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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation THE FRANCIS J. DIXON FOUNDATION		A Employer identification number 25-1600852
Number and street (or P O box number if mail is not delivered to street address) P O BOX 333	Room/suite	B Telephone number (717) 272-4581
City or town, state, and ZIP code LEBANON, PA 17042		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,599,323. (Part I, column (d) must be on cash basis.)	J Accounting method. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,000,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		195,013.	195,013.		STATEMENT 1
4 Dividends and interest from securities		174,107.	174,107.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<513,563.>			
b Gross sales price for all assets on line 6a		6,013,957.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<149,362.>	40,841.		STATEMENT 3
12 Total. Add lines 1 through 11		2,706,195.	409,961.		
13 Compensation of officers, directors, trustees, etc		14,000.	0.		14,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		678.	0.		678.
b Accounting fees STMT 5		1,655.	0.		1,655.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		8,223.	0.		8,223.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		405,430.	17,639.		1,357.
24 Total operating and administrative expenses. Add lines 13 through 23		429,986.	17,639.		25,913.
25 Contributions, gifts, grants paid		364,700.			364,700.
26 Total expenses and disbursements. Add lines 24 and 25		794,686.	17,639.		390,613.
27 Subtract line 26 from line 12		1,911,509.			
a Excess of revenue over expenses and disbursements			392,322.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

9/8
15

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	190,000.		
2 Savings and temporary cash investments	3,800,621.	1,076,316.	1,076,316.
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			
7 Other notes and loans receivable ▶			
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			
b Investments - corporate stock			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 8)	4,829,678.	9,655,492.	9,523,007.
16 Total assets (to be completed by all filers)	8,820,299.	10,731,808.	10,599,323.
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			
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	8,820,299.	10,731,808.	
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	8,820,299.	10,731,808.	
31 Total liabilities and net assets/fund balances	8,820,299.	10,731,808.	

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	8,820,299.
2 Enter amount from Part I, line 27a	2	1,911,509.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,731,808.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,731,808.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 6,013,957.		6,564,551.	<513,563.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<513,563.>

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	<513,563.>
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) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2009	355,652.	7,291,002.	.048780
2008	313,135.	5,783,262.	.054145
2007	201,763.	5,341,317.	.037774
2006	124,500.	3,301,504.	.037710
2005	114,730.	2,704,874.	.042416

2 Total of line 1, column (d)	2	.220825
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	.044165
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,805,468.
5 Multiply line 4 by line 3	5	344,728.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,923.
7 Add lines 5 and 6	7	348,651.
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	390,613.

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

1a 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 instructions)		1	3,923.
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		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	3,923.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,923.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	6,851.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations - tax withheld at source		7	6,851.
c Tax paid with application for extension of time to file (Form 8868)		8	1.
d Backup withholding erroneously withheld		9	
7 Total credits and payments Add lines 6a through 6d		10	2,927.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 2,927. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► OFFICERS, FRANCIS J. DIXON FOUNDATI Telephone no ► (717) 272-4581 Located at ► PO BOX 333, LEBANON, PA ZIP+4 ► 17042			
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 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► CAYMAN ISLANDS	16	Yes X	No

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 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) 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 ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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 9		14,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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	6,306,879.
b	Average of monthly cash balances	1b	1,617,454.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,924,333.
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	7,924,333.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,865.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,805,468.
6	Minimum investment return. Enter 5% of line 5	6	390,273.

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	390,273.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,923.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,923.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	386,350.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	386,350.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	386,350.

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	390,613.
b	Program-related investments - total from Part IX-B	1b	0.
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	390,613.
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	5	3,923.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	386,690.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				386,350.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			23,844.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 390,613.				
a Applied to 2009, but not more than line 2a			23,844.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				366,769.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				19,581.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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 the 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))

FRANK DIXON

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

DIXON FOUNDATION
PO BOX 333, LEBANON, PA 17042

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

ONE TO TWO PAGE LETTER OUTLINEING GRANT REQUEST

c Any submission deadlines

N/A

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

NUMEROUS

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]


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

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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

Sign Here Richard P. Scott 11/10/11 PRESIDENT

Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name THOMAS I. SIEGEL CPA	Preparer's signature 	Date 11/09/11	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ STANILLA, SIEGEL AND MASER PC			Firm's EIN ▶	
	Firm's address ▶ 825 NORMAN DRIVE LEBANON, PA 170427445			Phone no 717-273-1683	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

Employer identification number

THE FRANCIS J. DIXON FOUNDATION

25-1600852

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE FRANCIS J. DIXON FOUNDATION

25-1600852

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FRANCIS J. DIXON PO BOX 333 LEBANON, PA 17042	\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE FRANCIS J. DIXON FOUNDATION

25-1600852

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE FRANCIS J. DIXON FOUNDATION

25-1600852

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Schedule K-1

2010

Schedule K-1

FINAL RETURN
2010

Schedule K-1

FINAL RETURN
2010

Schedule K-1

FINAL RETURN
2010

Schedule K-1

2010

Schedule K-1

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Schedule K-1

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Schedule K-1

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Schedule K-1

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Schedule K-1

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Schedule K-1

2010

Schedule K-1

2010

Schedule K-1

2010

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1785 BP PLC	P	VARIOUS	VARIOUS
b 20000 ALCOA	P	12/03/08	03/10/10
c 3000 BARCLAY BANK PLC 7.75%	P	11/30/07	12/22/10
d 20000 FULT	P	VARIOUS	03/10/10
e 300 PNC FINANCIAL	P	02/17/05	03/10/10
f 995 WELLS FARGO	P	02/26/08	03/10/10
g FUTURES PORFOLIO LP K-1			
h FUTURES PORFOLIO LP K-1			
i MISC			
j 573 ANGLO AMERN PLC ADR NEW	P	VARIOUS	04/05/10
k 2 ANGLO AMERN PLC ADR NEW	P	VARIOUS	04/05/10
l 19638 ALLIANCEBERNSTEIN INCOME	P	VARIOUS	12/16/10
m 700 ISHARES TR BARCLAYS US A	P	VARIOUS	11/30/10
n 1338 ISHARES TR BARCLAYS US A	P	VARIOUS	11/30/10
o 0.388 ISHARES TR BARCLAYS US A	P	VARIOUS	11/30/10

(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 55,011.		100,129.	<45,118.>
b 274,117.		185,800.	88,317.
c 74,529.		75,000.	<471.>
d 191,816.		233,485.	<41,669.>
e 17,132.		15,803.	1,329.
f 29,434.		173,132.	<143,698.>
g			<1,652.>
h			19,255.
i			44.
j 12,182.		6,712.	5,470.
k 43.		23.	20.
l 147,826.		163,525.	<15,699.>
m 75,231.		75,227.	4.
n 143,804.		143,790.	14.
o 42.		42.	0.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<45,118.>
b			88,317.
c			<471.>
d			<41,669.>
e			1,329.
f			<143,698.>
g			<1,652.>
h			19,255.
i			44.
j			5,470.
k			20.
l			<15,699.>
m			4.
n			14.
o			0.

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 }

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)
If (loss), enter "-0-" in Part I, line 8 }

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	600 ISHARES TR BARCLAYS US A	P	VARIOUS	11/30/10
b	600 ISHARES TR BARCLAYS US A	P	VARIOUS	11/30/10
c	1996.988 ARTISAN INT'L INVESTOR C	P	VARIOUS	02/08/10
d	2549.26 ARTISAN INT'L SMALL CAP	P	VARIOUS	02/08/10
e	261 ALLEGHENY ENERGY INC	P	VARIOUS	04/05/10
f	100 BROOKFIELD ASSET MGMT IN	P	VARIOUS	04/05/10
g	100 BROOKFIELD ASSET MGMT IN	P	VARIOUS	04/05/10
h	616 BROOKFIELD ASSET MGMT IN	P	VARIOUS	04/05/10
i	27 BHP BILLITON LTD SPON AD	P	VARIOUS	04/05/10
j	14000 BEIJING CAPITAL INT'L AI	P	VARIOUS	04/05/10
k	270 MARKET VECTORS ETF TR GA	P	VARIOUS	04/05/10
l	4430.515 BARON PARTNERS FUND	P	VARIOUS	02/08/10
m	150 BERKSHIRE HATHAWAY INC D	P	VARIOUS	04/05/10
n	323 CARNIVAL CORP PAIRED CTF	P	VARIOUS	04/05/10
o	44 CNOOC LTD SPONSORED ADR	P	VARIOUS	04/05/10

(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 64,483.		64,480.	3.
b 64,479.		64,480.	<1.>
c 36,864.		46,163.	<9,299.>
d 41,196.		59,963.	<18,767.>
e 5,954.		14,459.	<8,505.>
f 2,534.		3,897.	<1,363.>
g 2,538.		3,897.	<1,359.>
h 15,633.		24,006.	<8,373.>
i 2,165.		1,556.	609.
j 8,582.		14,560.	<5,978.>
k 6,905.		5,647.	1,258.
l 65,793.		104,596.	<38,803.>
m 12,205.		10,693.	1,512.
n 12,639.		12,783.	<144.>
o 7,351.		3,927.	3,424.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			3.
b			<1.>
c			<9,299.>
d			<18,767.>
e			<8,505.>
f			<1,363.>
g			<1,359.>
h			<8,373.>
i			609.
j			<5,978.>
k			1,258.
l			<38,803.>
m			1,512.
n			<144.>
o			3,424.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 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)
If (loss), enter "-0-" in Part I, line 8 }

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a 531 CHINA UNICOM LTD SPONS A	P	VARIOUS	04/05/10
b 34 CME GROUP	P	VARIOUS	04/05/10
c 238 CENOVUS ENERGY INC COM	P	VARIOUS	04/05/10
d 379 DE LA RUE PLC LA RUE CO	P	VARIOUS	04/05/10
e 212 DISNEY WALT CO DEL	P	VARIOUS	04/05/10
f 1933 DNP SELECT INCOME FD INC	P	VARIOUS	12/16/10
g 275 DREYFUS CASH MGMT	P	VARIOUS	01/27/10
h 1179.4 DREYFUS CASH MGMT	P	VARIOUS	02/18/10
i 0.03 DREYFUS CASH MGMT	P	VARIOUS	03/25/10
j 754645.24 DREYFUS CASH MGMT	P	VARIOUS	03/25/10
k 431970.14 DREYFUS CASH MGMT	P	VARIOUS	03/31/10
l 151015.09 DREYFUS CASH MGMT	P	VARIOUS	04/05/10
m 70000 DREYFUS CASH MGMT	P	VARIOUS	04/21/10
n 2807.15 DREYFUS CASH MGMT	P	VARIOUS	04/22/10
o 219992.66 DREYFUS CASH MGMT	P	VARIOUS	04/23/10

(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 5,914.		5,479.	435.
b 10,708.		8,437.	2,271.
c 6,091.			6,091.
d 5,170.		5,803.	<633.>
e 7,393.		4,741.	2,652.
f 17,451.		17,505.	<54.>
g 275.		275.	0.
h 1,179.		1,179.	0.
i			0.
j 754,645.		754,645.	0.
k 431,970.		431,970.	0.
l 151,015.		151,015.	0.
m 70,000.		70,000.	0.
n 2,807.		2,807.	0.
o 219,993.		219,993.	0.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			435.
b			2,271.
c			6,091.
d			<633.>
e			2,652.
f			<54.>
g			0.
h			0.
i			0.
j			0.
k			0.
l			0.
m			0.
n			0.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 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) If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 19036 DREYFUS CASH MGMT	P	VARIOUS	04/29/10
b 150000 DREYFUS CASH MGMT	P	VARIOUS	05/06/10
c 94268.23 DREYFUS CASH MGMT	P	VARIOUS	07/01/10
d 55932.16 DREYFUS CASH MGMT	P	VARIOUS	07/07/10
e 118323.95 DREYFUS CASH MGMT	P	VARIOUS	07/09/10
f 28987.3 DREYFUS CASH MGMT	P	VARIOUS	07/20/10
g 148477.98 DREYFUS CASH MGMT	P	VARIOUS	07/22/10
h 3977.73 DREYFUS CASH MGMT	P	VARIOUS	07/23/10
i 100024 DREYFUS CASH MGMT	P	VARIOUS	07/26/10
j 77173.26 DREYFUS CASH MGMT	P	VARIOUS	08/03/10
k 28000 DREYFUS CASH MGMT	P	VARIOUS	08/25/10
l 2886.42 DREYFUS CASH MGMT	P	VARIOUS	10/21/10
m 200000 DREYFUS CASH MGMT	P	VARIOUS	11/24/10
n 487.99 DREYFUS CASH MGMT	P	VARIOUS	11/26/10
o 129876.11 DREYFUS CASH MGMT	P	VARIOUS	12/02/10

(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 19,036.		19,036.	0.
b 150,000.		150,000.	0.
c 94,268.		94,268.	0.
d 55,932.		55,932.	0.
e 118,324.		118,324.	0.
f 28,987.		28,987.	0.
g 148,478.		148,478.	0.
h 3,978.		3,978.	0.
i 100,024.		100,024.	0.
j 77,173.		77,173.	0.
k 28,000.		28,000.	0.
l 2,886.		2,886.	0.
m 200,000.		200,000.	0.
n 488.		488.	0.
o 129,876.		129,876.	0.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			0.
i			0.
j			0.
k			0.
l			0.
m			0.
n			0.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 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) If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a 215000 DREYFUS CASH MGMT	P	VARIOUS	12/14/10
b 238 ENCANA CORP	P	VARIOUS	04/05/10
c 1120 ISHARES TR MSCI EMERGING	P	VARIOUS	05/25/10
d 469 EL PASO CORP COM	P	VARIOUS	04/05/10
e 3400 FIRST TR ISE REVERE NAT	P	VARIOUS	10/05/10
f 402 FEDERAL NAT'L MTG ASSN	P	VARIOUS	04/05/10
g 51126.258 FIDELITY ADVISOR INTERME	P	VARIOUS	11/30/10
h 98 GENZYME CORP COM	P	VARIOUS	04/05/10
i 325 HONG KONG EXCHANGES AN	P	VARIOUS	04/05/10
j 575 HONG KONG EXCHANGES AN	P	VARIOUS	04/05/10
k 2000 HENDERSON LAND DEVELOP	P	VARIOUS	04/05/10
l 162 HUANENG POWER INT'L INC	P	VARIOUS	04/05/10
m 194 ICICI BK LTD ADR	P	VARIOUS	04/05/10
n 406 IMPERIAL OIL LTD COM NEW	P	VARIOUS	04/05/10
o 100 IMPERIAL OIL LTD COM NEW	P	VARIOUS	04/05/10

(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 215,000.		215,000.	0.
b 7,267.		16,109.	<8,842.>
c 41,372.		47,372.	<6,000.>
d 5,057.		7,265.	<2,208.>
e 55,778.		52,859.	2,919.
f 400.		17,428.	<17,028.>
g 522,491.		532,732.	<10,241.>
h 5,107.		5,166.	<59.>
i 5,358.		3,315.	2,043.
j 9,619.		5,865.	3,754.
k 14,302.		8,752.	5,550.
l 3,818.		6,734.	<2,916.>
m 8,410.		7,502.	908.
n 15,616.		15,992.	<376.>
o 3,842.		3,939.	<97.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			0.
b			<8,842.>
c			<6,000.>
d			<2,208.>
e			2,919.
f			<17,028.>
g			<10,241.>
h			<59.>
i			2,043.
j			3,754.
k			5,550.
l			<2,916.>
m			908.
n			<376.>
o			<97.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 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)
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a 3828.138 KEELEY SMALL CAP	P	VARIOUS	02/08/10
b 749 LONDON STOCK EXCHANGE	P	VARIOUS	04/05/10
c 122 CHINA LIFE INS CO LTD SP	P	VARIOUS	04/05/10
d 280 LEGG MASON	P	VARIOUS	04/05/10
e 232 LENDER PROCESSING SVCS I	P	VARIOUS	04/05/10
f 279 LEUCADIA NAT'L CORP	P	VARIOUS	04/05/10
g 32 MASTERCARD INC CL	P	VARIOUS	04/05/10
h 7008.351 MATTHEWS ASIAN GROWTH	P	VARIOUS	02/08/10
i 1923 MFS CHARTER INCOME TRUST	P	VARIOUS	12/20/10
j 4906.64 MARISCO GROWTH FUND	P	VARIOUS	02/08/10
k 455 NASDAQ OMX GROUP INC	P	VARIOUS	04/05/10
l 286 NYSE EURONET	P	VARIOUS	04/05/10
m 246 GAZPROM O A O SPONSORED	P	VARIOUS	04/05/10
n 1746 POWERSHARES EXCHANGE TR	P	VARIOUS	05/13/10
o 270 PHILIP MORRIS INTL INC C	P	VARIOUS	04/05/10

(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 71,548.		95,851.	<24,303.>
b 7,954.		18,935.	<10,981.>
c 8,727.		6,635.	2,092.
d 8,162.		22,187.	<14,025.>
e 8,960.		9,903.	<943.>
f 6,961.		9,081.	<2,120.>
g 8,073.		6,575.	1,498.
h 107,718.		116,192.	<8,474.>
i 17,258.		17,603.	<345.>
j 75,415.		86,513.	<11,098.>
k 9,587.		14,737.	<5,150.>
l 8,460.		23,601.	<15,141.>
m 5,615.		10,074.	<4,459.>
n 42,342.		47,425.	<5,083.>
o 14,177.		14,386.	<209.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<24,303.>
b			<10,981.>
c			2,092.
d			<14,025.>
e			<943.>
f			<2,120.>
g			1,498.
h			<8,474.>
i			<345.>
j			<11,098.>
k			<5,150.>
l			<15,141.>
m			<4,459.>
n			<5,083.>
o			<209.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 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)
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	100 RRI ENERGY INC COM	P	VARIOUS	04/05/10
b	200 RRI ENERGY INC COM	P	VARIOUS	04/05/10
c	96 RRI ENERGY INC COM	P	VARIOUS	04/05/10
d	1630 RRI ENERGY INC COM	P	VARIOUS	04/05/10
e	5 RIO TINTO PLC SPONSORED	P	VARIOUS	04/05/10
f	2286.022 SELECTED AMERICAN SHARES 2/8/10	P	VARIOUS	02/08/10
g	1844.013 THORNBURG INT'L VALUE FU 11/30/10	P	VARIOUS	11/30/10
h	2121 ISHARES TR BARCLAYS TIPS 12/16/10	P	VARIOUS	12/16/10
i	2029.759 TURNER EMERGING GROWTH I 2/8/10	P	VARIOUS	02/08/10
j	100 GRUPO TELEVISIA SA DE CV A 4/5/10	P	VARIOUS	04/05/10
k	100 GRUPO TELEVISIA SA DE CV 4/5/10	P	VARIOUS	04/05/10
l	297 GRUPO TELEVISIA SA DE CV 4/5/10	P	VARIOUS	04/05/10
m	327 TIME WARNER INC NEW COM 4/5/10	P	VARIOUS	04/05/10
n	VORNADO RLTY TR	P	VARIOUS	04/05/10
o	MISC			

(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	381.	1,077.	<696.>
b	762.	2,155.	<1,393.>
c	362.	1,034.	<672.>
d	6,214.	17,561.	<11,347.>
e	1,162.	1,516.	<354.>
f	81,085.	82,102.	<1,017.>
g	50,950.	47,763.	3,187.
h	226,722.	228,859.	<2,137.>
i	75,324.	99,511.	<24,187.>
j	2,095.	2,037.	58.
k	2,091.	2,037.	54.
l	6,223.	6,050.	173.
m	10,249.	11,020.	<771.>
n	5,199.	2,311.	2,888.
o			<90.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<696.>
b			<1,393.>
c			<672.>
d			<11,347.>
e			<354.>
f			<1,017.>
g			3,187.
h			<2,137.>
i			<24,187.>
j			58.
k			54.
l			173.
m			<771.>
n			2,888.
o			<90.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 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)
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FS INVESTMENTS CAPITAL GAIN DISTRIBUTION			
b	SLG INVESTMENT CAPITAL GAIN DISTRIBUTION			
c	SLG INVESTMENT CAPITAL GAIN DISTRIBUTION			
d	CSW LENDER	P		
e	CATHAM INVESTMENT K-1			
f	1293 BGZ	P		VARIOUS
g	37 TBT	P		VARIOUS
h	POWERSHARES DB COMMODITY K-1			
i	POWERSHARES DB COMMODITY K-1			
j	POWERSHARES DB COMMODITY K-1			
k	POWERSHARES DB AGRICULTURE			
l	KINDERMORGAN			
m	ENTERPRISE PRODUCTS PARTNERS			
n	PROSHARES GOLD			
o				

(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			4,877.
b			3,806.
c			2,326.
d		149,106.	<149,106.>
e			2,834.
f	16,996.	24,161.	<7,165.>
g	1,199.	1,449.	<250.>
h			<1.>
i			50.
j			1,558.
k			1,787.
l			<24.>
m			<11.>
n			2,272.
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			4,877.
b			3,806.
c			2,326.
d			<149,106.>
e			2,834.
f			<7,165.>
g			<250.>
h			<1.>
i			50.
j			1,558.
k			1,787.
l			<24.>
m			<11.>
n			2,272.
o			

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	<513,563.>
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ENTERPRISE PRODUCT PARTNERS	18.
INVESTMENT INCOME	194,789.
KINDERMORGAN ENERGY	190.
POWERSHARES DB AGRICULTURE FUND	3.
POWERSHARES DB COMMODITY TRACKING	5.
PROSHARS ULTRA GOLD	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	195,013.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CATHAM	24,981.	0.	24,981.
CLBW	10,091.	0.	10,091.
DIVIDEND INCOME	138,556.	0.	138,556.
KINDERMORGAN ENERGY	76.	0.	76.
OTHER	403.	0.	403.
TOTAL TO FM 990-PF, PART I, LN 4	174,107.	0.	174,107.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	40,864. <23.>	40,864. <23.>	
MINORITY INVESTMENT PARTNERSHIP			
PASS THROUGH	<177,594.>	0.	
POWERSHARES DB	<39.>	0.	
POWERSHARS DB AGRICULTURE	<24.>	0.	
KINDERMORGAN ENERGY PTRS	<12,321.>	0.	
ENTERPRISE PRODUCT PTRS	<205.>	0.	
PROSHARES GOLD	<20.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<149,362.>	40,841.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	678.	0.		678.
TO FM 990-PF, PG 1, LN 16A	678.	0.		678.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,655.	0.		1,655.
TO FORM 990-PF, PG 1, LN 16B	1,655.	0.		1,655.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	8,223.	0.		8,223.
TO FORM 990-PF, PG 1, LN 18	8,223.	0.		8,223.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	495.	0.		495.
OFFICE	109.	0.		112.
INSURANCE	750.	0.		750.
LIFE INSURNACE	386,437.	0.		0.
INVESTMENT FEES	17,639.	17,639.		0.
TO FORM 990-PF, PG 1, LN 23	405,430.	17,639.		1,357.

FORM 990-PF	OTHER ASSETS		STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
INVESTMENTS	4,547,846.	9,494,607.	9,362,122.	
CSV LIFE INSURANCE	281,832.	160,885.	160,885.	
TO FORM 990-PF, PART II, LINE 15	4,829,678.	9,655,492.	9,523,007.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANK DIXON PO BOX 333 LEBANON, PA 17042	CHAIRMAN EMERITUS 10.00	0.	0.	0.
JOANN WHITE PO BOX 333 LEBANON, PA 17042	TREASURER 5.00	2,000.	0.	0.
TIMOTHY HUBER PO BOX 333 LEBANON, PA 17042	DIRECTOR 1.00	2,000.	0.	0.
RICHARD SCOTT PO BOX 333 LEBANON, PA 17042	CHAIRMAN 10.00	2,000.	0.	0.
THOMAS SIEGEL PO BOX 333 LEBANON, PA 17042	DIRECTOR 1.00	2,000.	0.	0.
DANIEL DIXON PO BOX 333 LEBANON, PA 17042	DIRECTOR 1.00	2,000.	0.	0.
THOMAS DIXON PO BOX 333 LEBANON, PA 17042	DIRECTOR 1.00	2,000.	0.	0.

ROBERT J. PHILLIPS
PO BOX 333
LEBANON, PA 17042

PRESIDENT
5.00

2,000.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

14,000.

0.

0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
RICHLAND COMMUNITY LIBRARY 111. E MAIN STREET RICHLAND, PA 17087	LIBRARY FUNCTIONS		1,200.
MENONITE CENTRAL COMMITTEE 900 EAST HOWELL STREET PHILADELPHIA, PA 19149	HAITI EARTHQUAKE RELIEF		100,000.
SARCC 615 CUMBERLAND STREET LEBANON, PA 17042	QUALIFIED ACTIVITIES		2,200.
VOLUNTEERS IN MED MATCHING GRANT SOUTH 8TH STREET LEBANON, PA 17042			108,000.
DVI LEBANON LEBANON, PA 17042	QUALIFIED ACTIVITIES		5,000.
HACC CLASSIC SCHOLARSHIP 1 HACC DRIVE HARRISBURG, PA 17110	SCHOLARSHIPS		10,000.
HACC FOUNDATION 1 HACC DRIVE HARRISBURG, PA 17110	TUITION ASSISTANCE GRANT PROGRAM		75,000.

THE FRANCIS J. DIXON FOUNDATION

25-1600852

LEBANON COUNTY CHRISTIAN
MINISTRIES
250 SOUTH 7TH STREET LEBANON,
PA 17042

INDIGENT SERVICES

10,000.

LEBANON VALLEY EDUCATION
PARTNERSHIP
101 NORTH COLLEGE AVE.
ANNVILLE, PA 17003

SCHOLARSHIPS

500.

SPECIAL OLYMPICS
P.O. BOX 1018 LEBANON, PA 17042

SPECIAL OLYMPICS

1,000.

UNITED WAY OF LEBANON COUNTY
PO BOX 1164 LEBANON, PA 17042

2010 CAMPAIGN

50,000.

LVCA
WILLOWS STREET LEBANON, PA
17042

QUALIFIED ACTIVITIES

800.

ELCO ROTARY
WILLOWS STREET MYERSTOWN, PA
17042

QUALIFIED ACTIVITIES

1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

364,700.

FORM 990-PF

OTHER REVENUE

STATEMENT 11

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
MINORITY INVESTMENT	531390				
PARTNERSHIP PASS THROUGH		<177,594.>			
POWERSHARES DB	900099	<39.>			
POWERSHARS DB AGRICULTURE	900099	<24.>			
KINDERMORGAN ENERGY PTRS	900099	<12,321.>			
ENTERPRISE PRODUCT PTRS	900099	<205.>			
PROSHARES GOLD		<20.>			
TOTAL TO FORM 990-PF, PG 11, LN 11		<190,203.>			

2010 OWNERSHIP SCHEDULE

TAXPAYER NAME: THE FRANCIS J DIXON FOUNDAT
TAXPAYER ACCOUNT NUMBER: 897 0023736084
TAXPAYER FEDERAL ID: 25-1600852 / CORPORATION
CUSTODIAL TAX ID:
TRUST FEDERAL ID : 26-2928618

Receipt of a 2010 Ownership Schedule is NOT proof of ownership

This schedule contains a summary of your ownership in the ProShares Ultra Gold (UGL) from your original purchase date through December 31, 2010 only, and does not reflect information for other investments (including other ProShares investments) you may have. Ownership information was provided from your broker's or nominee's records.

This Ownership Schedule has been used to calculate your allocable share of income, expenses and capital gains (short term and long term) reported on the K-1. If your records do not agree with the information reported on this Ownership Schedule, then the amounts reported on the K-1 and Sales Schedule may also be incorrect.

If you find an error or incomplete information please contact us by May 31, 2011 to make the necessary changes to this schedule. You may do this in one of three ways:

- 1) Contact the investor support team at 1-866-949-5540. A representative will assist you in making the necessary changes and a revised tax package will be sent to you.
- 2) Visit the investor support website at www.taxpackagesupport.com/proshares where you can view your tax package and make changes online.
- 3) Make changes directly on the Ownership Schedule (including any explanations), sign and date the schedule in the designated area. Please remember to include a daytime phone number where you can be reached. Then, mail or fax the updated schedule as instructed below. Your tax information will be updated and a revised tax package will be sent to you.

If you sold Shares during 2010, this Ownership Schedule assumes that you sold the oldest Shares that you purchased. If you prefer to apply the sale to a different selection of Shares, please contact our investor support team at 1-866-949-5540. A representative will assist you in making the necessary changes and a revised tax package will be sent to you.

If the Ownership Schedule is the only schedule containing information, then the ownership history that the Trust received from the broker or nominee for your account is inaccurate or incomplete. Please contact our investor support team at 1-866-949-5540 for instructions on how to proceed.

Investor Support Team

Phone 1-866-949-5540
Fax (866) 554-3842
Foreign Investor line (972) 248-5396

Investor Support Website

www.taxpackagesupport.com/proshares

Mailing Address for Changes to Ownership Schedule

ProShare Capital Management LLC
P O Box 799060
Dallas, TX 75379-9060

Ownership Schedule Terms

Transaction Description - This is the type of transaction for the group of shares involved.

Transaction Date - This is the date on which the transaction occurred as reported to the Trust by the broker or nominee.

Source of Information - This column indicates the broker code of the party who reported the transaction to the Trust.

Shares - This is the number of ownership interests associated with each transaction.

The tax information provided in this package and reflected on the schedules provided to you is based on existing federal and state laws and regulations as interpreted by the Trustee. Before undertaking any tax filing, you should both refer to the appropriate federal and state income tax laws and consult with your general tax advisor.

TRANSACTION	DATE	SOURCE OF INFORMATION	SHARES
DESCRIPTION			
AC BUY	05/17/2010	897	122.0000
AC BUY	08/27/2010	897	17.0000
AC BUY	12/08/2010	897	181.0000

END OF YEAR SHARES

320.0000



Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **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.

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization FRANCIS J. DIXON FOUNDATION	Employer identification number 25-1600852
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P O BOX 333	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LEBANON, PA 17042	

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

0 4

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

OFFICERS, FRANCIS J. DIXON FOUNDATI

- The books are in the care of ► **PO BOX 333 - LEBANON, PA 17042**

Telephone No. ► **(717) 272-4581**

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2010** or
► ☐ tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 3,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 3,000.

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.

LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2011)