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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE FRANCIS J. DIXON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

P O BOX 333

A Employer identification number

25-1600852

B Telephone number

(717) 272-4581

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year J Accounting method Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) _____

► \$ 12,473,608. (Part I, column (d) must be on cash basis)

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		0.		N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		185,960.	185,960.		STATEMENT 1
4 Dividends and interest from securities		281,564.	281,564.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)		32,853.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	5,078,223.				
7 Capital gain net income (from Part IV, line 2)			32,853.		
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		<334,798.►	<25,968.►		STATEMENT 3
12 Total. Add lines 1 through 11		165,579.	474,409.		
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					
b Accounting fees	STMT 4	3,454.	0.	RECEIVED	3,454.
c Other professional fees					
17 Interest					
18 Taxes	STMT 5	17,360.	0.88	NOV 25 2012	17,360.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	180,970.	23,938.		6,245.
24 Total operating and administrative expenses. Add lines 13 through 23		215,784.	23,938.		41,059.
25 Contributions, gifts, grants paid		544,900.			544,900.
26 Total expenses and disbursements Add lines 24 and 25		760,684.	23,938.		585,959.
27 Subtract line 26 from line 12		<595,105.►			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			450,471.		
c Adjusted net income (if negative, enter -0-)				N/A	

6/4

Assets	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
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		1,625,206.	3,444,986.
	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 7)		9,934,910.	7,520,025.
	16 Total assets (to be completed by all filers)		11,560,116.	10,965,011.
				12,473,608.
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 ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted		11,560,116.	10,965,011.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	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		11,560,116.	10,965,011.
	31 Total liabilities and net assets/fund balances		11,560,116.	10,965,011.

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 11,560,116.
2 Enter amount from Part I, line 27a	2 <595,105.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 10,965,011.
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 10,965,011.

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 STATEMENT				
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	5,078,223.		5,045,370.		32,853.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					32,853.
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	32,853.	
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	{ 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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	516,127.	10,902,611.	.047340
2010	386,690.	7,805,468.	.049541
2009	355,652.	7,291,002.	.048780
2008	313,135.	5,783,262.	.054145
2007	201,763.	5,341,317.	.037774

2 Total of line 1, column (d)

2 .237580

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 .047516

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 11,885,070.

5 Multiply line 4 by line 3

5 564,731.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 4,505.

7 Add lines 5 and 6

7 569,236.

8 Enter qualifying distributions from Part XII, line 4

8 585,959.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	4,505.
	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	
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	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
3	Add lines 1 and 2	4,505.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
5	Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0-	4,505.
6	Credits/Payments	
6a	2012 estimated tax payments and 2011 overpayment credited to 2012	5,000.
6b	Exempt foreign organizations - tax withheld at source	
6c	Tax paid with application for extension of time to file (Form 8868)	
6d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	5,000.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	45.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	► 9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	► 10 450.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 450. Refunded ► 11 0.	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	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 ► \$ 0. (2) On foundation managers ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b 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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA		
8b	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 2012 or the taxable year beginning in 2012 (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	

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
Website address ►	N/A		
14	The books are in care of ► OFFICERS, FRANCIS J. DIXON FOUNDATION 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	<input type="checkbox"/> N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ► GUERNSEY	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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"/> X 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"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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"/> X 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2012?	1c	<input checked="" type="checkbox"/> X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	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	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ► 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	
4	

Part IX-B Summary of Program-Related Investments

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	
Total. Add lines 1 through 3 ► 0.	

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	10,113,326.
b Average of monthly cash balances	1b	1,952,735.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	12,066,061.
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	12,066,061.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,991.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,885,070.
6 Minimum investment return Enter 5% of line 5	6	594,254.

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	594,254.
2a Tax on investment income for 2012 from Part VI, line 5	2a	4,505.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,505.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	589,749.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	589,749.
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	589,749.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	585,959.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	585,959.
b Cash distribution test (attach the required schedule)	5	4,505.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	581,454.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				589,749.
2 Undistributed income, if any, as of the end of 2012			19,039.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 585,959.			19,039.	
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount				566,920.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:		0.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				22,829.
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 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AHA LEBANON 335 S. 8TH STREET LEBANON, PA 17042			PUBLIC HEALTH	800.
ARC OF LEBANON COUNTY 2569 WALNUT STREET HARRISBURG, PA 17103			QUALIFIED ACTIVITIES	5,400.
ELCO ROTARY WILLOWS STREET MYERSTOWN, PA 17042			QUALIFIED ACTIVITIES	1,000.
GSH HEALTH SERVICES FOUNDATION 259 SOUTH FOURTH STREET LEBANON, PA 17042			LEBANON COUNTY HEALTH	200,000.
HACC FOUNDATION 1 HACC DRIVE HARRISBURG, PA 17110			TUITION ASSITANCE GRANT PROGRAM	47,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 544,900.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	185,960.	
4 Dividends and interest from securities			14	281,564.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<25,968.>	
8 Gain or (loss) from sales of assets other than inventory			18	32,853.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MINORITY INVESTMENT					
b PARTNERSHIP PASS THROUGH	531390	<308,830.>			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		<308,830.>		474,409.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	165,579.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
FINANCIAL INVESTMENTS	

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 WACHOVIA GAIN			P	VARIOUS	VARIOUS
b WACHOVIA GAIN			P	VARIOUS	VARIOUS
c WACHOVIA GAIN			P	VARIOUS	VARIOUS
d FINANCIAL NETWORK			P	VARIOUS	VARIOUS
e FINANCIAL NETWORK			P	VARIOUS	VARIOUS
f FINANCIAL NETWORK			P	VARIOUS	VARIOUS
g FINANCIAL NETWORK			P	VARIOUS	VARIOUS
h FINANCIAL NETWORK			P	VARIOUS	VARIOUS
i SCHWAB			P	VARIOUS	VARIOUS
j SCHWAB			P	VARIOUS	VARIOUS
k KBS			P	VARIOUS	VARIOUS
l LOSS DISTRIBUTED ON K-1 TYPE INVESTMENTS				VARIOUS	VARIOUS
m SCWAB			P	VARIOUS	VARIOUS
n					
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 1,786,458.		1,791,717.	<5,259.>		
b 128,155.		128,295.	<140.>		
c 162,096.		145,127.	16,969.		
d 661,769.		709,609.	<47,840.>		
e 551,892.		514,475.	37,417.		
f 858.		858.	0.		
g 629,017.		623,471.	5,546.		
h 160,601.		151,134.	9,467.		
i 318,331.		321,559.	<3,228.>		
j 34,263.		53,942.	<19,679.>		
k 644,783.		585,073.	59,710.		
l		5,693.	<5,693.>		
m		14,417.	<14,417.>		
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")		
(i) F MV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (i), if any			
a			<5,259.>		
b			<140.>		
c			16,969.		
d			<47,840.>		
e			37,417.		
f			0.		
g			5,546.		
h			9,467.		
i			<3,228.>		
j			<19,679.>		
k			59,710.		
l			<5,693.>		
m			<14,417.>		
n					
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	32,853.	
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	

THE FRANCIS J. DIXON FOUNDATION

25-1600852

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUBILEE MINISTRIES 235 S 12TH STREET LEBANON, PA 17042			SERVICES FOR POOR AND INCARCERATED	
LEB CO BICYCLE COALITION YOUTH LEBANON LEBANON, PA 17042			LEBANON COUNTY HEALTH AND SAFETY	
LEB FAMILY HEALTH SERVICES 615 CUMBERLAND STREET LEBANON, PA 17042			LEBANON COUNTY HEALTH	3,300.
LEBANON COUNTY CHRISTIAN MINISTRIES 250 SOUTH 7TH STREET LEBANON, PA 17042			INDIGENT SERVICES	10,000.
LEBANON FAMILY YMCA 201 NORTH 7TH STREET LEBANON, PA 17046			LEBANON COUNTY HEALTH	
LEBANON HIGH ALUMNI SCHOLARSHIP FUND 1000 S. 8TH STREET LEBANON, PA 17042			SCHOLARSHIP FUND	
LEBANON RESCUE MISSION 439 S. 6TH STREET LEBANON, PA 17042			INDIGENT SERVICES	200.
LEBANON VALLEY ARTS COUNCIL 734 WILLOW STREET LEBANON, PA 17046			MATCHING GRANT	1,500.
LEBANON VALLEY COLLEGE 101 NORTH COLLEGE AVE. ANNVILLE, PA 17003			SCHOLARSHIPS	2,500.
RICHLAND COMMUNITY LIBRARY 111. E MAIN STREET RICHLAND, PA 17087			LIBRARY FUNCTIONS	300.
Total from continuation sheets				290,700.

THE FRANCIS J. DIXON FOUNDATION

25-1600852

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SALVATION ARMY 2211 CUMBERLAND STREET LEBANON, PA 17042			LEBANON COUNTY FLOOD RELIEF	
SOUTH SIXTH STREET PLAYGROUND SOUTH SIXTH STREET PLAYGROUND LEBANON, PA 17042			QUALIFIED ACTIVITIES	800.
SPECIAL OLYMPICS P.O. BOX 1018 LEBANON, PA 17042			SPECIAL OLYMPICS	1,000.
UNITED WAY OF LEBANON COUNTY PO BOX 1164 LEBANON, PA 17042			2011 CAMPAIGN	26,800.
VOLUNTEERS IN MEDICINE SOUTH 8TH STREET LEBANON, PA 17042			QUALIFIED ACTIVITIES	87,000.
DOMESTIC VIOLENCE INTERVENTION LEBANON, PA 17042			DOMESTIC VIOLENCE INTERVENTION	5,200.
HACC FOUNDATION SPECIAL PROGRAMS FUND LEBANON, PA 17042			SCHOLARSHIP FUND	150,000.
MENTOR A MOTHER LEBANON, PA 17042			SUPPORTING MOTHERS	1,000.
SARCC LEBANON, PA 17042			SEXUAL ASSAULT COUNSELING	500.
YOUTH FOR CHRIST LEBANON, PA 17042			QUALIFIED ACTIVITIES	200.
Total from continuation sheets				

THE FRANCIS J. DIXON FOUNDATION

25-1600852

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

223631
05-01-12

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

SOURCE	AMOUNT
INVESTMENT INCOME	185,823.
POWERSHARES DB AGRICULTURE FUND	19.
POWERSHARES DB COMMODITY TRACKING	118.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	185,960.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CATHAM	24,936.	0.	24,936.
CATHAM IV	5,606.	0.	5,606.
DIVIDEND INCOME	250,735.	0.	250,735.
ENERGY TRANSFER PTR	285.	0.	285.
SLG	2.	0.	2.
TOTAL TO FM 990-PF, PART I, LN 4	281,564.	0.	281,564.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	26.	26.	
OTHER INCOME	<2,134.>	<2,134.>	
FUTURES PORTFOLIO	<23,860.>	<23,860.>	
MINORITY INVESTMENT PARTNERSHIP PASS THROUGH	<308,830.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<334,798.>	<25,968.>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,454.	0.		3,454.
TO FORM 990-PF, PG 1, LN 16B	3,454.	0.		3,454.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	17,360.	0.		17,360.
TO FORM 990-PF, PG 1, LN 18	17,360.	0.		17,360.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	695.	0.		695.
INSURANCE	750.	0.		750.
LIFE INSURNACE	150,787.	0.		0.
INVESTMENT FEES	26,913.	23,938.		2,975.
PROMOTION	1,825.	0.		1,825.
TO FORM 990-PF, PG 1, LN 23	180,970.	23,938.		6,245.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	9,774,025.	7,359,140.	8,811,652.
CSV LIFE INSURANCE	160,885.	160,885.	216,970.
TO FORM 990-PF, PART II, LINE 15	9,934,910.	7,520,025.	9,028,622.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	8
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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.

THE FRANCIS J. DIXON FOUNDATION

25-1600852

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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE FRANCIS J. DIXON FOUNDATION	Employer identification number (EIN) or 25-1600852
	Number, street, and room or suite no. If a P.O. box, see instructions. P O BOX 333	Social security number (SSN)
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

NOT ALL OF THE INFORMATION TO FILE A COMPLETE RETURN IS AVAILABLE

8a 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	8a	\$ 0.
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 and any amount paid previously with Form 8868	8b	\$ 0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ► **CPA**

Date ►

Form 8868 (Rev. 1-2013)

Application for Extension of Time To File an
Exempt Organization Return

► 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 or other filer, see instructions. THE FRANCIS J. DIXON FOUNDATION	Employer identification number (EIN) or 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	Social security number (SSN)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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 FOUNDATION

- 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, 2013, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► calendar year 2012 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	\$	0.
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	\$	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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions

Form 8868 (Rev 1-2013)