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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: DILL FOUNDATION INC. A Employer identification number: 73-1593019. B Telephone number: (918) 299-1031. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 2,881,963.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (-87,037) and Adjusted net income (0).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	74,285	79,687	79,687			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)						
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	2,760,088	2,667,650	2,802,276			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)	931	0	0				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,835,304	2,747,337	2,881,963				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
22 Other liabilities (describe ▶ _____)	0	37					
23 Total liabilities (add lines 17 through 22)	0	37					
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	2,835,304	2,747,300				
	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 (see page 17 of the instructions)	2,835,304	2,747,300					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,835,304	2,747,337					

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	2,835,304
2	Enter amount from Part I, line 27a	2	-87,037
3	Other increases not included in line 2 (itemize) ▶ _____	3	1
4	Add lines 1, 2, and 3	4	2,748,268
5	Decreases not included in line 2 (itemize) ▶ _____	5	968
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,747,300

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	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	15,561
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	192,973	2,853,197	0.067634
2010	209,922	2,796,528	0.075065
2009	161,093	2,550,114	0.063171
2008	89,000	3,271,594	0.027204
2007	162,500	3,704,847	0.043861
2	Total of line 1, column (d).		2 0.276935
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.055387
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 2,776,392
5	Multiply line 4 by line 3.		5 153,776
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 969
7	Add lines 5 and 6.		7 154,745
8	Enter qualifying distributions from Part XII, line 4.		8 170,150

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 page 18 of the 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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	969
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-)	2	0
3	Add lines 1 and 2.	3	969
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	969
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	932
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	932
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	37
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		No
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?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OK _____		
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? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
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)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14 The books are in care of ▶MIKE DILL Telephone no ▶(918) 299-1031 Located at ▶300 RIVERWALK TERRACE STE 210 JENKS OK ZIP+4 ▶740375617			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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 2012?	1c		No
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"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	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 ▶ 20____, 20____, 20____, 20____			
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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

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

Total number of others receiving over \$50,000 for professional services. **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 UNRESTRICTED CASH CONTRIBUTION FOR THE SAN MIGUEL SCHOOL GENERAL OPERATIONS, CAPITAL CAMPAIGN, AND SUSTAINING PARTNER CAMPAIGN	56,400
2 CASH CONTRIBUTION TO WABASH COLLEGE FOR INTERNSHIPS, CAPITAL CAMPAIGN AND ANNUAL FUND	35,000
3 UNRESTRICTED CASH CONTRIBUTION FOR GENERAL OPERATION AND STUDENT SUPPORT FOR TULSA BOYS' HOME	13,000
4 CASH FOR OPERATION AND STUDENT SUPPORT TO UNIVERSITY OF TULSA	25,000

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the 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	2,744,536
b	Average of monthly cash balances.	1b	74,136
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,818,672
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	2,818,672
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	42,280
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,776,392
6	Minimum investment return. Enter 5% of line 5.	6	138,820

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	138,820
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	969
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	969
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	137,851
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	137,851
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	137,851

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	170,150
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	170,150
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	969
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	169,181

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				137,851
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				29,805
d From 2010.				71,702
e From 2011.				52,067
f Total of lines 3a through e.	153,574			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>170,150</u>				
a Applied to 2011, but not more than line 2a			0	
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.				137,851
e Remaining amount distributed out of corpus	32,299			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	185,873			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	185,873			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				29,805
c Excess from 2010.				71,702
d Excess from 2011.				52,067
e Excess from 2012.				32,299

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 170,150
b <i>Approved for future payment</i>				
Total				3b 0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-03-02
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-03-02
AM CAP INC BLDR A	P	2000-09-21	2012-03-02
AM CAP INC BLDR A	P	2000-09-21	2012-03-20
AM NEW PERSPECTIVE	P	2000-09-21	2012-03-20
AM NEW PERSPECTIVE	P	2000-09-21	2012-03-02
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-03-02
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-04-03
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-04-03
AM CAP INC BLDR A	P	2000-09-21	2012-04-03
AM CAP INC BLDR A	P	2000-09-21	2012-04-03
AM CAP INC BLDR A	P	2000-09-21	2012-04-03
AM NEW PERSPECTIVE	P	2000-09-21	2012-04-03
AM NEW PERSPECTIVE	P	2000-09-21	2012-04-03
AM NEW PERSPECTIVE	P	2000-09-21	2012-04-03
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-05-01
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-05-01
AM CAP INC BLDR A	P	2000-09-21	2012-05-01
AM CAP INC BLDR A	P	2000-09-21	2012-05-01
AM NEW PERSPECTIVE	P	2000-09-21	2012-05-01
AM NEW PERSPECTIVE	P	2000-09-21	2012-05-01
AM NEW PERSPECTIVE	P	2000-09-21	2012-05-01
AM NEW PERSPECTIVE	P	2000-09-21	2012-05-01
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-07-05
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-07-05
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-07-05
AM CAP INC BLDR A	P	2000-09-21	2012-07-05
AM CAP INC BLDR A	P	2000-09-21	2012-07-15
AM CAP INC BLDR A	P	2000-09-21	2012-07-05
AM NEW PERSPECTIVE	P	2000-09-21	2012-07-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AM NEW PERSPECTIVE	P	2000-09-21	2012-07-05
AM NEW PERSPECTIVE	P	2000-09-21	2012-07-05
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-08-01
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-08-01
AM CAP INC BLDR A	P	2000-09-21	2012-08-01
AM CAP INC BLDR A	P	2000-09-21	2012-08-01
AM NEW PERSPECTIVE	P	2000-09-21	2012-08-31
AM NEW PERSPECTIVE	P	2000-09-21	2012-08-31
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-08-31
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-08-31
AM CAP INC BLDR A	P	2000-09-21	2012-08-31
AM CAP INC BLDR A	P	2000-09-21	2012-08-31
AM CAP INC BLDR A	P	2000-09-21	2012-08-31
AM NEW PERSPECTIVE	P	2000-09-21	2012-08-31
AM NEW PERSPECTIVE	P	2000-09-21	2012-08-31
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-10-04
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-10-04
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-10-04
AM CAP INC BLDR A	P	2000-09-21	2012-10-04
AM CAP INC BLDR A	P	2000-09-21	2012-10-04
AM CAP INC BLDR A	P	2000-09-21	2012-10-04
AM NEW PERSPECTIVE	P	2000-09-21	2012-10-04
AM NEW PERSPECTIVE	P	2000-09-21	2012-10-04
AM NEW PERSPECTIVE	P	2000-09-21	2012-10-04
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-11-02
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-11-02
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-11-02
AM CAP INC BLDR A	P	2000-09-21	2012-11-02
AM CAP INC BLDR A	P	2000-09-21	2012-11-02
AM CAP INC BLDR A	P	2000-09-21	2012-11-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AM NEW PERSPECTIVE	P	2000-09-21	2012-11-02
AM NEW PERSPECTIVE	P	2000-09-21	2012-11-02
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-12-05
AM CAP WRLD GRW & INC A	P	2000-09-21	2012-12-05
AM CAP INC BLDR A	P	2000-09-21	2012-12-05
AM CAP INC BLDR A	P	2000-09-21	2012-12-05
AM CAP INC BLDR A	P	2000-09-21	2012-12-05
AM NEW PERSPECTIVE	P	2000-09-21	2012-12-05
AM NEW PERSPECTIVE	P	2000-09-21	2012-12-05
AM NEW PERSPECTIVE	P	2000-09-21	2012-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,978		2,445	533
22		18	4
5,968		4,974	994
32		27	5
2,981		2,923	58
18		18	0
2,991		2,445	546
6		5	1
2		2	0
5,961		4,974	987
26		22	4
12		10	2
2,971		2,837	134
18		17	1
11		11	0
2,974		2,445	529
26		22	4
5,957		4,931	1,026
18		15	3
25		21	4
2,974		2,866	108
14		14	0
12		11	1
2,988		2,562	426
10		8	2
3		2	1
5,959		4,974	985
7		6	1
34		28	6
2,974		2,981	-7

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11		11	0
15		15	0
2,994		2,533	461
6		5	1
5,957		4,888	1,069
44		36	8
2,994		2,981	13
6		6	0
2,992		2,474	518
8		7	1
5,949		4,845	1,104
49		40	9
1		1	0
2,993		2,895	98
7		7	0
2,970		2,358	612
19		15	4
11		9	2
5,947		4,760	1,187
49		39	10
3		3	0
2,969		2,751	218
25		23	2
6		5	1
2,968		2,387	581
15		12	3
18		14	4
5,953		4,845	1,108
43		35	8
4		3	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,997		2,837	160
3		3	0
2,982		2,358	624
18		14	4
5,964		4,803	1,161
26		21	5
10		8	2
2,974		2,751	223
23		22	1
2		2	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			533
			4
			994
			5
			58
			0
			546
			1
			0
			987
			4
			2
			134
			1
			0
			529
			4
			1,026
			3
			4
			108
			0
			1
			426
			2
			1
			985
			1
			6
			-7

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			0
			0
			461
			1
			1,069
			8
			13
			0
			518
			1
			1,104
			9
			0
			98
			0
			612
			4
			2
			1,187
			10
			0
			218
			2
			1
			581
			3
			4
			1,108
			8
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			160
			0
			624
			4
			1,161
			5
			2
			223
			1
			0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
ALZHEIMERS ASSOCIATION 2630 WEST FREEWAY SUITE 100 FORT WORTH, TX 76102			CONTRIBUTION FOR THE HARRINGTON FUND	2,500
BISHOP KELLEY HIGH SCHOOL 3905 S HUDSON AVENUE TULSA, OK 74135			UNRESTRICTED CASH FOR GENERAL OPERATION	10,500
CARL SCARPITTI FOUNDATION 266 E MICHIGAN AVENUE SEBRING, OH 446721437			UNRESTRICTED CASH FOR GENERAL OPERATONS	1,000
CATHOLIC CHARITIES PO BOX 580460 TULSA, OK 741580460			UNRESTRICTED CASH FOR MADONNA HOUSE & GENERAL OPERATION	3,500
CHURCH OF ST MARY 1347 E 49TH PLACE TULSA, OK 74105			UNRESTRICTED CASH FOR OPERATIONS & PRIEST RETIREMENT	4,000
DIOCESE OF TULSA PO 690240 TULSA, OK 741690240			UNRESTRICTED CASH FOR SFOA & NEWMAN	4,250
GO FOR CATHOLIC SCHOOLS CO TCF 7030 S YALE AVE TULSA, OK 74136			FOR THE GENERAL USE OF THE CATHOLIC SCHOOLS OF DIOCESE OF TULSA	6,000
SAN MIGUEL SCHOOLST FRANCIS XAVIER 2434 E ADMIRAL BLVD TULSA, OK 74110		SUSTAINING PARTNER	UNRESTRICTED CASH FOR CAPITAL CAMPAIGN, OPERATIONS &	56,400
SOUTHERN FEDERATION FOUNDATION PO BOX 403 CANTON, MS 39046			FOR GENERAL USE OF THE FOUNDATION	6,000
TULSA BOYS' HOME PO BOX 1101 TULSA, OK 741011101			UNRESTRICTED CASH FOR GENERAL OPERATION	13,000
TULSA COMMUNITY FOUNDATION 7030 S YALE AVE TULSA, OK 74136			CASH FOR THE ACE PROGRAM	2,000
UNIVERSITY OF TULSA 800 S TUCKER DRIVE TULSA, OK 741049700			UNRESTRICTED CASH CONTRIBUTION FOR GENERAL OPERATION & STUDENT SUPPORT	25,000
WABASH COLLEGE PO BOX 352 CRAWFORDSVILLE, IN 47933			UNRESTRICTED CASH CONTRIBUTION FOR CAPITAL CAMPAIGN & INTERNSHIP	35,000
YOUNG LIFE 25 E BROADWAY SAND SPRINGS, OK 74063			FOR THE GENERAL USE OF YOUNG LIFE'S PROGRAMS	1,000
Total				170,150

TY 2012 Accounting Fees Schedule

Name: DILL FOUNDATION INC

EIN: 73-1593019

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,280	0	0	0

TY 2012 Investments - Other Schedule**Name:** DILL FOUNDATION INC**EIN:** 73-1593019

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN CAP INC BLDR	FMV	1,157,345	1,159,226
AMERICAN CAPITAL WORLD GROWTH AND INCOME FD	FMV	716,467	764,129
AMERICAN NEW PERSPECTIVE	FMV	686,109	746,434
AMERICAN BOND FUND	FMV	107,729	132,487

TY 2012 Other Assets Schedule

Name: DILL FOUNDATION INC

EIN: 73-1593019

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEDERAL TAX OVERPAYMENT	931		

TY 2012 Other Decreases Schedule

Name: DILL FOUNDATION INC

EIN: 73-1593019

Description	Amount
FEDERAL TAX PAYMENT	968

TY 2012 Other Expenses Schedule

Name: DILL FOUNDATION INC

EIN: 73-1593019

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH FEES	150	0	0	0
TELEPHONE	1,139	0	0	0

TY 2012 Other Increases Schedule

Name: DILL FOUNDATION INC

ETIN: 73-1593019

Description	Amount
ROUNDING	1

TY 2012 Other Liabilities Schedule

Name: DILL FOUNDATION INC

EIN: 73-1593019

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX	0	37