe <input type="checkbox"/> See Statement 6 <input type="checkbox"/>)	1.	1.	60,000.	
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	23,948,407.	22,529,246.	26,552,624.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe <input type="checkbox"/>)			
	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 type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	23,948,407.	22,529,246.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see the instructions)	23,948,407.	22,529,246.		
31	Total liabilities and net assets/fund balances (see the instructions)	23,948,407.	22,529,246.		

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	23,948,407.
2	Enter amount from Part I, line 27a	2	-1,419,161.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/>	3	
4	Add lines 1, 2, and 3	4	22,529,246.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	22,529,246.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 7			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	-540,082.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	-144,851.

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	886,997.	27,494,241.	0.032261
2007	664,750.	30,395,129.	0.021870
2006	556,833.	26,560,760.	0.020964
2005	342,331.	24,957,153.	0.013717
2004	331,404.	23,742,851.	0.013958

2 Total of line 1, column (d)	2	0.102770
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	0.020554
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	23,572,099.
5 Multiply line 4 by line 3	5	484,501.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,588.
7 Add lines 5 and 6	7	487,089.
8 Enter qualifying distributions from Part XII, line 4	8	1,137,925.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,588.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,588.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,588.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	19,499.
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	19,499.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,911.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 16,911. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
1 c		X
d		
e		
2		X
3		X
4 a		X
4 b		N/A
5		X
6		X
7	X	
8 a		
8 b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	X		
14 The books are in care of ▶ <u>James J. Ruddy</u> Telephone no ▶ <u>212-315-8300</u> Located at ▶ <u>99 Park Ave 24th Floor</u> ZIP + 4 ▶ <u>10016</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		<input type="checkbox"/>
				▶ 15 N/A

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2009 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 2009.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If 'Yes' to 6b, file Form 8870

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

7b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		0.	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		0.	0.	0.

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	

2	

3	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	

2	

All other program-related investments See instructions.	
3	
	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,971,778.
b	Average of monthly cash balances	1b	1,139,306.
c	Fair market value of all other assets (see instructions)	1c	14,819,981.
d	Total (add lines 1a, b, and c)	1d	23,931,065.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,931,065.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	358,966.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,572,099.
6	Minimum investment return. Enter 5% of line 5	6	1,178,605.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,178,605.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,588.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,588.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,176,017.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,176,017.
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	1,176,017.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	1,137,925.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,137,925.
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	2,588.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,135,337.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,176,017.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			481,209.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 1,137,925.				
a Applied to 2008, but not more than line 2a			481,209.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				656,716.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				519,301.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities.					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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 ATTACHED			VARIOUS	1,119,175.
Total				▶ 3a 1,119,175.
b Approved for future payment				
Total				▶ 3b

Client 83

The Dillon Fund

13-6400226

8/05/10

03.19PM

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 72,237.	\$ 72,237.	\$ 72,237.
Total	<u>\$ 72,237.</u>	<u>\$ 72,237.</u>	<u>\$ 72,237.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	<u>\$ 36,000.</u>	<u>\$ 18,000.</u>	<u>\$ 18,000.</u>	<u>\$ 18,000.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
5500 FUND C/O ROCKEFELLER & CO.	\$ 9,854.	\$ 9,854.	\$ 9,854.	
ALEX BROWN - ADVISORY FEE	8,259.	8,259.	8,259.	
JBF FUND	325.	325.	325.	
NTC - CUSTODY FEE	7,709.	7,709.	7,709.	
ROCKEFELLER & CO. - ADVISORY FEE	61,875.	61,875.	61,875.	
Total	<u>\$ 88,022.</u>	<u>\$ 88,022.</u>	<u>\$ 88,022.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX PAID	\$ 7,787.	\$ 7,787.	\$ 7,787.	
REAL ESTATE - OIL	2,091.	2,091.	2,091.	
Total	<u>\$ 9,878.</u>	<u>\$ 9,878.</u>	<u>\$ 9,878.</u>	<u>\$ 0.</u>

Client 83

The Dillon Fund

13-6400226

8/05/10

03:19PM

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
F/X Loss	\$ 1,052.	\$ 1,052.	\$ 1,052.	
Miscellaneous	841.	841.	841.	
Sec. 988 Loss	4,094.	4,094.	4,094.	
Total	<u>\$ 5,987.</u>	<u>\$ 5,987.</u>	<u>\$ 5,987.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Oil Royalty	\$ 1.	\$ 60,000.
Total	<u>\$ 1.</u>	<u>\$ 60,000.</u>

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	SEE ATTACHED 10198	Purchased	Various	Various
2	SEE ATTACHED 10198	Purchased	Various	Various
3	SEE ATTACHED 8967	Purchased	Various	Various
4	SEE ATTACHED 8967	Purchased	Various	Various
5	LITIGATION-FREDDIE MAC	Purchased	Various	Various
6	LITIGATION-AIG	Purchased	Various	Various
7	LITIGATION-HONEYWELL	Purchased	Various	Various
8	LITIGATION-QWEST	Purchased	Various	Various
9	LITIGATION-DORAL	Purchased	Various	Various
10	LITIGATION-CARDINAL HEALTH	Purchased	Various	Various
11	LITIGATION-FOREST LABS	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	1612689.		1664254.	-51,565.				\$ -51,565.
2	4225922.		4347692.	-121,770.				-121,770.
3	1617363.		1710649.	-93,286.				-93,286.
4	1889136.		2173430.	-284,294.				-284,294.
5	110.		0.	110.				110.
6	1,113.		0.	1,113.				1,113.
7	23.		0.	23.				23.
8	22.		0.	22.				22.
9	4,901.		0.	4,901.				4,901.
10	3,787.		0.	3,787.				3,787.
11	877.		0.	877.				877.
								Total <u>\$-540,082.</u>

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The Dillon Fund

13-6400226

8/05/10

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Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Susan S. Dillon C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	Director 0	\$ 0.	\$ 0.	\$ 0.
JAMES J. RUDDY C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	V. PRES., TREAS. 0	0.	0.	0.
JUDY MONGE C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	Secretary 5.00	0.	0.	0.
FRANCES COLLINS C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	Director 0	0.	0.	0.
PHYLLIS D. COLLINS C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	President/Direc 0	0.	0.	0.
DOUGLAS D BRYAN C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	Director 0	0.	0.	0.
MARK M. COLLINS, JR C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	DIRECTOR 0	0.	0.	0.
DOUGLAS COLLINS C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	DIRECTOR 0	0.	0.	0.
JOAN M. FROST C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	Director 0	0.	0.	0.
ROBERT LUXEMBOURG C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	Director 0	0.	0.	0.
SOPHIE BRYAN C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	Director 0	0.	0.	0.
KATHERINE STILLMAN C/O KESWICK 99 PARK AVE 24TH F NEW YORK, NY 10016	Director 0	0.	0.	0.
Total		<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

The Dillon Fund
EIN 13-6400226
2009 Form 990-PF, Part I, Line 11
Other Income - Schedule

Other Investment Income:

Partnership Income(Loss) \$ (11,891)

Oil Royalty Income 84,128

\$ 72,237

Dillon Fund (10198)**EIN: 13-6400226****Schedule D - Attachment
Dillon Trust Company****From: 01/01/2009 To: 12/31/2009**

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
80 Sh. Apple Inc.	10/14/2008	04/17/2009	9,819.32	8,580.34	1,238.98
75 Sh. Apple Inc.	10/30/2008	04/17/2009	9,205.62	8,307.35	898.27
50 Sh. Apple Inc.	10/14/2008	09/23/2009	9,409.37	5,362.71	4,046.66
58 Sh. Apple Inc.	10/17/2008	09/23/2009	10,914.86	5,791.16	5,123.70
13723.7 Sh. Brown Advisory Inter Inc Fund	11/13/2009	12/31/2009	150,000.00	151,784.13	-1,784.13
1520 Sh. Cisco Systems, Inc.	08/19/2008	05/04/2009	29,968.76	36,895.11	-6,926.35
667 Sh. Cognizant Technology Solutions	10/21/2008	07/28/2009	20,171.09	13,172.58	6,998.51
398 Sh. Cognizant Technology Solutions	10/21/2008	09/04/2009	13,802.48	7,860.10	5,942.38
670 Sh. Electronic Arts Inc.	11/13/2008	08/31/2009	12,154.83	13,426.80	-1,271.97
1000000 Sh. FHLB 2.15% Due on 02/06/12	01/30/2009	11/12/2009	1,019,000.00	1,000,000.00	19,000.00
254 Sh. FMC Technologies Inc	08/05/2008	04/27/2009	8,870.85	13,838.35	-4,967.50
196 Sh. FMC Technologies Inc	08/05/2008	05/04/2009	7,198.31	10,678.42	-3,480.11
305 Sh. FMC Technologies Inc	08/11/2008	05/04/2009	11,201.44	15,883.03	-4,681.59
49 Sh. FMC Technologies Inc	09/09/2008	05/04/2009	1,799.58	2,171.09	-371.51
264 Sh. FMC Technologies Inc	12/18/2008	09/25/2009	13,696.47	6,087.18	7,609.29
52 Sh. FMC Technologies Inc	12/18/2008	09/25/2009	2,692.75	1,198.99	1,493.76
1031.45 Sh. FNCL Pool# 16QX75 5.00% 6/1/39	07/17/2009	08/01/2009	1,031.45	1,059.65	-28.20
160.09 Sh. FNCL Pool# 16QX75 5.00% 6/1/39	07/17/2009	09/01/2009	160.09	164.46	-4.37
163.44 Sh. FNCL Pool# 16QX75 5.00% 6/1/39	07/17/2009	10/01/2009	163.44	167.89	-4.45
1997.2 Sh. FNCL Pool# 16QX75 5.00% 6/1/39	07/17/2009	11/01/2009	1,997.20	2,051.52	-54.32
1077.77 Sh. FNCL Pool# 16QX75 5.00% 6/1/39	07/17/2009	12/01/2009	1,077.77	1,107.05	-29.28
212.84 Sh. FNCL Pool# AA8753 5.00% 6/1/39	09/29/2009	10/01/2009	212.84	220.28	-7.44
1624.01 Sh. FNCL Pool# AA8753 5.00% 6/1/39	09/29/2009	11/01/2009	1,624.01	1,680.71	-56.70
1759.77 Sh. FNCL Pool# AA8753 5.00% 6/1/39	09/29/2009	12/01/2009	1,759.77	1,821.13	-61.36
117 Sh. Idexx Laboratories Inc.	09/03/2008	07/16/2009	5,298.01	6,631.18	-1,333.17
182 Sh. Idexx Laboratories Inc.	09/03/2008	07/16/2009	8,193.00	10,315.18	-2,122.18
52 Sh. Idexx Laboratories Inc.	09/03/2008	07/16/2009	2,340.86	2,934.52	-593.66
80 Sh. Intuitive Surgical, Inc	09/18/2008	05/20/2009	12,148.03	22,388.01	-10,239.98
22 Sh. Intuitive Surgical, Inc.	10/21/2008	05/20/2009	3,340.71	4,103.22	-762.51
38 Sh. Intuitive Surgical, Inc.	10/21/2008	07/28/2009	8,370.61	7,087.37	1,283.24
64 Sh. Intuitive Surgical, Inc.	11/20/2008	10/09/2009	16,261.35	7,402.05	8,859.30
21 Sh. Intuitive Surgical, Inc.	11/20/2008	11/18/2009	5,914.54	2,428.80	3,485.74
15 Sh. Intuitive Surgical, Inc.	02/09/2009	11/18/2009	4,224.68	1,706.67	2,518.01
25 Sh. MICROS Systems, Inc.	05/06/2008	03/27/2009	493.87	748.18	-254.31
376 Sh. Parametric Technology Corp.	11/10/2008	01/08/2009	4,119.91	4,509.67	-389.76
35 Sh. Parametric Technology Corp.	11/21/2008	01/08/2009	384.00	317.15	66.85
364 Sh. Parametric Technology Corp.	11/21/2008	01/08/2009	3,895.46	3,298.39	597.07
779 Sh. Parametric Technology Corp.	11/10/2008	01/08/2009	8,341.09	9,343.17	-1,002.08
1426 Sh. Parametric Technology Corp.	11/21/2008	01/08/2009	14,866.39	12,921.70	1,944.69
310 Sh. Pepsico, Inc	06/17/2008	03/26/2009	16,171.43	20,483.65	-4,312.22
25 Sh. Pepsico, Inc	07/01/2008	03/26/2009	1,304.15	1,609.78	-305.63

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Dillon Fund (10198)

EIN: 13-6400226

Schedule D - Attachment

Dillon Trust Company

From: 01/01/2009 To: 12/31/2009

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
220 Sh. Pepsico, Inc	07/01/2008	04/27/2009	10,770.96	14,166.09	-3,395.13
379 Sh. Roper Industries Inc.	10/14/2008	10/02/2009	18,016.21	18,177.64	-161.43
149 Sh. Roper Industries Inc.	10/17/2008	10/02/2009	7,082.89	6,684.74	398.15
183 Sh. Salesforce.com, Inc.	05/22/2009	09/04/2009	9,635.65	6,685.82	2,949.83
40 Sh. Salesforce.com, Inc.	03/11/2009	12/31/2009	2,947.12	1,330.95	1,616.17
225 Sh. Salesforce.com, Inc.	05/22/2009	12/31/2009	16,577.54	8,220.26	8,357.28
750 Sh. Trimble Navigation Limited	09/17/2008	07/31/2009	18,280.17	21,497.93	-3,217.76
100 Sh. Trimble Navigation Limited	09/17/2008	07/31/2009	2,407.36	2,866.39	-459.03
489 Sh. Ultra Petroleum Corp.	06/18/2008	04/21/2009	18,581.72	47,320.14	-28,738.42
250 Sh. Ultra Petroleum Corp.	07/01/2008	04/21/2009	9,499.85	24,617.63	-15,117.78
106 Sh. Ultra Petroleum Corp	06/18/2008	04/21/2009	3,980.60	10,257.53	-6,276.93
185 Sh. Ultra Petroleum Corp	07/16/2008	04/21/2009	6,947.28	14,707.65	-7,760.37
65 Sh. Ultra Petroleum Corp.	07/24/2008	04/21/2009	2,440.93	4,671.89	-2,230.96
335 Sh. Ultra Petroleum Corp.	07/24/2008	04/21/2009	12,580.20	23,941.45	-11,361.25
260 Sh. Ultra Petroleum Corp.	08/11/2008	04/21/2009	9,763.74	16,093.32	-6,329.58
124 Sh. Ultra Petroleum Corp.	09/03/2008	04/21/2009	4,656.55	7,525.69	-2,869.14
131 Sh. Ultra Petroleum Corp.	09/03/2008	04/21/2009	4,919.58	7,950.52	-3,030.94
Regular Gain/Loss Totals:					-51,565.62
Account Totals:			1,612,688.74	1,664,254.36	-51,565.62

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Dillon Fund (10198)**EIN: 13-6400226****Schedule D - Attachment
Dillon Trust Company****From: 01/01/2009 To: 12/31/2009**

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
267 Sh. Ametek Inc	05/21/2007	03/27/2009	8,499.94	9,655.17	-1,155.23
74 Sh. Ametek Inc	05/21/2007	03/27/2009	2,355.79	2,676.02	-320.23
70 Sh. Ametek Inc	03/16/2007	04/20/2009	2,376.58	2,418.96	-42.38
6 Sh. Ametek Inc	03/16/2007	04/20/2009	203.71	207.30	-3.59
325 Sh. Ametek Inc	04/18/2007	04/20/2009	11,034.15	11,504.55	-470.40
109 Sh. Ametek Inc	05/21/2007	04/20/2009	3,700.68	3,941.63	-240.95
499 Sh. Bank of New York Mellon Corp.	11/09/2007	02/20/2009	11,390.60	22,601.41	-11,210.81
170 Sh. Cisco Systems, Inc.	01/08/2008	05/04/2009	3,351.77	4,029.39	-677.62
140 Sh. Citrix Systems Inc.	06/02/2008	07/22/2009	4,823.13	4,723.99	99.14
314 Sh Citrix Systems Inc.	06/02/2008	07/22/2009	10,817.58	10,606.14	211.44
66 Sh. Citrix Systems Inc.	06/02/2008	09/04/2009	2,340.30	2,227.03	113.27
26 Sh. Citrix Systems Inc.	06/16/2008	09/04/2009	921.93	867.79	54.14
149 Sh. Citrix Systems Inc.	06/16/2008	09/04/2009	5,274.97	4,973.08	301.89
201 Sh. Coach, Inc.	04/02/2008	05/20/2009	4,992.59	6,468.18	-1,475.59
67 Sh. Coach, Inc.	04/02/2008	05/20/2009	1,664.20	2,146.10	-481.90
615 Sh. Coach, Inc.	05/16/2008	05/20/2009	15,275.83	22,309.13	-7,033.30
232 Sh. Cognizant Technology Solutions	10/21/2008	12/02/2009	10,513.22	4,581.77	5,931.45
372 Sh. Cognizant Technology Solutions	10/21/2008	12/31/2009	16,994.38	7,346.63	9,647.75
615 Sh. Comcast Corporation - CL A	02/13/2007	05/29/2009	8,187.90	16,689.05	-8,501.15
365 Sh. Comcast Corporation - CL A	07/09/2007	05/29/2009	4,859.48	10,299.28	-5,439.80
82 Sh. Comcast Corporation - CL A	07/26/2007	05/29/2009	1,091.72	2,222.94	-1,131.22
1409 Sh. Comcast Corporation - CL A	03/06/2006	10/02/2009	21,601.53	25,474.72	-3,873.19
1170 Sh. Comcast Corporation - CL A	03/26/2007	10/02/2009	17,937.39	30,760.12	-12,822.73
405 Sh. Comcast Corporation - CL A	05/04/2007	10/02/2009	6,209.10	10,856.03	-4,646.93
583 Sh. Comcast Corporation - CL A	07/26/2007	10/02/2009	8,938.03	15,804.55	-6,866.52
1185 Sh. Comcast Corporation - CL A	09/07/2007	10/02/2009	18,167.36	29,756.77	-11,589.41
2234 Sh Comcast Corporation - CL A	03/06/2006	10/09/2009	34,552.60	40,390.72	-5,838.12
1112 Sh. Comcast Corporation - CL A	03/06/2006	10/26/2009	16,363.10	20,104.96	-3,741.86
259 Sh. Comcast Corporation - CL A	10/22/2008	10/26/2009	3,811.19	3,684.28	126.91
846 Sh. Comcast Corporation - CL A	10/22/2008	10/26/2009	12,470.64	12,034.35	436.29
106 Sh. Danaher Corporation	05/16/2008	10/30/2009	7,242.66	8,446.61	-1,203.95
145 Sh. Danaher Corporation	05/16/2008	11/18/2009	10,527.92	11,554.33	-1,026.41
137 Sh. Danaher Corporation	05/16/2008	12/02/2009	9,879.14	10,916.84	-1,037.70
330 Sh. Electronic Arts Inc.	12/23/2005	08/31/2009	5,986.71	17,687.47	-11,700.76
178 Sh. Electronic Arts Inc.	12/23/2005	08/31/2009	3,229.19	9,591.46	-6,362.27
163 Sh. Electronic Arts Inc	12/23/2005	08/31/2009	2,957.07	8,703.34	-5,746.27
84 Sh. Electronic Arts Inc.	12/23/2005	08/31/2009	1,523.89	4,529.82	-3,005.93
215 Sh. Electronic Arts Inc.	01/12/2006	08/31/2009	3,900.43	12,410.25	-8,509.82
290 Sh. Electronic Arts Inc.	01/03/2006	08/31/2009	5,261.04	15,093.92	-9,832.88
310 Sh. Electronic Arts Inc.	04/18/2006	08/31/2009	5,623.87	17,316.72	-11,692.85
440 Sh. Electronic Arts Inc.	07/06/2006	08/31/2009	7,982.27	18,781.09	-10,798.82

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Dillon Fund (10198)**EIN: 13-6400226****Schedule D - Attachment****Dillon Trust Company****From: 01/01/2009 To: 12/31/2009**

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
390 Sh. Electronic Arts Inc.	01/22/2007	08/31/2009	7,075.20	19,291.97	-12,216.77
475 Sh. Electronic Arts Inc.	02/01/2007	08/31/2009	8,617.23	24,226.62	-15,609.39
1000000 Sh. Fannie Mae Bd 5.375% 11/15/11	05/04/2006	11/12/2009	1,087,340.00	1,000,217.37	87,122.63
1000000 Sh Federal Home Loan Bank 4.310%	05/26/2005	03/23/2009	1,000,000.00	1,000,000.00	0.00
316 Sh. FMC Technologies Inc	09/09/2008	09/25/2009	16,394.25	14,001.29	2,392.96
405 Sh. Genentech, Inc.	04/27/2007	03/11/2009	37,378.98	32,891.99	4,486.99
265 Sh. Genentech, Inc.	05/04/2007	03/11/2009	24,457.85	21,442.24	3,015.61
103 Sh. Genentech, Inc.	06/01/2007	03/11/2009	9,506.26	8,181.81	1,324.45
87 Sh. Genentech, Inc.	06/01/2007	03/17/2009	8,157.96	6,910.84	1,247.12
210 Sh. Genentech, Inc.	06/13/2007	03/17/2009	19,691.63	15,969.45	3,722.18
305 Sh. Genentech, Inc	10/31/2007	03/17/2009	28,599.75	22,460.23	6,139.52
225 Sh. Genentech, Inc.	12/07/2007	03/17/2009	21,098.17	15,396.62	5,701.55
95 Sh. Genentech, Inc.	01/14/2008	03/17/2009	8,908.12	6,696.08	2,212.04
31 Sh. Idexx Laboratories Inc.	09/03/2008	10/30/2009	1,593.81	1,749.43	-155.62
43 Sh. Idexx Laboratories Inc.	09/03/2008	11/02/2009	2,201.79	2,426.62	-224.83
129 Sh. Idexx Laboratories Inc.	09/03/2008	11/03/2009	6,552.99	7,279.87	-726.88
18 Sh. Idexx Laboratories Inc.	09/03/2008	11/04/2009	926.46	1,015.80	-89.34
53 Sh. Idexx Laboratories Inc.	09/03/2008	11/05/2009	2,715.55	2,990.95	-275.40
15 Sh. Intuitive Surgical, Inc.	12/22/2006	07/28/2009	3,304.19	1,463.14	1,841.05
33 Sh. Intuitive Surgical, Inc.	01/16/2007	07/28/2009	7,269.21	3,074.71	4,194.50
33 Sh. Mastercard Inc - Class A	09/25/2008	11/18/2009	7,553.66	6,483.56	1,070.10
286 Sh. Medtronic, Inc.	09/28/2006	02/09/2009	9,403.39	13,010.20	-3,606.81
285 Sh. Medtronic, Inc.	11/18/2003	02/27/2009	8,557.30	12,804.05	-4,246.75
124 Sh. Medtronic, Inc.	09/28/2006	02/27/2009	3,723.18	5,640.78	-1,917.60
800 Sh. Medtronic, Inc.	04/16/1997	04/29/2009	25,326.46	12,864.00	12,462.46
320 Sh. Medtronic, Inc.	10/08/1998	04/29/2009	10,130.59	7,947.84	2,182.75
445 Sh. Medtronic, Inc.	11/08/2001	04/29/2009	14,087.84	18,509.07	-4,421.23
95 Sh. Medtronic, Inc.	11/18/2003	04/29/2009	3,007.52	4,268.02	-1,260.50
137 Sh. MICROS Systems, Inc.	06/18/2007	03/27/2009	2,706.42	3,650.70	-944.28
335 Sh. MICROS Systems, Inc.	06/18/2007	03/27/2009	6,617.89	8,918.30	-2,300.41
327 Sh MICROS Systems, Inc.	06/18/2007	12/31/2009	10,234.73	8,705.33	1,529.40
123 Sh. MICROS Systems, Inc.	06/18/2007	12/31/2009	3,893.70	3,274.48	619.22
7 Sh. Microsoft Corp.	04/30/2003	05/22/2009	136.99	179.93	-42.94
150 Sh. Microsoft Corp.	06/19/2003	05/22/2009	2,935.44	3,933.00	-997.56
700 Sh. Microsoft Corp.	10/24/2003	05/22/2009	13,698.71	18,599.00	-4,900.29
183 Sh. Microsoft Corp.	04/30/2003	09/25/2009	4,673.92	4,703.83	-29.91
650 Sh. Microsoft Corp.	05/27/2003	09/25/2009	16,601.35	15,974.21	627.14
400 Sh. Microsoft Corp.	05/29/2003	09/25/2009	10,216.21	9,844.00	372.21
400 Sh. Microsoft Corp.	08/12/2003	09/25/2009	10,216.22	10,266.60	-50.38
460 Sh. Microsoft Corp.	03/21/2005	09/25/2009	11,748.65	11,168.80	579.85
480 Sh. Microsoft Corp.	04/06/2005	09/25/2009	12,259.46	11,942.40	317.06

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Dillon Fund (10198)**EIN: 13-6400226****Schedule D - Attachment****Dillon Trust Company****From: 01/01/2009 To: 12/31/2009**

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
355 Sh. Millipore Corporation	02/06/2007	05/04/2009	21,116.63	26,993.99	-5,877.36
90 Sh. Millipore Corporation	12/07/2007	05/04/2009	5,353.51	7,052.94	-1,699.43
20 Sh. Millipore Corporation	02/06/2007	07/16/2009	1,347.75	1,520.79	-173.04
164 Sh. Millipore Corporation	10/12/2007	07/16/2009	11,051.51	12,466.17	-1,414.66
61 Sh. Millipore Corporation	10/12/2007	07/16/2009	4,110.52	4,636.80	-526.28
115 Sh. Millipore Corporation	10/12/2007	10/30/2009	7,744.98	8,741.52	-996.54
56 Sh. Millipore Corporation	01/07/2008	10/30/2009	3,771.47	4,066.96	-295.49
31 Sh. NetApp, Inc.	08/03/2007	02/12/2009	499.61	750.97	-251.36
870 Sh. NetApp, Inc.	08/23/2007	02/12/2009	14,021.36	23,456.68	-9,435.32
700 Sh. NetApp, Inc.	10/05/2007	02/12/2009	11,281.56	18,421.34	-7,139.78
45 Sh. NetApp, Inc.	10/17/2007	02/12/2009	725.24	1,383.59	-658.35
745 Sh. NetApp, Inc.	08/03/2007	04/17/2009	13,055.56	18,047.63	-4,992.07
429 Sh. NetApp, Inc.	08/03/2007	11/16/2009	12,757.14	10,392.53	2,364.61
170 Sh. Parametric Technology Corp.	04/05/2002	01/08/2009	1,900.18	2,445.79	-545.61
239 Sh. Parametric Technology Corp.	12/15/2005	01/08/2009	2,671.43	3,524.00	-852.57
178 Sh. Parametric Technology Corp.	04/05/2002	01/08/2009	1,950.39	2,560.89	-610.50
198 Sh. Parametric Technology Corp.	08/12/2003	01/08/2009	2,178.89	1,500.30	678.59
43 Sh. Parametric Technology Corp.	08/12/2003	01/08/2009	472.21	325.82	146.39
394 Sh. Parametric Technology Corp.	04/24/2002	01/08/2009	4,322.78	4,604.68	-281.90
234 Sh. Parametric Technology Corp.	06/19/2003	01/08/2009	2,567.34	2,129.40	437.94
956 Sh. Parametric Technology Corp.	04/24/2002	01/08/2009	10,236.31	11,172.77	-936.46
574 Sh. Parametric Technology Corp.	05/06/2003	01/08/2009	5,984.09	4,861.06	1,123.03
516 Sh. Parametric Technology Corp.	05/29/2003	01/08/2009	5,379.42	4,140.90	1,238.52
173 Sh. Parametric Technology Corp.	08/12/2003	01/08/2009	1,803.57	1,310.86	492.71
96 Sh. Pepsico, Inc	09/17/2004	04/27/2009	4,700.06	4,744.65	-44.59
621 Sh. Pepsico, Inc	07/09/2003	05/29/2009	31,769.54	27,751.75	4,017.79
110 Sh. Pepsico, Inc	08/12/2003	05/29/2009	5,627.45	4,987.40	640.05
140 Sh. Pepsico, Inc	09/23/2003	05/29/2009	7,162.22	6,397.64	764.58
9 Sh. Pepsico, Inc	09/17/2004	05/29/2009	460.43	444.81	15.62
899 Sh. Pepsico, Inc	07/09/2003	05/29/2009	46,075.80	40,175.23	5,900.57
35 Sh. Schlumberger Ltd.	08/19/2008	11/19/2009	2,252.68	3,188.69	-936.01
185 Sh. Schlumberger Ltd.	09/29/2008	11/19/2009	11,907.00	14,100.90	-2,193.90
22 Sh. Schlumberger Ltd.	10/24/2008	11/19/2009	1,415.97	1,054.08	361.89
201 Sh. Stryker Corporation	11/12/2007	02/09/2009	8,391.78	13,827.30	-5,435.52
368 Sh. Stryker Corporation	03/16/2005	02/27/2009	12,635.69	17,237.45	-4,601.76
184 Sh. Stryker Corporation	11/12/2007	02/27/2009	6,317.84	12,657.82	-6,339.98
477 Sh. Stryker Corporation	03/16/2005	04/21/2009	17,539.93	22,343.11	-4,803.18
108 Sh. Stryker Corporation	03/28/2005	04/21/2009	3,971.31	5,034.60	-1,063.29
240 Sh. Stryker Corporation	03/22/2005	04/27/2009	9,367.01	11,105.23	-1,738.22
112 Sh. Stryker Corporation	03/28/2005	04/27/2009	4,371.27	5,221.07	-849.80
465 Sh. Stryker Corporation	03/31/2005	04/27/2009	18,148.57	20,315.94	-2,167.37

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Dillon Fund (10198)
EIN: 13-6400226

Schedule D - Attachment
Dillon Trust Company

From: 01/01/2009 To: 12/31/2009

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
495 Sh. Stryker Corporation	10/19/2005	04/27/2009	19,319.45	20,617.10	-1,297.65
282 Sh. Trimble Navigation Limited	01/07/2008	07/31/2009	6,788.74	7,730.33	-941.59
1000000 Sh. US Treasury N/B	02/12/2004	01/15/2009	1,000,000.00	1,000,000.00	0.00
576 Sh. Walgreen Co.	06/15/2004	02/26/2009	13,425.33	20,098.15	-6,672.82
1014 Sh. Walgreen Co.	06/15/2004	02/26/2009	23,616.02	35,381.13	-11,765.11
Regular Gain/Loss Totals:					-121,769.63
Account Totals:			4,225,922.15	4,347,691.78	-121,769.63

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The Dillon Fund (8967)**EIN: 13-6400226****Schedule D - Attachment
Dillon Trust Company****From: 01/01/2009 To: 12/31/2009**

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
170 Sh. Advance Auto Parts, Inc.	11/04/2009	11/25/2009	6,558.62	6,515.37	43.25
550 Sh. Aflac, Inc.	07/24/2008	03/03/2009	7,808.74	29,931.94	-22,123.20
190 Sh. Aflac, Inc.	07/24/2008	03/03/2009	2,790.32	10,340.12	-7,549.80
90 Sh. Alexion Pharmaceuticals, Inc.	10/16/2009	11/25/2009	4,035.52	4,140.34	-104.82
310 Sh. Alstom	11/04/2008	01/16/2009	14,611.22	17,292.85	-2,681.63
240 Sh. Alstom	11/04/2008	01/20/2009	10,912.08	13,388.01	-2,475.93
200 Sh. Alstom	11/05/2008	01/20/2009	9,093.40	10,695.10	-1,601.70
180 Sh. Ameriprise Financial, Inc. W/I	10/01/2009	11/25/2009	6,862.27	6,694.36	167.91
170 Sh. Ameriprise Financial, Inc. W/I	10/02/2009	11/25/2009	6,481.04	6,274.55	206.49
180 Sh. Amgen Inc.	10/22/2009	11/25/2009	10,300.51	10,216.51	84.00
190 Sh. Anadarko Petroleum Corporation	10/16/2009	11/25/2009	11,764.46	12,643.61	-879.15
390 Sh. Anglo American PLC	06/11/2009	11/25/2009	17,397.36	11,657.52	5,739.84
2040 Sh. ARM Holding plc	06/10/2009	11/25/2009	5,361.66	3,616.41	1,745.25
1260 Sh. ARM Holding plc	06/11/2009	11/25/2009	3,311.62	2,249.89	1,061.73
390 Sh. Avery Dennison Corp.	07/29/2009	11/25/2009	15,038.76	11,559.13	3,479.63
2037.015 Sh. Bank of America Corporation	07/29/2008	01/15/2009	16,427.82	53,325.00	-36,897.18
960 Sh. Bank of America Corporation	08/28/2009	11/25/2009	15,488.24	17,263.97	-1,775.73
1960 Sh. BJ Services Company	04/20/2009	07/30/2009	27,362.07	23,455.32	3,906.75
1110 Sh. BJ Services Company	04/21/2009	07/30/2009	15,495.87	13,027.18	2,468.69
130 Sh. BlackRock, Inc Class A	03/19/2009	08/28/2009	26,098.70	15,595.00	10,503.70
60 Sh. BlackRock, Inc Class A	03/20/2009	08/31/2009	11,915.40	6,925.49	4,989.91
190 Sh. BlackRock, Inc Class A	03/19/2009	08/31/2009	37,732.10	22,792.68	14,939.42
190 Sh. BNP Paribas	05/08/2009	11/25/2009	16,352.83	12,129.34	4,223.49
1480 Sh. BNP Paribas - RTS 10/13/09	05/08/2009	10/12/2009	3,016.57	0.00	3,016.57
30 Sh. Capital One Financial Corp.	08/10/2009	11/25/2009	1,153.76	1,031.13	122.63
370 Sh. Capital One Financial Corp.	08/07/2009	11/25/2009	14,229.68	12,743.73	1,485.95
250 Sh. Carefusion Crop.	09/02/2009	11/25/2009	6,660.23	4,654.75	2,005.48
80 Sh. Carefusion Crop.	09/03/2009	11/25/2009	2,131.27	1,494.00	637.27
140 Sh. Carlsberg A/S	09/11/2009	11/25/2009	10,118.07	10,568.45	-450.38
3570 Sh. Centrica plc	12/18/2008	11/25/2009	15,610.69	13,822.02	1,788.67
650 Sh. Comcast Corporation - CL A	06/30/2008	01/30/2009	9,560.53	12,242.17	-2,681.64
830 Sh. Comcast Corporation - CL A	06/30/2008	02/02/2009	12,085.15	15,632.30	-3,547.15
170 Sh. Continental Resources, Inc.	07/09/2009	08/06/2009	6,325.41	4,150.03	2,175.38
110 Sh. Continental Resources, Inc.	07/07/2009	08/10/2009	3,952.04	2,599.80	1,352.24
70 Sh. Continental Resources, Inc.	07/09/2009	08/10/2009	2,514.94	1,708.83	806.11
90 Sh. Continental Resources, Inc.	07/07/2009	08/21/2009	3,298.09	2,127.11	1,170.98
90 Sh. Continental Resources, Inc.	07/07/2009	08/24/2009	3,428.21	2,127.10	1,301.11
240 Sh. Continental Resources, Inc.	07/07/2009	09/08/2009	9,118.33	5,672.28	3,446.05
40 Sh. Continental Resources, Inc.	07/07/2009	09/09/2009	1,520.30	945.38	574.92
140 Sh. Continental Resources, Inc.	07/07/2009	11/25/2009	5,269.22	3,308.83	1,960.39
60 Sh. Continental Resources, Inc.	07/08/2009	11/25/2009	2,258.24	1,414.67	843.57

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The Dillon Fund (8967)**EIN: 13-6400226****Schedule D - Attachment****Dillon Trust Company****From: 01/01/2009 To: 12/31/2009**

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
280 Sh. Covidien Limited	11/25/2008	11/25/2009	13,019.41	10,371.31	2,648.10
110 Sh. Elan Corp PLC - ADR	08/07/2008	02/12/2009	831.21	1,239.03	-407.82
1760 Sh. Elan Corp PLC - ADR	08/07/2008	02/12/2009	13,299.37	19,946.78	-6,647.41
180 Sh. Elan Corp PLC - ADR	09/22/2008	02/12/2009	1,360.16	2,034.81	-674.65
1100 Sh. Elan Corp PLC - ADR	08/07/2008	02/13/2009	8,299.01	12,390.29	-4,091.28
280 Sh. Elan Corp PLC - ADR	08/07/2008	02/17/2009	1,997.92	3,153.89	-1,155.97
260 Sh. Elan Corp PLC - ADR	08/07/2008	02/18/2009	1,781.63	2,928.62	-1,146.99
20 Sh. Elan Corp PLC - ADR	09/23/2008	02/18/2009	137.05	221.41	-84.36
710 Sh. Elan Corp PLC - ADR	09/23/2008	02/19/2009	4,949.59	7,859.91	-2,910.32
140 Sh. Elan Corp PLC - ADR	09/23/2008	02/20/2009	917.94	1,549.84	-631.90
280 Sh. Elan Corp PLC - ADR	09/23/2008	02/23/2009	1,724.37	3,099.69	-1,375.32
240 Sh. Elan Corp PLC - ADR	09/23/2008	02/24/2009	1,514.03	2,656.87	-1,142.84
770 Sh. Ericsson (LM) Tel - Sp ADR	09/16/2009	11/25/2009	7,677.47	8,313.00	-635.53
1380 Sh. Ericsson (LM) Tel - Sp ADR	09/16/2009	12/18/2009	12,431.55	14,898.61	-2,467.06
880 Sh. Ericsson (LM) Tel - Sp ADR	09/16/2009	12/23/2009	8,139.00	9,500.57	-1,361.57
40 Sh. Ericsson (LM) Tel - Sp ADR	09/22/2009	12/23/2009	369.95	430.97	-61.02
80 Sh. FedEx Corporation	04/22/2009	11/25/2009	6,587.03	4,399.90	2,187.13
400 Sh. GameStop Corporation - CI A	07/07/2008	06/04/2009	9,421.51	15,851.28	-6,429.77
560 Sh. GameStop Corporation - CI A	07/08/2008	06/05/2009	13,472.30	21,804.27	-8,331.97
80 Sh. GameStop Corporation - CI A	07/03/2008	06/08/2009	1,896.82	3,116.88	-1,220.06
410 Sh. GameStop Corporation - CI A	07/07/2008	06/08/2009	9,721.22	16,247.56	-6,526.34
250 Sh. GameStop Corporation - CI A	07/03/2008	06/11/2009	6,252.74	9,740.25	-3,487.51
280 Sh. GameStop Corporation - CI A	07/08/2008	06/11/2009	7,003.06	10,902.14	-3,899.08
700 Sh. Genentech, Inc.	10/13/2008	03/27/2009	66,500.00	54,916.68	11,583.32
240 Sh. Genentech, Inc.	10/28/2008	03/27/2009	22,800.00	18,891.10	3,908.90
240 Sh. Genentech, Inc.	02/03/2009	03/27/2009	22,800.00	19,795.20	3,004.80
230 Sh. Genzyme Corporation	03/16/2009	11/25/2009	11,644.03	13,056.41	-1,412.38
70 Sh. Goldman Sachs Group	04/14/2009	08/28/2009	11,488.23	8,610.00	2,878.23
100 Sh. Goldman Sachs Group	03/13/2009	08/31/2009	16,206.06	9,770.60	6,435.46
30 Sh. Goldman Sachs Group	04/14/2009	08/31/2009	4,861.82	3,690.00	1,171.82
70 Sh. Goldman Sachs Group	03/13/2009	11/25/2009	11,976.69	6,839.42	5,137.27
430 Sh. HSBC Holdings plc - Spons ADR	12/16/2008	01/21/2009	15,082.50	23,571.87	-8,489.37
130 Sh. HSBC Holdings plc - Spons ADR	12/16/2008	01/22/2009	4,738.91	7,126.38	-2,387.47
380 Sh. HSBC Holdings plc - Spons ADR	12/16/2008	01/23/2009	13,217.69	20,830.95	-7,613.26
430 Sh. Intel Corp.	12/19/2008	11/25/2009	8,346.08	6,294.68	2,051.40
640 Sh. InterContinental Hotels Group	05/12/2009	11/25/2009	9,074.98	6,707.40	2,367.58
3670 Sh. Intesa Sanpaolo	05/08/2009	11/25/2009	16,638.85	12,725.26	3,913.59
140 Sh. Laboratory Corp of American H	05/08/2009	11/25/2009	10,387.17	9,167.13	1,220.04
300 Sh. Morgan Stanley Dean Witter	08/07/2009	11/25/2009	9,549.66	9,447.72	101.94
90 Sh. Nestle S.A. Registered Shares	12/16/2008	09/09/2009	3,710.77	3,322.31	388.46
100 Sh. Nestle S.A. Registered Shares	12/16/2008	09/10/2009	4,157.40	3,691.46	465.94

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The Dillon Fund (8967)

EIN: 13-6400226

Schedule D - Attachment
Dillon Trust Company

From: 01/01/2009 To: 12/31/2009

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
120 Sh. Nestle S.A. Registered Shares	12/16/2008	09/11/2009	5,024.02	4,429.75	594.27
160 Sh. Nestle S.A. Registered Shares	12/16/2008	09/14/2009	6,705.35	5,906.33	799.02
170 Sh. Nestle S.A. Registered Shares	12/16/2008	09/15/2009	7,111.84	6,275.48	836.36
390 Sh. Nestle S.A. Registered Shares	12/16/2008	11/25/2009	18,886.52	14,396.69	4,489.83
100 Sh. Noble Energy, Inc.	07/30/2009	11/25/2009	6,534.81	5,976.31	558.50
1600 Sh. Nokia - ADR A	06/12/2008	02/02/2009	19,294.77	41,308.00	-22,013.23
1170 Sh. Nokia - ADR A	06/12/2008	02/02/2009	14,109.30	30,336.46	-16,227.16
1340 Sh. Nokia - ADR A	06/13/2008	02/02/2009	16,159.37	34,811.99	-18,652.62
850 Sh. Nokia - ADR A	06/13/2008	02/02/2009	10,250.35	22,149.13	-11,898.78
570 Sh. Owens-Illinois, Inc.	01/26/2009	03/06/2009	5,650.14	12,322.60	-6,672.46
820 Sh. Owens-Illinois, Inc.	01/23/2009	03/09/2009	8,207.82	17,297.57	-9,089.75
920 Sh. Owens-Illinois, Inc.	01/26/2009	03/09/2009	9,208.78	19,889.11	-10,680.33
310 Sh. Pepsico, Inc	12/17/2008	11/25/2009	19,374.19	16,897.11	2,477.08
180 Sh. Petroleo Brasileiro S.A. - ADR	10/20/2009	11/25/2009	8,190.18	7,657.79	532.39
120 Sh. Petroleum Geo-Services ASA (PG	08/18/2008	04/15/2009	588.03	2,387.96	-1,799.93
620 Sh. Petroleum Geo-Services ASA (PG	08/19/2008	04/15/2009	3,038.18	12,448.21	-9,410.03
700 Sh. Petroleum Geo-Services ASA (PG	08/20/2008	04/15/2009	3,430.20	14,364.93	-10,934.73
1460 Sh. Petroleum Geo-Services ASA (PG	08/21/2008	04/15/2009	7,154.42	31,173.20	-24,018.78
650 Sh. Petroleum Geo-Services ASA (PG	08/13/2008	05/15/2009	3,359.26	12,685.50	-9,326.24
1620 Sh. Petroleum Geo-Services ASA (PG	08/14/2008	05/15/2009	8,372.30	32,130.35	-23,758.05
310 Sh. Petroleum Geo-Services ASA (PG	08/15/2008	05/15/2009	1,602.11	6,093.38	-4,491.27
410 Sh. Petroleum Geo-Services ASA (PG	08/18/2008	05/15/2009	2,118.92	8,158.85	-6,039.93
40 Sh. Petroleum Geo-Services ASA (PG	09/23/2008	05/15/2009	206.72	630.41	-423.69
630 Sh. Petroleum Geo-Services ASA (PG	09/23/2008	05/18/2009	3,331.68	9,929.04	-6,597.36
460 Sh. Petroleum Geo-Services ASA (PG	09/24/2008	05/18/2009	2,432.65	7,104.75	-4,672.10
750 Sh. Petroleum Geo-Services ASA (PG	09/25/2008	05/18/2009	3,966.28	11,428.17	-7,461.89
360 Sh. Petroleum Geo-Services ASA (PG	09/26/2008	05/18/2009	1,903.82	5,112.79	-3,208.97
260 Sh. Petroleum Geo-Services ASA (PG	09/29/2008	05/18/2009	1,374.98	3,282.92	-1,907.94
360 Sh. Petroleum Geo-Services ASA (PG	11/04/2008	05/18/2009	1,903.81	2,227.66	-323.85
1080 Sh. Petroleum Geo-Services ASA (PG	11/04/2008	05/19/2009	5,925.61	6,682.98	-757.37
870 Sh. Petroleum Geo-Services ASA (PG	11/06/2008	05/19/2009	4,773.40	4,580.46	192.94
180 Sh. Royal Dutch Shell PLC-ADR A	01/05/2009	11/25/2009	11,124.43	9,888.37	1,236.06
560 Sh. State Street Corp.	10/07/2008	05/29/2009	24,986.55	24,555.94	430.61
830 Sh. State Street Corp.	10/07/2008	08/07/2009	44,389.92	36,395.42	7,994.50
1250 Sh. Taiwan Semicon Manu Co Sp ADR	10/27/2008	04/06/2009	12,063.06	8,365.88	3,697.18
2190 Sh. Taiwan Semicon Manu Co Sp ADR	10/27/2008	04/07/2009	20,710.73	14,657.01	6,053.72
3360 Sh. Taiwan Semicon Manu Co Sp ADR	10/27/2008	04/14/2009	32,839.46	22,487.47	10,351.99
200 Sh. The Travelers Companies, Inc	03/13/2009	11/25/2009	10,600.65	7,456.64	3,144.01
210 Sh. Tullow Oil plc	10/16/2009	11/25/2009	4,390.83	4,297.50	93.33
140 Sh. Union Pacific Corp.	04/02/2009	07/28/2009	7,878.76	6,422.39	1,456.37
170 Sh. Union Pacific Corp	04/03/2009	07/28/2009	9,567.06	7,811.18	1,755.88

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The Dillon Fund (8967)

EIN: 13-6400226

**Schedule D - Attachment
Dillon Trust Company**

From: 01/01/2009 To: 12/31/2009

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
150 Sh. Union Pacific Corp.	03/16/2009	07/29/2009	8,375.33	5,979.77	2,395.56
160 Sh. Union Pacific Corp.	04/02/2009	07/29/2009	8,933.69	7,339.87	1,593.82
140 Sh. Union Pacific Corp.	03/16/2009	11/25/2009	9,003.85	5,581.11	3,422.74
440 Sh. Union Pacific Corp.	03/16/2009	12/11/2009	28,270.24	17,540.64	10,729.60
450 Sh. Union Pacific Corp.	03/16/2009	12/16/2009	29,171.36	17,939.30	11,232.06
20 Sh. Vestas Wind Systems A/S	04/29/2009	11/25/2009	1,471.37	1,250.24	221.13
60 Sh. Vestas Wind Systems A/S	04/30/2009	11/25/2009	4,414.11	3,964.87	449.24
430 Sh. Vestas Wind Systems A/S	04/27/2009	12/22/2009	24,495.96	24,794.36	-298.40
150 Sh. Vestas Wind Systems A/S	04/29/2009	12/22/2009	8,545.10	9,376.84	-831.74
530 Sh. Vodafone Group PLC - SP ADR	04/29/2009	11/25/2009	12,152.59	9,860.28	2,292.31
1060 Sh. Walgreen Co.	02/03/2009	10/22/2009	41,658.94	28,406.20	13,252.74
350 Sh. Walgreen Co.	02/04/2009	10/22/2009	13,755.31	9,760.59	3,994.72
320 Sh. Walgreen Co.	03/16/2009	10/22/2009	12,576.29	7,757.21	4,819.08
280 Sh. Walgreen Co.	03/13/2009	11/25/2009	11,017.92	6,682.03	4,335.89
120 Sh. Walgreen Co.	03/16/2009	11/25/2009	4,721.96	2,908.96	1,813.00
140 Sh. Wellpoint Inc.	08/06/2009	11/25/2009	7,689.55	7,070.49	619.06
140 Sh. Wellpoint Inc.	08/07/2009	11/25/2009	7,689.56	7,245.67	443.89
410 Sh. Wells Fargo Company	03/16/2009	10/29/2009	11,461.62	5,998.91	5,462.71
1090 Sh. Wells Fargo Company	03/19/2009	10/29/2009	30,471.15	18,312.22	12,158.93
290 Sh. Wells Fargo Company	03/16/2009	11/25/2009	8,081.11	4,243.14	3,837.97
240 Sh. Wells Fargo Company	03/20/2009	11/25/2009	6,687.81	3,430.42	3,257.39
580 Sh. Wyeth	02/24/2009	08/21/2009	27,748.05	24,589.51	3,158.54
270 Sh. Wyeth	02/26/2009	08/21/2009	12,917.20	11,297.45	1,619.75
130 Sh. Wyeth	02/26/2009	08/25/2009	6,251.78	5,439.51	812.27
40 Sh. Wyeth	02/26/2009	08/25/2009	1,918.71	1,673.70	245.01
170 Sh. Wyeth	02/26/2009	09/02/2009	8,098.13	7,113.21	984.92
80 Sh. Wyeth	02/26/2009	09/04/2009	3,812.74	3,347.39	465.35
150 Sh. Wyeth	02/26/2009	09/16/2009	7,186.31	6,276.36	909.95
840 Sh. Wyeth	02/25/2009	09/30/2009	40,767.43	35,140.90	5,626.53
450 Sh. Wyeth	02/26/2009	09/30/2009	21,839.69	18,829.08	3,010.61
Regular Gain/Loss Totals:					-93,285.99
Account Totals:			1,617,362.64	1,710,648.63	-93,285.99

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The Dillon Fund (8967)

EIN: 13-6400226

Schedule D - Attachment

Dillon Trust Company

From: 01/01/2009 To: 12/31/2009

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
145598.61 Sh. 5500 Fund (LP)	12/01/2006	12/01/2009	120,000.00	120,000.00	0.00
1150 Sh. Aflac, Inc.	12/03/2007	03/03/2009	16,327.38	72,368.24	-56,040.86
1120 Sh. Aflac, Inc.	12/30/2003	03/03/2009	16,183.46	40,232.19	-24,048.73
320 Sh. Aflac, Inc.	10/27/2004	03/03/2009	4,623.84	11,191.20	-6,567.36
1970 Sh. Aflac, Inc.	12/30/2003	03/03/2009	28,931.26	70,765.55	-41,834.29
220 Sh. Aflac, Inc.	07/28/2004	03/03/2009	3,230.90	8,422.97	-5,192.07
20 Sh. Alstom	10/27/2005	01/20/2009	909.34	474.27	435.07
240 Sh. Alstom	10/27/2005	01/21/2009	11,515.09	5,691.21	5,823.88
520 Sh. Alstom	10/31/2005	01/21/2009	24,949.36	12,156.30	12,793.06
40 Sh. Alstom	10/28/2005	01/22/2009	1,895.77	933.02	962.75
90 Sh. Alstom	10/31/2005	01/22/2009	4,265.47	2,103.97	2,161.50
300 Sh. Alstom	10/28/2005	01/23/2009	13,640.69	6,997.63	6,643.06
300 Sh. Alstom	10/28/2005	01/27/2009	14,274.97	6,997.62	7,277.35
220 Sh. Annaly Mortgage Management Inc	04/21/2008	05/29/2009	3,072.79	3,794.98	-722.19
910 Sh. Annaly Mortgage Management Inc	05/21/2008	05/29/2009	12,710.19	15,857.84	-3,147.65
360 Sh. Annaly Mortgage Management Inc	04/21/2008	08/07/2009	6,150.22	6,209.96	-59.74
790 Sh. Annaly Mortgage Management Inc	04/22/2008	08/07/2009	13,496.33	13,551.35	-55.02
810 Sh. Annaly Mortgage Management Inc	04/18/2008	08/10/2009	13,750.20	13,843.95	-93.75
370 Sh. Annaly Mortgage Management Inc	04/22/2008	08/10/2009	6,280.96	6,346.83	-65.87
450 Sh. Annaly Mortgage Management Inc	04/18/2008	11/25/2009	8,111.58	7,691.09	420.49
341 Sh. Apache Corporation	08/13/2007	10/16/2009	34,595.95	27,937.28	6,658.67
219 Sh. Apache Corporation	08/14/2007	10/16/2009	22,218.51	17,665.24	4,553.27
90 Sh. Apache Corporation	08/14/2007	11/25/2009	8,739.69	7,259.69	1,480.00
2449.575 Sh. Bank of America Corporation	11/13/2007	01/15/2009	19,754.98	157,923.63	-138,168.65
68.41 Sh. Bank of America Corporation	12/03/2007	01/15/2009	551.70	4,732.34	-4,180.64
0.35 Sh. Bank of America Corporation	12/03/2007	01/16/2009	4.59	24.21	-19.62
150 Sh. BE Aerospace, Inc.	06/06/2007	11/25/2009	2,939.52	5,782.41	-2,842.89
280 Sh. BE Aerospace, Inc.	12/03/2007	11/25/2009	5,487.10	13,189.74	-7,702.64
640 Sh. BE Aerospace, Inc.	06/06/2007	12/11/2009	14,185.17	24,671.62	-10,486.45
140 Sh. BE Aerospace, Inc.	06/07/2007	12/11/2009	3,103.01	5,346.67	-2,243.66
540 Sh. BE Aerospace, Inc.	06/07/2007	12/14/2009	12,071.28	20,622.87	-8,551.59
520 Sh. BE Aerospace, Inc.	06/07/2007	12/15/2009	11,721.17	19,859.06	-8,137.89
20 Sh. BE Aerospace, Inc.	06/07/2007	12/16/2009	456.22	763.81	-307.59
70 Sh. BE Aerospace, Inc.	07/30/2008	12/16/2009	1,596.77	1,787.34	-190.57
190 Sh. BE Aerospace, Inc.	08/01/2008	12/16/2009	4,334.09	4,837.38	-503.29
620 Sh. BE Aerospace, Inc.	07/31/2008	12/16/2009	14,142.83	16,282.44	-2,139.61
240 Sh. BioMarin Pharmaceutical Inc.	09/30/2008	11/25/2009	4,000.72	6,374.09	-2,373.37
366 Sh. BNP Paribas	12/30/2003	02/03/2009	12,713.79	22,603.89	-9,890.10
180 Sh. BNP Paribas	12/21/2005	02/03/2009	6,252.69	14,407.95	-8,155.26
214 Sh. BNP Paribas	03/31/2006	02/03/2009	7,433.75	18,053.39	-10,619.64
380 Sh. BNP Paribas	12/30/2003	02/10/2009	14,350.75	23,468.52	-9,117.77

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The Dillon Fund (8967)

EIN: 13-6400226

Schedule D - Attachment

Dillon Trust Company

From: 01/01/2009 To: 12/31/2009

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
394 Sh. BNP Paribas	12/30/2003	02/12/2009	13,188.37	24,333.15	-11,144.78
246 Sh. BNP Paribas	05/18/2004	02/12/2009	8,234.36	14,355.68	-6,121.32
574 Sh. BNP Paribas	05/18/2004	02/13/2009	19,755.04	33,496.58	-13,741.54
0.655 Sh. Boskalis Westminster - CVA	06/06/2007	06/17/2009	14.66	25.62	-10.96
140.655 Sh. Boskalis Westminster - CVA	05/29/2007	11/25/2009	5,896.16	5,224.74	671.42
190 Sh. Boskalis Westminster - CVA	06/01/2007	11/25/2009	7,964.66	7,250.29	714.37
189.345 Sh. Boskalis Westminster - CVA	06/06/2007	11/25/2009	7,937.20	7,405.25	531.95
30 Sh. Boskalis Westminster - CVA	06/07/2007	11/25/2009	1,257.58	1,156.88	100.70
30.655 Sh. Boskalis Westminster - CVA	05/23/2007	12/02/2009	1,280.51	1,095.21	185.30
19.345 Sh. Boskalis Westminster - CVA	05/29/2007	12/02/2009	808.07	718.59	89.48
130 Sh. Boskalis Westminster - CVA	05/30/2007	12/02/2009	5,430.31	4,735.66	694.65
150 Sh. Boskalis Westminster - CVA	05/31/2007	12/02/2009	6,265.74	5,554.21	711.53
80.655 Sh. Boskalis Westminster - CVA	05/18/2007	12/03/2009	3,367.19	2,879.90	487.29
140 Sh. Boskalis Westminster - CVA	05/22/2007	12/03/2009	5,844.72	4,999.76	844.96
99.345 Sh. Boskalis Westminster - CVA	05/23/2007	12/03/2009	4,147.46	3,549.30	598.16
30 Sh. Boskalis Westminster - CVA	05/17/2007	12/04/2009	1,224.43	1,064.09	160.34
69.345 Sh. Boskalis Westminster - CVA	05/18/2007	12/04/2009	2,830.27	2,476.06	354.21
100.655 Sh. Boskalis Westminster - CVA	05/24/2007	12/04/2009	4,108.17	3,569.37	538.80
370 Sh. BP PLC - Spons ADR	12/30/2003	11/25/2009	21,717.96	18,192.12	3,525.84
190 Sh. Chevron Corporation	08/31/2005	11/25/2009	14,990.36	11,697.90	3,292.46
50 Sh. China Mobile (Hong Kong) Limit	10/29/2008	11/25/2009	2,426.86	2,038.12	388.74
120 Sh. China Mobile (Hong Kong) Limit	11/07/2008	11/25/2009	5,824.47	5,197.15	627.32
640 Sh. Cisco Systems, Inc.	03/09/2005	11/25/2009	15,166.46	11,868.99	3,297.47
20 Sh. Cisco Systems, Inc.	03/10/2005	11/25/2009	473.95	373.08	100.87
160 Sh. Cisco Systems, Inc.	03/11/2005	11/25/2009	3,791.61	2,940.77	850.84
50 Sh. Cisco Systems, Inc.	03/21/2005	11/25/2009	1,184.88	897.32	287.56
1880 Sh. Comcast Corporation - CL A	12/10/2007	02/02/2009	27,373.58	34,662.88	-7,289.30
1130 Sh. Comcast Corporation - CL A	12/10/2007	11/25/2009	16,942.33	20,834.60	-3,892.27
30 Sh. Credit Suisse Group	12/21/2005	11/25/2009	1,658.98	1,542.66	116.32
220 Sh. Credit Suisse Group	03/13/2006	11/25/2009	12,165.89	12,326.38	-160.49
100 Sh. Credit Suisse Group	12/03/2007	11/25/2009	5,529.95	6,021.22	-491.27
280 Sh. Credit Suisse Group	06/21/2005	12/01/2009	14,874.29	11,288.94	3,585.35
120 Sh. Credit Suisse Group	12/21/2005	12/01/2009	6,374.70	6,170.63	204.07
220 Sh. Credit Suisse Group	06/21/2005	12/02/2009	11,378.32	8,869.88	2,508.44
40 Sh. Google Inc - Class A	11/05/2007	11/25/2009	23,410.16	28,693.70	-5,283.54
72 Sh. Google Inc - Class A	11/05/2007	12/01/2009	42,396.79	51,648.67	-9,251.88
180 Sh. Hologic, Inc.	08/23/2007	08/06/2009	2,580.45	4,711.82	-2,131.37
100 Sh. Hologic, Inc.	08/24/2007	08/06/2009	1,433.58	2,627.25	-1,193.67
80 Sh. Hologic, Inc.	12/03/2007	08/06/2009	1,146.87	2,659.53	-1,512.66
1000 Sh. Hologic, Inc.	02/21/2008	08/06/2009	14,335.82	29,878.85	-15,543.03
40 Sh. Hologic, Inc.	02/22/2008	08/06/2009	573.43	1,160.60	-587.17

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The Dillon Fund (8967)**EIN: 13-6400226****Schedule D - Attachment****Dillon Trust Company****From: 01/01/2009 To: 12/31/2009**

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
360 Sh. Hologic, Inc.	03/03/2008	08/06/2009	5,160.90	10,734.77	-5,573.87
230 Sh. Hologic, Inc.	08/23/2007	08/07/2009	3,319.50	6,020.65	-2,701.15
320 Sh. Hologic, Inc.	08/20/2007	11/25/2009	4,661.07	7,931.25	-3,270.18
50 Sh. Hologic, Inc.	08/23/2007	11/25/2009	728.29	1,308.84	-580.55
280 Sh. Hologic, Inc.	08/22/2007	11/25/2009	4,078.43	7,068.56	-2,990.13
190 Sh. Honeywell Inc.	12/20/2005	11/25/2009	7,327.94	7,273.35	54.59
210 Sh. Honeywell Inc.	12/21/2005	11/25/2009	8,099.30	8,059.80	39.50
30 Sh. Honeywell Inc.	12/03/2007	11/25/2009	1,157.04	1,709.97	-552.93
230 Sh Int'l Business Machines Corp.	10/09/2008	11/25/2009	29,439.80	21,452.35	7,987.45
150 Sh. Int'l Business Machines Corp.	10/09/2008	12/02/2009	19,145.28	13,990.67	5,154.61
70 Sh. Int'l Business Machines Corp.	10/13/2008	12/02/2009	8,934.47	6,300.53	2,633.94
200 Sh. Johnson Matthey PLC	11/07/2006	09/16/2009	4,895.63	5,643.54	-747.91
130 Sh. Johnson Matthey PLC	11/07/2006	09/17/2009	3,179.33	3,668.30	-488.97
120 Sh. Johnson Matthey PLC	11/08/2006	09/17/2009	2,934.77	3,367.18	-432.41
370 Sh. Johnson Matthey PLC	11/06/2006	09/18/2009	8,646.09	10,302.63	-1,656.54
140 Sh. Johnson Matthey PLC	11/08/2006	09/18/2009	3,271.49	3,928.38	-656.89
100 Sh. Johnson Matthey PLC	11/06/2006	09/21/2009	2,304.36	2,784.50	-480.14
130 Sh. Johnson Matthey PLC	11/01/2006	09/22/2009	3,071.42	3,589.94	-518.52
20 Sh. Johnson Matthey PLC	11/06/2006	09/22/2009	472.53	556.90	-84.37
310 Sh. Johnson Matthey PLC	11/01/2006	09/23/2009	7,290.23	8,560.63	-1,270.40
290 Sh. Johnson Matthey PLC	11/01/2006	09/24/2009	6,585.48	8,008.34	-1,422.86
10 Sh. Johnson Matthey PLC	11/01/2006	11/25/2009	260.60	276.15	-15.55
510 Sh. Johnson Matthey PLC	11/02/2006	11/25/2009	13,290.48	14,024.32	-733.84
1250 Sh. Juniper Networks, Inc.	06/02/2006	05/08/2009	26,829.18	21,549.00	5,280.18
90 Sh. Juniper Networks, Inc.	06/02/2006	05/08/2009	1,931.70	1,539.58	392.12
2360 Sh. Juniper Networks, Inc	06/02/2006	07/22/2009	60,300.93	40,371.10	19,929.83
60 Sh. Mastercard Inc - Class A	09/30/2008	11/25/2009	14,370.41	10,737.11	3,633.30
150 Sh. Microsoft Corp.	08/07/2007	07/20/2009	3,636.28	4,420.97	-784.69
630 Sh. Microsoft Corp	08/09/2007	07/20/2009	15,272.38	18,649.95	-3,377.57
130 Sh. Microsoft Corp.	12/03/2007	07/20/2009	3,151.44	4,359.56	-1,208.12
410 Sh. Microsoft Corp.	02/05/2008	07/20/2009	9,939.17	12,097.46	-2,158.29
1800 Sh. Microsoft Corp.	02/01/2008	07/20/2009	43,635.38	55,870.56	-12,235.18
910 Sh. Microsoft Corp	08/07/2007	11/25/2009	26,980.35	26,820.52	159.83
190 Sh. Newmont Mining Corporation (Ho	12/01/2006	11/25/2009	10,245.10	8,914.95	1,330.15
10 Sh. Newmont Mining Corporation (Ho	12/03/2007	11/25/2009	539.22	496.61	42.61
390 Sh. Novartis AG - ADR	02/01/2006	11/25/2009	21,732.35	21,695.43	36.92
620 Sh. Petroleo Brasileiro S.A. - ADR	04/13/2007	02/17/2009	14,115.52	14,624.96	-509.44
940 Sh. Petroleo Brasileiro S.A. - ADR	04/13/2007	02/18/2009	20,606.09	22,173.33	-1,567.24
1530 Sh. Petroleo Brasileiro S.A. - ADR	04/13/2007	02/19/2009	34,396.04	36,090.64	-1,694.60
1060 Sh. Praxair, Inc.	12/30/2003	05/08/2009	77,814.18	40,287.10	37,527.08
150 Sh. Praxair, Inc.	12/21/2005	05/08/2009	11,011.44	7,998.00	3,013.44

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The Dillon Fund (8967)

EIN: 13-6400226

Schedule D - Attachment

Dillon Trust Company

From: 01/01/2009 To: 12/31/2009

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
30 Sh. Praxair, Inc.	12/03/2007	05/08/2009	2,202.29	2,555.33	-353.04
620 Sh. Praxair, Inc.	12/30/2003	05/11/2009	44,656.46	23,564.15	21,092.31
40 Sh. Praxair, Inc.	12/30/2003	05/12/2009	2,870.63	1,520.27	1,350.36
210 Sh. Praxair, Inc.	01/26/2004	05/12/2009	15,070.78	7,523.46	7,547.32
490 Sh. Praxair, Inc.	01/27/2004	05/12/2009	35,165.17	17,932.58	17,232.59
600 Sh Republic Services Inc. CI A	04/17/2007	11/25/2009	16,853.87	17,077.44	-223.57
100 Sh. Republic Services Inc. CI A	12/03/2007	11/25/2009	2,808.98	3,319.17	-510.19
310 Sh. Rogers Communications -CI B	10/30/2008	11/25/2009	9,441.46	8,713.22	728.24
90 Sh. Schneider Electric SA	12/21/2005	11/25/2009	10,301.23	7,970.97	2,330.26
10 Sh. Schneider Electric SA	11/01/2006	11/25/2009	1,144.58	1,046.77	97.81
367 Sh. Smiths Group plc	08/16/2004	11/25/2009	5,878.17	7,121.64	-1,243.47
393 Sh. Smiths Group plc	12/21/2005	11/25/2009	6,294.61	10,641.74	-4,347.13
290 Sh. State Street Corp.	10/07/2008	11/25/2009	12,044.70	12,716.47	-671.77
2480 Sh. Total SA - Spons ADR	12/30/2003	10/16/2009	155,683.20	111,184.04	44,499.16
160 Sh. Vallourec SA	04/07/2006	05/15/2009	18,281.62	35,940.56	-17,658.94
10 Sh. Vallourec SA	04/07/2006	05/18/2009	1,145.96	2,246.29	-1,100.33
70 Sh. Vallourec SA	04/10/2006	05/18/2009	8,021.71	15,525.42	-7,503.71
80 Sh. Vallourec SA	04/10/2006	05/19/2009	9,744.87	17,743.34	-7,998.47
100 Sh. Wal-Mart Stores, Inc.	12/30/2003	09/09/2009	5,119.37	5,285.18	-165.81
70 Sh. Wal-Mart Stores, Inc.	02/14/2005	09/09/2009	3,583.56	3,668.03	-84.47
170 Sh. Wal-Mart Stores, Inc.	02/14/2005	09/10/2009	8,628.67	8,908.07	-279.40
380 Sh. Wal-Mart Stores, Inc.	02/14/2005	09/11/2009	19,245.78	19,912.15	-666.37
380 Sh. Wal-Mart Stores, Inc.	02/14/2005	11/25/2009	20,830.91	19,912.15	918.76
410 Sh. Yum! Brands, Inc.	10/09/2008	11/25/2009	14,495.51	11,676.67	2,818.84
220 Sh. Zimmer Holdings, Inc.	01/08/2008	10/14/2009	11,407.98	15,138.49	-3,730.51
200 Sh. Zimmer Holdings, Inc.	01/08/2008	10/15/2009	10,385.49	13,762.26	-3,376.77
220 Sh. Zimmer Holdings, Inc.	01/08/2008	10/16/2009	11,428.94	15,138.49	-3,709.55
160 Sh. Zimmer Holdings, Inc.	01/08/2008	11/25/2009	9,357.42	11,009.81	-1,652.39
Regular Gain/Loss Totals:					-284,293.50
Account Totals:			1,889,136.18	2,173,429.68	-284,293.50
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**THE DILLON FUND
2009 FORM 990-PF
PART XV 3 GRANTS/CONTRIBUTIONS**

ORGANIZATION	ADDRESS	DESCRIPTION	AMOUNT
AMERICAN ART THERAPY ASSOCIATION	225 N Fairfax Street, Alexandria, VA 22314	Research Fund	\$1,500
American Friends of Bierancourt, Inc.	8 West 38th Street, NY 10018	Annual Operational Requirements	\$5,000
AMERICAN HOSPITAL OF PARIS FOUND	575 Madison Avenue, 10th FL, New York, NY 10022	Building the Future Capital Campaign	\$139,675
ARTISTS FOR CHARITY	925B Peachtree NE, Atlanta, GA 30309	Annual Operational Requirements	\$5,000
Association of Baltimore Area Grantmakers	2 East Read Street, Baltimore, MD 21202	Annual Operational Requirements	\$1,000
AUTISM SPEAKS	5455 Wilshire Blvd, #2250, Los Angeles, CA 90036	Annual Operational Requirements	\$2,000
BELFAST MASKERS	PO Box 1017, Belfast, ME 04915	In memory of David Outerbridge	\$1,000
Bretton Woods Committee	1726 M. Street, NW, Suite 200, Washington, D.C. 20036	Annual Operational Requirements	\$1,000
CAFAmerica (for McGill Univ Health Centre Foundat)	1800 Diagonal Road, #150, Alexandria, VA 22314	To benefit Ride with Lance/D O'Donnel Fund	\$1,000
CANINE COMPANIONS FOR INDEPENDENCE	Miller Family Campus, 286 Middle Is. Rd., Medford, NY1176	Annual Operational Requirements	\$9,000
Carnegie Council on Ethics & Int'l Affairs	170 East 64th Street, New York, NY 10065	Annual Operational Requirements/Other	\$7,000
CENTER FOR URBAN FAMILIES	2201 N. Monroe Street, Baltimore, Maryland 21217	Annual Operational Requirements	\$2,000
Central Park Conservancy	14 East 60th Street, New York, NY 10022	Annual Operational Requirements	\$5,000
CHANGING WINDS INC.	PO Box 801, Fairfield, CT 06824	Annual Operational Requirements	\$5,000
Chesapeake Bay Foundation	6 Herndon Avenue, Annapolis, MD 21403	Annual Giving	\$4,500
CONNECTICUT AUDUBON SOCIETY	314 Unquowa Road, Fairfield, CT 06824	In support of education and conservation	\$3,000
Council on Foreign Relations	58 E. 68th Street, New York, NY 10065	Annual Giving	\$5,000
DOWNTOWN SAILING CENTER	1425 Key Highway, Baltimore, Maryland 21230	General Operating Fund	\$2,000
Eaglebrook School	Pine Nook Road, Deerfield, MA 01342	General Operating Fund	\$4,000
FRIENDS OF MCGILL UNI, INC.	PO Box 372, New Rochelle, NY 10804	Women's Healthy Heart Program	\$8,000
FRIENDS OF THE SEMEL INSTITUTE	760 Westwood Plaza 37-439, Los Angeles, CA 90024	In support of awareness of arts/mental health	\$3,000
FRIENDS OF ACADIA	43 Cottage Street, Bar Harbor, ME	Annual Operational Requirements	\$1,000
THE GEFFEN PLAYHOUSE	10886 Le Conte Avenue, Los Angeles, CA 90024	Annual Operational Requirements	\$3,000
Gracie Square Hospital, Inc.	420 East 76th St New York, NY 10075	In support of The Dual Focus Program	\$3,000
Groton School	Box 991, Groton, MA 01450-0991	Annual Fund	\$65,000
GOULD ACADEMY	39 Church Street, Bethel, ME 04217	In support of financial aid requests	\$50,000
HABITAT FOR HUMANITY	1470 Barnum Avenue, Bridgeport, CT 06610	In memory of Davis Sill	\$1,000
Harvard School of Public Health	401 Park Drive, East Atrium, 3rd FL, Boston, MA 02215	Annual Operational Needs/Other	\$90,000
Harvard University	1737 Cambridge St., Cambridge, MA 02138	Annual Operational Requirements	\$3,000
HOSPICE OF HANCOCK COUNTY	14 McKenzie Avenue, Ellsworth, ME 04605	Annual Operational Requirements	\$1,000
HUMAN RIGHTS WATCH	350 Fifth Avenue, 34th FL, New York, NY 10118	Annual Operational Requirements	\$4,000
Ladew Topiary Gardens	3535 Jarrettsville Pike, Monkton, MD 21111	Annual Operational Requirements	\$2,000
Living Classrooms Foundation	802 South Caroline Street, Baltimore, MD 21231	Annual Operational Requirements/ other	\$9,500

**THE DILLON FUND
2009 FORM 990-PF
PART XV 3 GRANTS/CONTRIBUTIONS**

ORGANIZATION	ADDRESS	DESCRIPTION	AMOUNT
LOS ANGELES PHILHARMONIC ASSOC.	151 South Grand Avenue, Los Angeles, CA 90012	Annual Operational Requirements	\$1,500
MAINE SEA COAST MISSION	127 West Street, Bar Harbor, ME 04609	Annual Operational Requirements	\$2,000
MAKING HEADWAY FOUNDATION, INC.	115 King Street, Chappaqua, NY 10514	Annual Operational Requirements	\$5,000
MASSACHUSETTS GENERAL HOSPITAL	165 Cambridge Street, #600, Boston, MA 02114	In support of Depression Studies	\$5,000
MARYLAND SPCA	3300 Falls Road, Baltimore, MD 21211	General Operating Fund	\$3,000
Metropolitan Museum of Art	1000 Fifth Ave, New York, NY 10028	Acquisitions Fund/others	\$141,000
MOUNT DESERT NURSING ASSOCIATION	12 Summit Road, Northeast Harbor, ME 04662	Annual Fund	\$10,000
Mystic Seaport Museum	PO Box 6000, Mystic CT 06355	Annual Fund/Other	\$5,000
NATURE CONSERVANCY, MARYLAND/D.C.	5410 Grosvenor Lane, #100, Bethesda, MD 20814	Annual Operational Requirements/Other	\$55,000
NATURE CONSERVANCY, WEST VIRGINIA	5410 Grosvenor Lane, #100, Bethesda, MD 20814	Annual Operational Requirements	\$50,000
NATURE CONSERVANCY	5410 Grosvenor Lane, #100, Bethesda, MD 20814	African Grasslands Initiative	\$250,000
New York -Presbyterian Hospital	525 East Sixty-Eighth Street, New York, NY 10065	Annual Budgetary Needs	\$10,000
NORTHEAST HARBOR AMBULANCE SERVICE	PO Box 122, Northeast Harbor, ME 04662	Annual Operational Requirements	\$4,000
OPEN SOCIETY INSTITUTE-BALTIMORE	201 North Charles Street, #1300, Baltimore, MD 21201	Annual Operational Requirements	\$2,500
Operation Smile	c/o Integra Realty, 1133 Ave of the Amer, NY, NY 10036	Special Grant	\$5,000
PARTNERS IN HEALTH	641 Huntington Avenue, Boston, MA 02115	Annual Operational Requirements	\$9,000
PARTNERSHIP FOR A DRUG-FREE AMERICA	405 Lexington Avenue, New York, NY 10174	Contribution to special support program	\$2,000
THE COMMUNITY COALITION	209 Church Street, Phoenixville, PA 18480	Support for Collaboration of Services	\$5,000
The Paul Klebnikov Fund	505 Park Avenue, 20th FL, New York, NY 10022	Special Grant	\$2,000
The Society of Cincinnati	2118 Massachusetts Avenue, NW Wash. DC 20008	Annual Fund	\$2,000
Thirteen/WNET	450 West 33 rd Street, NY, NY 10001	Annual Fund	\$1,000
TIBET POVERTY ALLEVIATION FUND	663 Green Street, Cambridge, MA 02139	Special Grant	\$1,000
TURTLE KEY ARTS TRUST	Ladbroke Hall, 79 Barlby Road, London W10 6AZ	Annual Budgetary Needs	\$100,000
Visiting Nurse Service of New York	1675 Broadway, 18th FL, New York, NY 10019	Annual Budgetary Needs	\$1,000
Total			\$1,119,175
DID NOT FILE WITH RETURN			
* Relationships of donees to any person having an interest in this organization:			
Susan S. Dillon is a trustee emeritus of Ladew Topiary Gardens.			
Phyllis D. Collins is on the board of directors of Carnegie Council on Ethics & International Affairs.			
Phyllis D. Collins is on the advisory committee for the Friends of Asian Art of the Metropolitan Museum of Art.			
Phyllis D. Collins is on the visiting committee for Harvard School of Public Health			

**THE DILLON FUND
 2009 FORM 990-PF
 PART XV 3 GRANTS/CONTRIBUTIONS**

ORGANIZATION	ADDRESS	DESCRIPTION	AMOUNT
Phyllis D. Collins	is on the advisory board of the Harvard School of Public Health, Dept of Population and International Health		
Mark M. Collins	is a trustee of Living Classrooms Foundation.		
Mark M. Collins	is a trustee of the Groton School.		
Mark M. Collins	is a trustee of the Nature Conservancy, Maryland/D.C. Chapter		
Mark M. Collins	is a trustee of the Association of Baltimore Grantmakers		

Form **8868**
(Rev April 2009)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

Department of the Treasury
Internal Revenue Service

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box.
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization The Dillon Fund	Employer identification number 13-6400226
	Number, street, and room or suite number. If a P.O. box, see instructions. 99 Park Ave 24th Floor	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10016	

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

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

• The books are in the care of. ▶ James J. Ruddy

Telephone No. ▶ 212-315-8300 FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 2009 or

▶ tax year beginning _____, 20____, and ending _____, 20____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,028.
b If this application is for Form 990 PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	19,499.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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

Form **8868** (Rev. 4-2009)