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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation DILL FOUNDATION INC		A Employer identification number 73-1593019
Number and street (or P O box number if mail is not delivered to street address) Room/suite 300 RIVERWALK TERRACE STE 210		B Telephone number (see instructions) (918) 299-1031
City or town, state or province, country, and ZIP or foreign postal code JENKS, OK 740375617		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,298,040	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	49,979			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24	24		
	4 Dividends and interest from securities.	73,978	73,978		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	76,816			
	b Gross sales price for all assets on line 6a 296,034				
	7 Capital gain net income (from Part IV, line 2)		126,795		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	200,797	200,797	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,400	0	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	9,104	0	0	0
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,111	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	15,615	0	0	0
	25 Contributions, gifts, grants paid	169,500			169,500
26 Total expenses and disbursements. Add lines 24 and 25	185,115	0	0	169,500	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	15,682				
b Net investment income (if negative, enter -0-)		200,797			
c Adjusted net income (if negative, enter -0-)			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	
Assets	1 Cash—non-interest-bearing		-1		-1
	2 Savings and temporary cash investments	79,687	96,716		96,716
	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 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)	2,667,650	2,665,277		3,200,325
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	0	1,000		1,000	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,747,337	2,762,992		3,298,040	
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 ▶ _____)	37	3,016			
23 Total liabilities (add lines 17 through 22)	37	3,016			
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	2,747,300	2,759,976		
	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)	2,747,300	2,759,976			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,747,337	2,762,992			

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	2,747,300
2	Enter amount from Part I, line 27a	2	15,682
3	Other increases not included in line 2 (itemize) ▶ _____	3	10
4	Add lines 1, 2, and 3	4	2,762,992
5	Decreases not included in line 2 (itemize) ▶ _____	5	3,016
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,759,976

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	126,795
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))
2012	169,181	2,776,392	0.060936
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
2	Total of line 1, column (d).		2 0.294010
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 0.058802
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 3,082,685
5	Multiply line 4 by line 3.		5 181,268
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,008
7	Add lines 5 and 6.		7 183,276
8	Enter qualifying distributions from Part XII, line 4.		8 169,500

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)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes columns for line numbers and amounts. Total tax due is 3,016.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) and 3 columns: Question, Yes, No. Contains questions about political activities, tax returns, and substantial contributors.

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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.</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 2013?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
G MICHAEL DILL 300 RIVERWALK TERRACE STE 210 JENKS, OK 740375617	CHAIRMAN & PRES 0 00	0	0	0
SHELLEY M DILL 300 RIVERWALK TERRACE STE 210 JENKS, OK 740375617	SECRETARY 0 00	0	0	0

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

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

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

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

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

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

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	34,500
2 CASH CONTRIBUTION TO WABASH COLLEGE FOR INTERNSHIPS, CAPITAL CAMPAIGN AND ANNUAL FUND	18,000
3 UNRESTRICTED CASH CONTRIBUTION FOR GENERAL OPERATION AND STUDENT SUPPORT FOR TULSA BOYS' HOME	27,000
4 CASH FOR OPERATION AND STUDENT SUPPORT TO UNIVERSITY OF TULSA	26,000

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	3,057,984
b	Average of monthly cash balances.	1b	71,645
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,129,629
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	3,129,629
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	46,944
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,082,685
6	Minimum investment return. Enter 5% of line 5.	6	154,134

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	154,134
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,016
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,016
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	150,118
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	150,118
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	150,118

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	169,500
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	169,500
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	169,500

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				150,118
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	29,805			
c From 2010.	71,702			
d From 2011.	52,067			
e From 2012.	32,299			
f Total of lines 3a through e.	185,873			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>169,500</u>				
a Applied to 2012, 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 2013 distributable amount.				150,118
e Remaining amount distributed out of corpus	19,382			
5 Excess distributions carryover applied to 2013 <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	205,255			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	205,255			
10 Analysis of line 9				
a Excess from 2009.	29,805			
b Excess from 2010.	71,702			
c Excess from 2011.	52,067			
d Excess from 2012.	32,299			
e Excess from 2013.	19,382			

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 2013, 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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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> See Additional Data Table				
Total				▶ 3a 169,500
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.)
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-01-10
AMERICAN CAPITAL WORLD		2000-09-21	2013-01-10
AMERICAN CAPWRLD GRW & INC A		2010-09-21	2013-01-10
AMERICAN CAP INC BLDR A		2000-09-21	2013-01-10
AMERICAN CAP INC BLDR		2000-09-21	2013-01-10
AMERICAN CAP INC BLDR A		2000-09-21	2013-01-10
AMERICAN NEW PERSP FD A		2000-09-21	2013-01-10
AMERICAN NEW PERSPECTIVE		2000-09-21	2013-01-10
AMERICAN NEW PERSP FD A		2000-09-21	2013-01-10
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-02-12
AMERICAN CAPITAL WORLD		2000-09-21	2013-02-12
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-02-12
AMERICAN CAP INC BLDR A		2000-09-21	2013-02-12
AMERICAN CAP INC BLDR A		2000-09-21	2013-02-12
AMERICAN NEW PERSP FD A		2000-09-21	2013-02-12
AMERICAN NEW PERSP FD A		2000-09-21	2013-02-12
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-03-06
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-03-06
AMERICAN CAP INC BLDR A		2000-09-21	2013-03-06
AMERICAN CAP INC BLDR A		2000-06-21	2013-03-06
AMERICAN NEW PERSP FD A		2000-09-21	2013-03-06
AMERICAN NEW PERSP FD A		2000-09-21	2013-03-06
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-05-30
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-05-30
AMERICAN CAP INC BLDR A		2000-09-21	2013-05-30
AMERICAN CAP INC BLDR		2000-09-21	2013-05-30
AMERICAN CAP INC BLDR A		2000-09-21	2013-05-30
AMERICAN NEW PERSP FD A		2000-09-21	2013-05-30
AMERICAN NEW PERSP FD A		2000-09-21	2013-05-30
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-06-28

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.)
AMERICAN CAPITAL WORLD		2000-09-21	2013-06-28
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-06-28
AMERICAN CAP INC BLDR A		2000-09-21	2013-06-28
AMERICAN CAP INC BLDR A		2000-09-21	2013-06-28
AMERICAN NEW PERSP FD A		2000-09-21	2013-06-28
AMERICAN NEW PERSPECTIVE		2000-09-21	2013-06-28
AMERICAN NEW PERSP FD A		2000-09-21	2013-06-28
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-08-02
AMERICAN CAPITAL WORLD		2000-09-21	2013-08-02
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-08-02
AMERICAN CAP INC BLDR A		2000-09-21	2013-08-02
AMERICAN CAP INC BLDR		2000-09-21	2013-08-02
AMERICAN CAP INC BLDR A		2000-09-21	2013-08-02
AMERICAN NEW PERSP FD A		2000-09-21	2013-08-02
AMERICAN NEW PERSP FD A		2000-09-21	2013-08-02
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-09-11
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-09-11
AMERICAN BD FD OF AMCA		2009-02-27	2013-09-11
AMERICAN BD FD OF AMCA		2010-06-18	2013-09-11
AMERICAN CAP INC BLDR A		2000-09-21	2013-09-11
AMERICAN CAP INC BLDR A		2013-09-11	2013-09-11
AMERICAN NEW PERSP FD A		2000-09-21	2013-09-11
AMERICAN NEW PERSPECTIVE		2000-09-21	2013-09-11
AMERICAN NEW PERSP FD A		2000-09-21	2013-09-11
CISCO SYSTEMS, INC COMMON		2013-10-15	2013-10-16
EMC CORPORATION MASS		2013-10-15	2013-10-16
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-10-04
AMERICAN CAPITAL WORLD		2000-09-21	2013-10-04
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-10-04
AMERICAN CAP INC BLDR A		2000-09-21	2013-10-04

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)
AMERICAN CAP INC BLDR		2000-09-21	2013-10-04
AMERICAN CAP INC BLDR A		2000-09-21	2013-10-04
AMERICAN NEW PERSP FD A		2000-09-21	2013-10-04
AMERICAN NEW PERSP FD A		2000-09-21	2013-10-04
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-11-04
AMERICAN CAPITAL WORLD		2000-09-21	2013-11-04
AMERICAN CAPWRLD GRW & INC A		2000-09-21	2013-11-04
AMERICAN CAP INC BLDR A		2000-09-21	2013-11-04
AMERICAN CAP INC BLDR		2000-09-21	2013-11-04
AMERICAN CAP INC BLDR A		2000-09-21	2013-11-04
AMERICAN NEW PERSP FD A		2000-09-21	2013-11-04
AMERICAN NEW PERSPECTIVE		2000-09-21	2013-11-04
AMERICAN NEW PERSP FD A		2000-09-21	2013-11-04
CAPITAL GAINS DIVIDENDS	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)
1,979		1,514	465
17		13	4
4		3	1
3,963		3,173	790
10		8	2
27		22	5
1,989		1,777	212
3		3	0
8		7	1
1,977		1,485	492
1		1	0
22		16	6
3,966		3,130	836
34		27	7
1,992		1,748	244
8		7	1
1,997		1,485	512
3		3	0
3,993		3,130	863
7		5	2
1,990		1,720	270
10		9	1
3,973		2,795	1,178
27		19	8
7,974		6,046	1,928
23		17	6
4		3	1
3,998		3,267	731
2		2	0
1,968		1,456	512

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)
23		17	6
9		7	2
3,977		3,130	847
23		18	5
1,990		1,691	299
			0
10		8	2
1,963		1,368	595
20		14	6
17		12	5
3,961		3,002	959
30		22	8
10		7	3
1,976		1,576	400
24		19	5
1,983		1,368	615
17		12	5
126,034		107,722	18,312
7		7	0
3,999		3,044	955
1		1	0
1,986		1,576	410
3		2	1
11		9	2
39,364			39,364
9,803			9,803
1,960		1,339	621
35		19	16
5		3	2
3,950		3,002	948

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)
27		14	13
22		22	0
1,978		1,548	430
22		17	5
1,982		1,310	672
10			10
7		5	2
3,966		2,916	1,050
4			4
30		22	8
1,967		1,490	477
21			21
12		9	3
40,826			40,826

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	
			465
			4
			1
			790
			2
			5
			212
			0
			1
			492
			0
			6
			836
			7
			244
			1
			512
			0
			863
			2
			270
			1
			1,178
			8
			1,928
			6
			1
			731
			0
			512

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	
			6
			2
			847
			5
			299
			0
			2
			595
			6
			5
			959
			8
			3
			400
			5
			615
			5
			18,312
			0
			955
			0
			410
			1
			2
			39,364
			9,803
			621
			16
			2
			948

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	
			13
			0
			430
			5
			672
			10
			2
			1,050
			4
			8
			477
			21
			3
			40,826

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>				
AUGUSTINE INSTITUE 6160 SOUTH SYRACUSE WAY 310 GREENWOOD VILLAGE,CO 80111			UNRESTRICTED CASH FOR GENERAL OPERATIONS	1,000
BISHOP KELLEY HIGH SCHOOL 3905 S HUDSON AVENUE TULSA,OK 74135			UNRESTRICTED CASH FOR GENERAL OPERATIONS	13,000
BUSH PRESIDENTIAL CENTER PO BOX 560887 DALLAS,TX 753569733			UNRESTRICTED CASH FOR GENERAL OPERATIONS	1,000
CARL SCARPITTI FOUNDATION 266 E MICHIGAN AVENUE SEBRING,OH 446721437			UNRESTRICTED CASH FOR GENERAL OPERATIONS	1,000
CATHOLIC CHARITIES PO BOX 580460 TULSA,OK 741580460			UNRESTRICTED CASH FOR EVENTS	5,000
CHURCH OF ST MARY 1347 E 49TH PLACE TULSA,OK 74105			UNRESTRICTED CASH FOR GENERAL OPERATIONS	6,000
DIOCESE OF TULSA PO 690240 TULSA,OK 741690240			UNRESTRICTED CASH FOR ST FRANCIS ASSISI DDF	13,000
SAN MIGUEL SCHOOL 2434 E ADMIRAL BLVD TULSA,OK 74110		SUSTAINING PARTNER	UNRESTRICTED CASH FOR GENERAL OPERATIONS & EVENTS	34,500
SCOTTISH RITE CATHEDRAL FOUNDATIONS 650 N MERIDIAN STREET INDIANAPOLIS,IN 46204			UNRESTRICTED CASH FOR CAMPAIGN	5,000
SOUTHERN FEDERATION FOUNDATION PO BOX 403 CANTON,MS 39046			UNRESTRICTED CASH FOR SCHOLARSHIPS	6,000
ST CATHERINE SCHOOL 2515 WEST 46TH STREET TULSA,OK 74107			UNRESTRICTED CASH FOR BUILDING FUND	10,000
ST PIUS CHURCH 1727 SOUTH 75TH EAST AVENUE TULSA,OK 74112			UNRESTRICTED CASH FOR BUILDING FUND	2,000
TULSA BOYS' HOME PO BOX 1101 TULSA,OK 741011101			UNRESTRICTED CASH FOR CAPITAL CAMPAIGN EVENTS	27,000
UNIVERSITY OF TULSA 800 S TUCKER DRIVE TULSA,OK 741049700			UNRESTRICTED CASH CONTRIBUTION FOR STUDENT PROGRAMS	26,000
WABASH COLLEGE PO BOX 352 CRAWFORDSVILLE,IN 47933			UNRESTRICTED CASH CONTRIBUTION FOR ANNUAL FUND	18,000
Total				169,500

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>				
YOUNG LIFE 25 E BROADWAY SAND SPRINGS,OK 74063			UNRESTRICTED CASH FOR GENERAL OPERATIONS	1,000
Total				169,500

3a

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

Schedule of Contributors

OMB No 1545-0047

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

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization
DILL FOUNDATION INC

Employer identification number
73-1593019

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization
DILL FOUNDATION INC

Employer identification number
73-1593019

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR AND MRS G MICHAEL DILL 9718 S KNOXVILLE AVENUE TULSA, OK 74137	\$ 39,983	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	MR AND MRS G MICHAEL DILL 9718 S KNOXVILLE AVENUE TULSA, TX 74137	\$ 9,996	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
DILL FOUNDATION INC

Employer identification number
73-1593019

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1716 SHARES OF CISCO SYSTEMS, INC COMMON STOCK	\$ 39,983	2013-10-15
2	400 SHARES OF EMC, INC COMMON STOCK	\$ 9,996	2013-10-15
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization
DILL FOUNDATION INC

Employer identification number
73-1593019

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

TY 2013 Accounting Fees Schedule

Name: DILL FOUNDATION INC

EIN: 73-1593019

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,400	0	0	0

TY 2013 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	1,252,623	1,375,218
AMERICAN CAPITAL WORLD GROWTH AND INCOME FD	FMV	702,205	908,701
AMERICAN NEW PERSPECTIVE	FMV	710,449	916,406
AMERICAN BOND FUND	FMV	0	0

TY 2013 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
ESTIMATED TAX PAID		1,000	1,000

TY 2013 Other Decreases Schedule

Name: DILL FOUNDATION INC

EIN: 73-1593019

Description	Amount
2013 FEDERAL TAX PAYMENT	3,016

TY 2013 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	1,310	0	0	0
MISCELLANEOUS	2,651	0	0	0

TY 2013 Other Increases Schedule

Name: DILL FOUNDATION INC

EIN: 73-1593019

Description	Amount
ROUNDING	10

TY 2013 Other Liabilities Schedule

Name: DILL FOUNDATION INC

EIN: 73-1593019

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX	37	3,016