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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 11-01-2012 , and ending 10-31-2013








Name of foundation DILLON FOUNDATION		A Employer identification number 36-6059349	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 537		B Telephone number (see instructions) (815) 626-9000	
City or town, state, and ZIP code STERLING, IL 61081		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		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"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 63,649,799		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)			
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3	Interest on savings and temporary cash investments	598	598	
	4	Dividends and interest from securities.	1,794,137	1,794,137	
	5a	Gross rents			
	b	Net rental income or (loss) _____			
	6a	Net gain or (loss) from sale of assets not on line 10	4,057,086		
	b	Gross sales price for all assets on line 6a _____ 28,790,474			
	7	Capital gain net income (from Part IV, line 2)		4,057,086	
	8	Net short-term capital gain			
	9	Income modifications			
	10a	Gross sales less returns and allowances			
Operating and Administrative Expenses	b	Less Cost of goods sold			
	c	Gross profit or (loss) (attach schedule)			
	11	Other income (attach schedule)	169,269	169,269	
	12	Total. Add lines 1 through 11	6,021,090	6,021,090	
	13	Compensation of officers, directors, trustees, etc	3,153	3,153	0
	14	Other employee salaries and wages	19,944	0	19,944
	15	Pension plans, employee benefits			
	16a	Legal fees (attach schedule)	285	0	285
	b	Accounting fees (attach schedule)	79,250	39,625	39,625
	c	Other professional fees (attach schedule)	937,052	937,052	0
	17	Interest			
	18	Taxes (attach schedule) (see instructions)	94,935	34,338	1,635
	19	Depreciation (attach schedule) and depletion . . .			
	20	Occupancy			
	21	Travel, conferences, and meetings			
	22	Printing and publications			
	23	Other expenses (attach schedule)	36,305	874	35,431
	24	Total operating and administrative expenses. Add lines 13 through 23	1,170,924	1,015,042	96,920
	25	Contributions, gifts, grants paid	3,082,039		3,082,039
	26	Total expenses and disbursements. Add lines 24 and 25	4,252,963	1,015,042	3,178,959
	27	Subtract line 26 from line 12			
	a	Excess of revenue over expenses and disbursements	1,768,127		
	b	Net investment income (if negative, enter -0-)		5,006,048	
	c	Adjusted net income (if negative, enter -0-)			

Part II


Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,270,238	645,378	645,378
	2	Savings and temporary cash investments			
	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)	2,424,121	 1,894,854	1,894,854
	b	Investments—corporate stock (attach schedule)	11,101,003	 13,347,142	13,347,142
	c	Investments—corporate bonds (attach schedule).	3,468,743	 13,117,261	13,117,261
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	40,646,698	 33,980,250	33,980,250
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	 594,705	 664,914	 664,914
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	59,505,508	63,649,799	63,649,799
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	59,505,508	63,649,799	
	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)	59,505,508	63,649,799	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	59,505,508	63,649,799	

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	59,505,508
2	Enter amount from Part I, line 27a	2	1,768,127
3	Other increases not included in line 2 (itemize) ▶ 	3	2,376,164
4	Add lines 1, 2, and 3	4	63,649,799
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	63,649,799

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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	4,057,086
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		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	2,986,687	57,592,740	0 051859
2010	2,998,116	58,789,367	0 050998
2009	2,880,423	56,674,247	0 050824
2008	2,693,750	53,699,393	0 050164
2007	4,118,396	81,287,538	0 050665

2	Total of line 1, column (d).	2	0 254510
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 050902
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	61,116,863
5	Multiply line 4 by line 3.	5	3,110,971
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	50,060
7	Add lines 5 and 6.	7	3,161,031
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	3,178,959

Part VIExcise 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	50,060
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	50,060
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	50,060
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	50,200	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	5,100	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	55,300
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	5,240
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 5,240	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements 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
		1a		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)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		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? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> IL			
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 .	8b	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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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	Yes	
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  PETER DILLON Telephone no  (815) 626-9000 Located at  PO BOX 537 STERLING IL ZIP+4  61081			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  	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

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?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  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)?.  Yes  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).  Yes  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. 	1b		No
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?.  Yes  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?.  Yes  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 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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

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?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WIPFLI	ACCOUNTING, AUDIT, AND TAX	79,250
403 E 3RD ST STERLING IL STERLING,IL 61081		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	61,311,107
b	Average of monthly cash balances.	1b	71,556
c	Fair market value of all other assets (see instructions).	1c	664,914
d	Total (add lines 1a, b, and c).	1d	62,047,577
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	62,047,577
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	930,714
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	61,116,863
6	Minimum investment return. Enter 5% of line 5.	6	3,055,843

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	3,055,843
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	50,060
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	50,060
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,005,783
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,005,783
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	3,005,783

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	3,178,959
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	3,178,959
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	50,060
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,128,899
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			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20__, 20__, 20__			
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.			
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 3,178,959			
a		Applied to 2011, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2012 distributable amount.			
e		Remaining amount distributed out of corpus			
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:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
c		Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.			
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 XIV

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.)**

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

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.

Form **990-PF** (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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,082,039
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion 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	598	
4	Dividends and interest from securities.			14	1,794,137	
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.			01	169,269	
8	Gain or (loss) from sales of assets other than inventory			18	4,057,086	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e).		0		6,021,090	0
13	Total. Add line 12, columns (b), (d), and (e).			13		6,021,090

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

Sign Here 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.

*****	2014-06-27	*****
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00095559
	GREGORY S ADAMS	GREGORY S ADAMS			
	Firm's name <input type="checkbox"/>	CLIFTONLARSONALLEN LLP		Firm's EIN <input type="checkbox"/> 41-0746749	
		114 E EVERETT			
	Firm's address <input type="checkbox"/>	DIXON, IL 61021		Phone no (815) 284-2285	

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)
SCHAFER CULLEN	P		
RIVER ROAD	P		
DELAWARE INTERNATIONAL	P		
WENTWORTH HAUSER INTERNATIONAL	P		
SAGE ADVISORY	P		
CINCINNATI INVESTMENT GRADE CORPORATE BONDS	P		
DJIA LASERS NOTE	P		
FRONTPOINT SJC	P		
OPTIONS	P		
ADVENT	P		
APPLE INCOME	P		
DOUBLE BLACK DIAMOND	P		
OPPORTUNISTIC BEST	P		
MILLENNIUM	P		
BAY RESOURCE	P		
DOUBLELINE	P		
DISCOVERY	P		

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)
2,064,881		1,335,400	729,481
2,265,523		1,701,378	564,145
1,501,126		1,287,538	213,588
956,581		616,111	340,470
2,543,620		2,528,372	15,248
3,074,891		3,022,270	52,621
5,306,840		4,000,000	1,306,840
20,091			20,091
		300,429	-300,429
508,085		503,735	4,350
2,000,000		2,000,000	0
3,818,137		3,500,000	318,137
3,936,818		3,935,959	859
173,803			173,803
525,966			525,966
94,112			94,112
		2,196	-2,196

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	
			729,481
			564,145
			213,588
			340,470
			15,248
			52,621
			1,306,840
			20,091
			-300,429
			4,350
			0
			318,137
			859
			173,803
			525,966
			94,112
			-2,196

Form 990PF Part VIII Line 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
PETER W DILLON	PRESIDENT 12 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
PATRICK DILLON	VICE PRESIDENT 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
JOHN VAN OSDOL	TREASURER 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
MARGO DILLON	ASSISTANT TREASURER 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
GALE D INGLEE	ASSISTANT SECRETARY 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
JAMES BOESEN	SECRETARY 1 00	3,153	0	0
2804 W LEFEVRE STERLING,IL 61081				
THOMAS LEXVOLD	DIRECTOR 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
MARK INGLEE	DIRECTOR 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
DEBORAH D HAGLUND	DIRECTOR 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				

Form 990PF Part XV Line 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>				
ABRAHAM LINCOLN PRESIDENTIAL LIBRARY FOUNDATION 112 NORTH SIXTH STREET SPRINGFIELD,IL 62701			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, AND HUMANITIES	2,750
ACCESS SERVICES OF NORTHERN ILLINOIS 7399 FOREST HILLS RD LOVES PARK,IL 61111			SUPPORT COMMUNITY INVOLVEMENT AND DEVELOPMENT	2,000
ALZHEIMER'S DISEASE & RELATED DISORDERS 215 E FIRST ST SUITE 153 DIXON,IL 61021			IN SUPPORT OF MEDICAL RESEARCH	2,000
AMERICA'S FUTURE INC 7800 BONHOMME AVE ST LOUIS,MO 63105			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	1,850
AMERICAN CANCER SOCIETY - NORTHERN REGION 4312 EAST STATE ST ROCKFORD,IL 61108			TO SUPPORT MISSIONS RELATED TO DISEASE, DISORDER	7,300
AMERICAN RED CROSS - LINCOLN LAND CHAPTER 112 W SECOND ST ROCK FALLS,IL 61071			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	4,400
ANIMAL FRIENDS RESCUE PROJECT P O BOX 51083 PACIFIC GROVE,CA 93950			TO SUPPORT THE ORGANIZATIONS ANIMAL RELATED ACTIVITIES	500
ARBOR DAY FOUNDATION 100 ARBOR AVE NEBRASKA CITY,NE 68410			ENVIRONMENTAL QUALITY AND PROTECTION ACTIVITIES	3,500
ASSOCIATION OF SMALL FOUNDATIONS 4905 DEL RAY AVE SUITE 308 BETHESDA,MD 20814			IN SUPPORT OF PHILANTHROPY VOLUNTARISM	3,500
AUGUSTANA COLLEGE - WVIK 639 38TH STREET ROCK ISLAND,IL 61201			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	1,200
AVISTA HOSPITAL FOUNDATION 7995 E PRENTICE AVE 204 GREENWOOD VILLAGE,CO 80111			TO SUPPORT MISSIONS RELATED TO DISEASE, DISORDER	1,000
BATAVIA UNIT SCHOOL DISTRICT #101 1200 W WILSON ST BATAVIA,IL 60510			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	3,000
BEREA COLLEGE BERA COLLEGE BEREA,KY 40404			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	8,250
BI-COUNTY COOPERATIVE FOUNDATION 506 W FOURTH ST B STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	7,800
BIG BROTHER- BIG SISTER OF THE MISSISSIPPI VALLEY 300 FIRST VALLEY ROCK FALLS,IL 61071			IN SUPPORT OF YOUTH DEVELOPMENT	5,000

Form 990PF Part XV Line 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>				
BITTORF HOME - OPERATING EXPENSES 105 16TH AVE STERLING,IL 61081			TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	11,801
BLACKHAWK HILLS REGIONAL COUNCIL J 102 EAST ROUTE 30 SUITE 3 ROCK FALLS,IL 61071			TO SUPPORT THE WACC CEO PROGRAM INVESTMENT	1,000
BOY SCOUTS OF AMERICA BLACKHAWK AREA COUNCIL 1800 7TH AVENUE P O BOX 4085 ROCKFORD,IL 61110			IN SUPPORT OF YOUTH DEVELOPMENT	7,250
BOY SCOUTS OF AMERICA DENVER COUNCIL 2901 W 19TH AVENUE DENVER,CO 80204			IN SUPPORT OF YOUTH DEVELOPMENT	5,000
CAPITAL RESEARCH CENTER 1513 16TH ST NW WASHINGTON,DC 20036			PUBLIC AFFAIRS, SOCIETY BENEFIT	1,500
CENTRAL INDIA CHRISTIAN MISSION 9911 EMNORA LANE HOUSTON,TX 77080			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	3,000
CGH HEALTH FOUNDATION 100 E LEFEVRE STERLING,IL 61081			TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	20,500
COMMUNITY UNIT SCHOOL DISTRICT #5 - CHALLAND MIDDLE SCHOOL 1700 6TH AVENUE STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	615
CHILDREN'S DIABETES FOUNDATION AT DENVER 777 GRANT ST SUITE 302 DENVER,CO 80203			TO SUPPORT MISSIONS RELATED TO DISEASE, DISORDER	500
CHINESE CHILDREN CHARITIES 6920 SOUTH HOLLY CIRCLE CENTENNIAL,CO 80112			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	1,250
CHRIST LUTHERAN CHURCH 2000 18TH AVENUE STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,340
CITY OF GOD P O BOX 745 STERLING,IL 61081			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	2,600
CITY OF STERLING 212 THIRD AVENUE STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT AND DEVELOPMENT	106,116
CLINTON SYMPHONY ORCHESTRA ASSOCIATION P O BOX 116 CLINTON,IA 52733			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	2,250
COLOMA TOWNSHIP PARK DISTRICT 508 EAST 11TH STREET ROCK FALLS,IL 61071			TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	20,000

Form 990PF Part XV Line 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>				
COMMUNITY CHRISTMAS FOR CHILDREN 409 WEST 21ST ST STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	7,700
COMMUNITY UNIT SCHOOL DISTRICT #5 410 E LEFEVRE RD STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	511,485
COUNCIL FOR ECONOMIC EDUCATION 122 EAST 42ND ST SUITE 2600 NEWYORK,IL 10168			UNRESTRICTED SUPPORT OF THE COUNCIL FOR ECONOMIC EDUCATION	2,300
CULTURAL LITERACY FOUNDATION 801 E HIGH ST CHARLOTTESVILLE,VA 22901			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,500
DANIEL MIDDLE SCHOOL 2816 ABERLIN RD RALEIGH,NC 27608			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	1,700
DENVER ZOOLOGICAL FOUNDATION INC 2300 STEELE STREET DENVER,CO 80205			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	3,000
DISCOVERY CENTER MUSEUM OF ROCKFORD INC 711 NORTH MAIN ROCKFORD,IL 61103			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	500
EAST COLOMA SCHOOL DISTRICT #12 1602 DIXON RD ROCK FALLS,IL 61071			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	3,575
EUREKA COLLEGE 300 E COLLEGE AVE EUREKA,IL 61503			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	3,000
FIRST PRESBYTERIAN CHURCH 410 2ND AVENUE STERLING,IL 61081			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	28,000
FOOD BANK OF MONTEREY COUNTY 815 W MARKET 5 SALINAS,CA 93901			TO SUPPORT FOOD, NUTRITION AND AGRICULTURE PROGRAMS	500
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BLVD SUITE B DAVIS,CA 95616			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,700
FOX VALLEY HOSPICE P O BOX 707 GENEVA,IL 60134			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	2,030
FREEDOMS FOUNDATION AT VALLEY FORGE P O BOX 706 VALLEY FORGE,PA 19481			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	2,300
GIRL SCOUTS OF NORTHERN ILLINOIS FREEPORT SERVICE CENTER 5040 WEST BUSINESS ROUTE 20 FREEPORT,IL 61032			IN SUPPORT OF YOUTH DEVELOPMENT	7,500

Form 990PF Part XV Line 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>				
GRACE EPISCOPAL CHURCH 707 FIRST AVENUE STERLING,IL 61081			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	32,500
GREATER STERLING DEVELOPMENT CORPORATION 1741 INDUSTRIAL DRIVE STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT AND DEVELOPMENT	93,686
GUIDING EYES FOR THE BLIND 611 GRANITE SPRINGS RD YORKTOWN HEIGHTS,NY 10598			TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	2,250
HAPPY TAILS HUMANE SOCIETY 1408 MCNEIL ROAD ROCK FALLS,IL 61071			TO SUPPORT THE ORGANIZATIONS ANIMAL RELATED ACTIVITIES	250
HAYES BARTON BAPTIST CHURCH 1600 GLENWOOD AVENUE RALEIGH,NC 27608			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	3,250
HOME OF HOPE OF THE ROCK RIVER VALLEY INC 1637 PLOCK RD DIXON,IL 61021			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	6,250
HOSPICE OF ROCK RIVER VALLEY 264 IL RTE 2 DIXON,IL 61021			TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	8,950
ILLINOIS CONSERVATION FOUNDATION ONE NATURAL RESOURCE WAY SPRINGFIELD,IL 62702			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	123,558
ILLINOIS COUNCIL ON ECONOMIC EDUCATION NORTHERN ILLINOIS UNIVERSITY DEKALB,IL 61115			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,200
ILLINOIS MATHEMATICS & SCIENCE ACADEMY 1500 W SULLIVAN ROAD AURORA,IL 60506			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	4,400
JOHNSON O'CONNOR RESEARCH FOUNDATION INC 347 BEACON ST BOSTON,MA 02116			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	1,750
JUNIOR ACHIEVEMENT OF HEARTLAND INC 800 12TH AVENUE MOLINE,IL 61265			IN SUPPORT OF YOUTH DEVELOPMENT	5,250
JUNIOR TACKLE FOOTBALL INC OF STERLING IL 3806 WOODLAWN RD STERLING,IL 61081			TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	4,000
KANEVILLE UNITED METHODIST CHURCH 46W764 MAIN ST ELBURN,IL 60119			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	3,281
KEITH COUNTY DAY SCHOOL ROCKFORD 1 JACOBY PLACE ROCKFORD,IL 61107			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,000

Form 990PF Part XV Line 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>				
KIWANIS CLUB OF STERLING FOUNDATION ATTN COATS FOR KIDS CHAIR PERSON PO BOX 44 STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	3,400
KNOX COLLEGE 2 EAST SOUTH STREET K-230 GALESBURG,IL 61401			SUPPORT UNREIMBURSED EXPENSES FROM PRESIDENT OBAMA'S CAMPUS VISIT	1,000
LIVING WELL CANCER RESOURCE CENTER 1803 W STATE STREET GENEVA,IL 60134			TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	5,125
LUTHERAN SOCIAL SERVICES OF ILLINOIS 1901 FIRST AVENUE STERLING,IL 61081			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	4,500
LYRIC OPERA OF CHICAGO 20 N WACKER DRIVE CHICAGO,IL 60606			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	10,000
MAKE A WISH FOUNDATION OF COLORADO INC 7951 E MAPLEWOOD AVENUE GREENWOOD VILLAGE,CO 80111			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	1,500
MAPLE GROVE ELEMENTARY SCHOOL 3085 ALKIRE STREET GOLDEN,CO 80401			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,500
MARCH OF DIMES BIRTH DEFECTS FOUNDATION - NORTHERN IL DIVISION 5411 EAST STATE ST 8 ROCKFORD,IL 61108			IN SUPPORT OF MEDICAL RESEARCH	2,200
MAX MCGRAW WILD LIFE FOUNDATION 14N 322 RTE 25 PO BOX 9 DUNDEE,IL 60118			TO SUPPORT THE ORGANIZATIONS ANIMAL RELATED ACTIVITIES	4,063
MAYO FOUNDATION FOR MEDICAL EDUCATION AND RESEARCH 200 FIRST ST S W ROCHESTER ROCHESTER,MN 55905			TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	15,500
MEMORIAL SLOAN - KETTERING CANCER CENTER PO BOX 599 LENNOX HILL NEW YORK,NY 10021			IN SUPPORT OF MEDICAL RESEARCH	3,000
MONTANA STATE UNIVERSITY 600 WEST KAGY BOULEVARD HOZEMAN,MT 59717			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	7,000
MONTMORENCY SCHOOL DISTRICT #12 9415 HOOVER RD ROCK FALLS,IL 61071			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	4,202
NATIONAL CENTER FOR SCIENCE EDUCATION 420 40TH STREET SUITE 2 OAKLAND,CA 94609			SUPPORT NCSE'S DIVERSE EFFORTS TO PROMOTE AND DEFEND THE INTEGRITY OF SCIENCE EDUCATION	250
NATIONAL FIRE SAFETY COUNCIL INC 110 WEST 5TH ST STERLING,IL 61081			PUBLIC SAFETY, DISASTER PREPAREDNESS, & RELIEF	400

Form 990PF Part XV Line 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>				
NATIONAL TRUST FOR HISTORIC PRESERVATION PRESERVATION MIDWEST REGIONAL 53 W JACKSON BLVD SUITE 350 CHICAGO,IL 60604			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	4,250
NATIONAL JEWISH MEDICAL AND RESEARCH CENTER 100 N LASALLE SUITE 1612 CHICAGO,IL 60602			TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	2,250
NEWMAN CENTRAL CATHOLIC HIGH SCHOOL 1101 WEST ST MARYS ROAD STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	3,385
NIGHT LIGHTS INC 5890 SOUTH ALKIRE STREET LITTLETON,CO 80127			UNRESTRICTED SUPPORT TO THE NIGHT LIGHTS PROGRAM	1,000
NORTHWESTERN ILLINOIS CENTER FOR INDEPENDENT LIVING 229 FIRST AVE SUITE 2 ROCK FALLS,IL 61071			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	2,100
NORTHERN ILLINOIS UNIVERSITY FOUNDATION - WNIU 801 N FIRST ST DEKALB,IL 60115			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	5,250
OPERATION SMILE 6435 TIDEWATER DR NORFOLK,VA 23509			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	2,500
OPTIMIST INTERNATIONAL FOUNDATION PO BOX 214 STERLING,IL 61081			SUPPORT THE SAUK VALLEY COMMUNITY COLLEGE SCHOLARSHIP FUND	250
PARKER EVANGELICAL PRESBYTERIAN CHURCH 9100 E PARKER ROAD PARKER,CO 80138			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	1,250
PRESBYTERIAN CHURCH (USA) FOUNDATION 200 EAST TWELFTH STREET JEFFERSONVILLE,IN 47130			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	7,500
ROCK FALLS ELEMENTARY SCHOOL DISTRICT #13 602 4TH AVENUE ROCK FALLS,IL 61071			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	12,863
ROCK FALLS PUBLIC LIBRARY 1007 7TH AVE ROCK FALLS,IL 61071			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	8,500
ROCK FALLS TOWNSHIP HIGH SCHOOL DIST #301 171 12TH AVE ROCK FALLS,IL 61071			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	7,632
ROCK FALLS YOUTH FOOTBALL 220 E 10TH STREET ROCK FALLS,IL 61071			SUPPORT THE 2013 YOUTH FOOTBALL AND CHEERLEADING PROGRAM	1,000
ROCK RIVER VALLEY SELF HELP ENTERPRISES 2300 WEST LEFEVRE ROAD STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	23,250

Form 990PF Part XV Line 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>				
ROCKFORD ART MUSEUM 711 N MAIN ST ROCKFORD,IL 61103			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	500
ROCKFORD COLLEGE 5050 EAST STATE ST ROCKFORD,IL 61108			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	5,000
SAUK VALLEY COMMUNITY COLLEGE FOUNDATION 173 ILLINOIS ROUTE 2 DIXON,IL 61021			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	88,767
SAUK VALLEY FOODBANK 1801 PLANT RD STERLING,IL 61081			TO SUPPORT FOOD, NUTRITION AND AGRICULTURE PROGRAMS	19,250
SAVE ELLIS ISLAND INC PO BOX 96389 WASHINGTON,DC 20077			TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	500
SEVENTH DAY ADVENTIST CHURCH 501 W SECOND ST ROCK FALLS,IL 61071			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	1,100
SISKIN CHILDREN'S INSTITUTE ONE SISKIN PLAZA CHATTANOOGA,TN 37403			TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSION	5,000
SPCA FOR MONTEREY COUNTY PO BOX 3058 MONTEREY,CA 93942			TO SUPPORT THE ORGANIZATION'S ANIMAL RELATED ACTIVITIES	1,500
SPECIAL OLYMPICS OF ILLINOIS 605 E WILLOW ST NORMAL,IL 61761			TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	3,500
ST ANDREW'S CATHOLIC ELEMENTARY SCHOOL 701 11TH AVE ROCK FALLS,IL 61071			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,673
ST JOHN'S EVANGELICAL LUTHERAN CHURCH 703 THIRD AVENUE STERLING,IL 61081			UNRESTRICTED SUPPORT	500
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PL MEMPHIS,TN 38105			TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSION	3,700
ST MARK'S EPISCOPAL CHURCH 320 FRANKLIN STREET GENEVA,IL 61034			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	5,000
ST MARY'S GRADE SCHOOL 5 W SIXTH ST STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	4,455
ST VINCENT DEPAUL-STERLINGROCK FALLS 7 WEST SIXTH STREET STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	750


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Name and address (home or business)				
a <i>Paid during the year</i>				
ST MARY'S SCHOOL SAINTS CLUB 900 HISSBOROUGH ST RALEIGH,NC 27603			SUPPORT THE ST MARY'S SCHOOL SAINTS CLUB PREMIERE LEVEL	550
STANWOOD COMMUNITY SENIOR CENTER 7430 276TH STREET NW STANWOOD,WA 98292			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	7,500
STERLING HIGH SCHOOL 1608 FOURTH AVE STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	8,461
STERLING MAIN STREET PO BOX 261 STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	13,500
STERLING PARK DISTRICT 211 E ST MARYS LAND PO BOX 958 STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	299,055
STERLING PARK DISTRICT - MUSEUM ASSOCIATION 211 E ST MARYS LAND PO BOX 958 STERLING,IL 61081			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	150,533
STERLING PARK DISTRICT - SINNISSIPPI TRAIL PROJECT CAPITAL PO BOX 958 STERLING,IL 61081			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	21,713
STERLING PUBLIC LIBRARY 102 WEST 3RD ST STERLING,IL 61081			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	25,500
STERLING ROCK FALLS COMMUNITY TRUST C/O MIDLAND STATES BANK 302 FIRST AVENUE STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	25,000
STERLING ROCK FALLS DAY CARE AGENCY INC 1840 WLE FEVRE STERLING,IL 61081			IN SUPPORT OF YOUTH DEVELOPMENT	4,500
STERLING ROCK FALLS FAMILY YMCA 2505 YMCA WAY STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	46,900
STERLING ROCK FALLS HISTORICAL SOCIETY 1005 E 3R STERLING,IL 61081			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	42,964
STERLING SCHOOLS FOUNDATION PO BOX 1046 STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	396,249
STERLING TOWNSHIP 108 4TH AVENUE STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	3,000
SULLIVAN HOME - CAPITAL IMPROVEMENTS 104 15TH AVE STERLING,IL 61081			TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	1,703

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Name and address (home or business)				
a <i>Paid during the year</i>				
SULLIVAN HOME - OPERATING EXPENSES 104 15TH AVE STERLING,IL 61081			TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	17,941
THE ASSOCIATED COLLEGES OF ILLINOIS 150 N WACKER DR SUITE 11740 CHICAGO,IL 60606			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	12,000
THE CARING CENTER 2800 E HILL DRIVE ROCK FALLS,IL 61071			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	1,500
THE CHILDREN'S HOSPITAL COLORADO FOUNDATION 13123 E 16TH AVE AURORA,CO 80045			TO SUPPORT MISSIONS RELATED TO DISEASE, DISORDER	500
THE CIVIL WAR PRESERVATION TRUST 1331 H STREET SUITE 1001 WASHINGTON,DC 20005			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	4,250
THE CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY RD 29 CULVER,IN 46511			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	7,500
THE DICTIONARY PROJECT PO BOX 1845 CHARLESTON,SC 29402			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	1,300
THE FOUNDATION CENTER 79 5TH AVENUE NEW YORK,NY 10003			IN SUPPORT OF PHILANTHROPY VOLUNTEERISM	2,700
THE JOSEPH F GLIDDEN HOMESTEAD FOUNDATION 2944 GREENWOOD ACRES DR DEKALB,IL 60115			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	3,000
THE NATURE CONSERVANCY OF IL CHAPTER 8 S MICHIGAN SUITE 900 CHICAGO,IL 60603			ENVIRONMENTAL QUALITY AND PROTECTION ACTIVITIES	16,500
THE PHILANTHROPY ROUNDTABLE 1150 17TH ST NW SUITE 503 WASHINGTON,DC 20063			IN SUPPORT OF PHILANTHROPY VOLUNTEERISM	1,200
THE ROCKFORD INSTITUTE 934 NORTH MAIN ST ROCKFORD,IL 61103			IN SUPPORT OF EDUCATION/INSTRUCTION AND RELATED	3,300
THE SALVATION ARMY PO BOX 366 STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	19,000
THE UNITED STATES OLYMPIC COMMITTEE ONE OLYMPIC PLAZA COLORADO SPRINGS,CO 80909			TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	2,500
TIMBER LAKE PLAYHOUSE PO BOX 29 MT CARROLL,IL 61053			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	5,000

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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>				
TWIN CITY PUBLIC ACTION TO DELIVER SHELTER INC 507 W 3RD ST STERLING,IL 61081			HOUSING AND SHELTER	3,600
UNION LEAGUE BOYS & GIRLS CLUBS 65 W JACKSON BLVD CHICAGO,IL 60604			IN SUPPORT OF YOUTH DEVELOPMENT	7,200
UNITED WAY OF WHITESIDE COUNTY PO BOX 806 STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	147,134
UNIVERSITY OF COLORADO FOUNDATION INC 4200 E 9TH AVENUE B188 DENVER,CO 80262			IN SUPPORT OF EDUCATION/INSTRUCTION AND RELATED	6,000
UNIVERSITY OF DUBUQUE 200 UNIVERSITY AVENUE DUBUQUE,IA 52001			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	7,500
USA PROJECTS INC 5757 WILSHIRE BLVD SUITE 580 LOS ANGELES,CA 90036			SUPPORT THE HAYLOFT GANG PROJECT	2,500
WATERSTONE COMMUNITY CHURCH 5890 SOUTH ALKIRE STREET LITTLETON,CO 80127			SUPPORT CHURCH PROGRAMS	1,000
WESLEY UNITED METHODIST CHURCH 2200 16TH AVE STERLING,IL 61081			TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	750
WHITESIDE AREA CAREER CENTER 1608 FIFTH AVENUE STERLING,IL 61081			IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	40,000
WHITESIDE CO COMMUNITY HEALTH CLINIC 1300 W 2ND ST ROCK FALLS,IL 61071			TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	2,500
WHITESIDE COUNTY SENIOR CENTER 1207 W 9TH ST STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	25,250
WOODLAWN ARTS ACADEMY - CAPITAL IMPROVEMENTS 3807 WOODLAWN STERLING,IL 61081			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	46,969
WOODLAWN ARTS ACADEMY - OPERATING EXPENSES 3807 WOODLAWN STERLING,IL 61081			SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	215,865
YMCA AT UNIVERSITY OF ILLINOIS 1001 S WRIGHT ST CHAMPAIGN,IL 61820			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	6,000
YWCA OF THE SAUK VALLEY 412 FIRST AVE STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE ACTIVITIES	22,500
Total  3a				3,082,039

TY 2012 Accounting Fees Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDIT	79,250	39,625		39,625

**TY 2012 Investments Corporate
Bonds Schedule****Name:** DILLON FOUNDATION**EIN:** 36-6059349

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CINCINNATI INVESTMENT BONDS	1,915,231	1,915,231
ADVENT	3,003,930	3,003,930
RSK INCOME NOTE	2,077,100	2,077,100
SPX LASERS	4,074,000	4,074,000
APPLE INCOME	2,047,000	2,047,000

**TY 2012 Investments Corporate
Stock Schedule****Name:** DILLON FOUNDATION**EIN:** 36-6059349

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DISCOVERY GLOBAL OPPORTUNITY	5,310,294	5,310,294
RIVER ROAD SMALL/MID VALUE	3,872,013	3,872,013
SCHAFER CULLEN LARGE CAP VALUE	4,164,835	4,164,835

**TY 2012 Investments Government
Obligations Schedule****Name:** DILLON FOUNDATION**EIN:** 36-6059349**US Government Securities - End of****Year Book Value:**

1,894,854

US Government Securities - End of**Year Fair Market Value:**

1,894,854

**State & Local Government
Securities - End of Year Book****Value:**

0

**State & Local Government
Securities - End of Year Fair****Market Value:**

0

TY 2012 Investments - Other Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAY RESOURCE	AT COST	5,625,130	5,625,130
DELAWARE INTERNATIONAL	AT COST	4,275,621	4,275,621
DJIA LASERS NOTE	AT COST	0	0
DOUBLE BLACK DIAMOND	FMV	0	0
FRONTPOINT	FMV	3,036,434	3,036,434
MILLENNIUM	FMV	4,305,896	4,305,896
TAX LIEN CERTIFICATES	FMV	173,340	173,340
WENTWORTH HAUSER	FMV	4,003,801	4,003,801
INVESTMENT OPTIONS	FMV	100,077	100,077
EEM DD TRIGG PLUS	FMV	2,663,750	2,663,750
OPPORTUNISTIC PORTFOLIO	FMV	4,401,870	4,401,870
DOUBLELINE	FMV	5,394,331	5,394,331

TY 2012 Legal Fees Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	285	0		285

TY 2012 Other Assets Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CONSTRUCTION IN PROGRESS	594,705	664,914	664,914

TY 2012 Other Expenses Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE & OFFICE SUPPLIES	1,032	0		1,032
DUES AND SUBSCRIPTIONS	3,025	0		3,025
MISCELLANEOUS	1,584	0		1,584
INSURANCE	24,854	0		24,854
TELEPHONE	2,482	0		2,482
BANK SERVICE CHARGES	2,578	124		2,454
FILING FEES	750	750		0

TY 2012 Other Income Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PMGJP & AC LLC	28,261	28,261	28,261
OTHER INVESTMENT INCOME	141,008	141,008	141,008

TY 2012 Other Increases Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Description	Amount
CURRENT PERIOD UNREALIZED GAIN (LOSS) ON INVESTMENTS	2,376,164

TY 2012 Other Professional Fees Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	934,391	934,391		0
PMGJP & AC LLC FEES	2,661	2,661		0

TY 2012 Taxes Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT INCOME	58,962	0		0
FOREIGN TAXES PAID	34,338	34,338		0
REAL ESTATE TAXES	128	0		128
PAYROLL TAXES	1,507	0		1,507

TY 2012**TransfersFrmControlledEntities****Name:** DILLON FOUNDATION**EIN:** 36-6059349

Name	US / Foreign Address	EIN	Description	Amount
PMGJP & AC LLC	PO BOX 537 STERLING, IL 61081	36-6059349	RETURN OF MEMBER EQUITY	250,000
Total				