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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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://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 DILLON FOUNDATION C/O JOSEPH KERRIGAN		<b>A Employer identification number</b> 91-1805591
Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 6368		<b>B Telephone number (see instructions)</b>
City or town, state or province, country, and ZIP or foreign postal code LINCOLN, NE 68506		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (From Part II, col. (c), line 16) ▶ \$ 38,778,483	<b>J</b> 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.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc, received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	97,954	13,022		
	<b>4</b> Dividends and interest from securities	412,869	412,869		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	509,948			
	<b>b</b> Gross sales price for all assets on line 6a 509,948				
	<b>7</b> Capital gain net income (from Part IV, line 2)		509,948		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	4,545	4,545			
<b>12 Total.</b> Add lines 1 through 11	1,025,316	940,384			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	27,000			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	2,497			
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	24,118	24,118		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)	91,700	91,442			
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	145,315	115,560		0	
<b>25</b> Contributions, gifts, grants paid	1,432,640			1,432,640	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,577,955	115,560		1,432,640	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-552,639				
<b>b Net investment income</b> (if negative, enter -0-)		824,824			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .				
	<b>2</b> Savings and temporary cash investments . . . . .	584,093	408,168	408,168	
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	19,248,143 <input checked="" type="checkbox"/>	18,871,429	38,370,315	
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	19,832,236	19,279,597	38,778,483		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ _____)				
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .	19,832,236	19,279,597		
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	19,832,236	19,279,597			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	19,832,236	19,279,597			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	19,832,236
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-552,639
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	19,279,597
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	19,279,597

**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)
<b>1a</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b>	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 }	<b>2</b>	509,948
<b>3</b>	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	}	<b>3</b>	

**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	1,153,008	28,901,628	0.039894
2011	1,431,912	27,532,460	0.052008
2010	1,117,301	25,239,343	0.044268
2009	1,353,825	22,411,456	0.060408
2008	1,563,589	27,218,758	0.057445

<b>2</b>	Total of line 1, column (d).		<b>2</b>	0.254023
<b>3</b>	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		<b>3</b>	0.050805
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b>	33,958,982
<b>5</b>	Multiply line 4 by line 3.		<b>5</b>	1,725,286
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b>	8,248
<b>7</b>	Add lines 5 and 6.		<b>7</b>	1,733,534
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b>	1,432,640

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	16,496
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	16,496
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	16,496
<b>6</b>	Credits/Payments		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	12,480
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	12,480
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	89
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	4,105
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>	No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	No
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NE _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	<b>8b</b>	Yes
<b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>	Yes

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>JOSEPH KERRIGAN</b> Telephone no <b>(402) 937-9818</b> Located at <b>PO BOX 6368 LINCOLN NE</b> ZIP +4 <b>68506</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b> 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 <b>N/A</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> 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				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> 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				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>			
<b>c</b> 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? . . . . .	<b>1c</b>			
<b>2</b> 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))				
<b>a</b> 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 <b>20___, 20___, 20___, 20___</b>				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<b>2b</b>			
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>				
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> 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> ) . . . . .	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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><b>(5)</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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><b>c</b> 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><b>6a</b> 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>b</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><b>7a</b> 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>b</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>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

**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
JOSEPH KERRIGAN PO BOX 6368 LINCOLN, NE 68506	PRES/TREAS 10 00	22,500	0	0
DONALD F DILLON PO BOX 6368 LINCOLN, NE 68506	DIRECTOR 1 00	1,500	0	0
PATRICK J KERRIGAN PO BOX 6368 LINCOLN, NE 68506	VP/SEC/DIREC 1 00	1,500	0	0
DAVID B POLICKY PO BOX 6368 LINCOLN, NE 68506	DIRECTOR 1 00	1,500	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.

**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. . . . . ▶

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	33,833,216
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	642,908
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	34,476,124
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	34,476,124
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	517,142
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	33,958,982
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	1,697,949

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	1,697,949
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	16,496
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	16,496
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	1,681,453
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	1,681,453
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	1,681,453

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,432,640
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,432,640
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,432,640

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,681,453
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			1,432,640	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,432,640</u>				
<b>a</b> Applied to 2012, but not more than line 2a			1,432,640	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				1,681,453
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

**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			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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 or e-mail address of the person to whom applications should be addressed

DILLON FOUNDATION JOSEPH KERRIGAN  
PO BOX 6368  
LINCOLN, NE 68506  
(402) 937-9818

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

BLANK GRANT APPLICATIONS CAN BE REQUESTED BY WRITING TO THE FOUNDATION AT DILLON FOUNDATION, P O BOX 6368, LINCOLN, NE 68506 OR BY EMAIL TO DILLONFDN@AOL.COM

**c** Any submission deadlines

N/A

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

N/A

**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 1,432,640
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b>





**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)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN LUNG ASSOCIATION OF NEBRAS 8990 WEST DODGE RD SUITE OMAHA, NE 68114	NONE	501(C)3	PROGRAM	5,000
AMERICAN RED CROSS 220 OAKCREEK DRIVE LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	5,000
ANGELS AMONG US 11918 POPPLETON PLZ SUI OMAHA, NE 68144	NONE	501(C)3	PROGRAM	15,000
AUDUBON NEBRASKA PO BOX 117 DENTON, NE 68339	NONE	501(C)3	PROGRAM	20,000
AUTISM ACTION PARTNERSHIP 14301 FNB PARKWAY SUITE OMAHA, NE 68154	NONE	501(C)3	PROGRAM	4,000
BARTH SYNDROME FOUNDATION PO BOX 618 LARCHMONT, NY 10538	NONE	501(C)3	PROGRAM	2,500
BLESSED SACRAMENT SCHOOL 1725 LAKE STREET LINCOLN, NE 68502	NONE	501(C)3	CAPITAL IMPROVEMENTS	20,000
BRIGHT LIGHTS INC 5561 SOUTH 48TH STREET LINCOLN, NE 68516	NONE	501(C)3	PROGRAM	10,000
CARNEGIE ARTS CENTER 204 WEST 4TH STREET ALLIANCE, NE 69301	NONE	501(C)3	PROGRAM	6,000
CASA FOR LANCASTER COUNTY 1141 H STREET SUITE C LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	15,000
CATHOLIC CHARITIES OF OMAHA 3300 NORTH 60TH STREET OMAHA, NE 68104	NONE	501(C)3	PROGRAM	10,000
CATHOLIC SOCIAL SERVICES 2241 O STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	20,790
CEDARS HOME FOR CHILDREN 6601 PIONEERS BLVD SUITE LINCOLN, NE 68506	NONE	501(C)3	CAPITAL IMPROVEMENTS	30,000
CENTERPOINT 2633 P STREET LINCOLN, NE 68503	NONE	501(C)3	PROGRAM	5,000
CHRISTIAN HERITAGE CHILDRENS HOME 14880 OLD CHENEY ROAD WALTON, NE 68461	NONE	501(C)3	PROGRAM	20,000
<b>Total . . . . .</b>			<b>3a</b>	1,432,640

**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)				
<b>a</b> <i>Paid during the year</i>				
COMMUNITY CROPS 1551 SOUTH 2ND STREET LINCOLN,NE 68502	NONE	501(C)3	PROGRAM	2,000
CONCORDIA UNIVERSITY 800 NORTH COLUMBIA AVE SEWARD,NE 68434	NONE	501(C)3	PROGRAM	20,000
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET SUI WELLESLEY HILLS,MA 02481	NONE	501(C)3	PROGRAM	15,000
DIOCESE OF LINCOLN PO BOX 80328 LINCOLN,NE 68501	NONE	501(C)3	PROGRAM	3,000
DOANE COLLEGE 1014 BOSWELL CRETE,NE 68333	NONE	501(C)3	PROGRAM	15,000
DURHAM WESTERN HERITAGE MUSEUM 801 SOUTH 10TH STREET OMAHA,NE 68108	NONE	501(C)3	PROGRAM	20,000
EPS PREGNANCY SERVICES 6220 MAPLE STREET OMAHA,NE 68104	NONE	501(C)3	CAPITAL IMPROVEMENTS	16,000
EASTMONT TOWERS FOUNDATION 6315 O STREET LINCOLN,NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	40,000
FOOD BANK OF LINCOLN 4840 DORIS BAIR CIRCLE LINCOLN,NE 68504	NONE	501(C)3	PROGRAM	30,000
FRIENDS OF LIED PO BOX 880151 LINCOLN,NE 68588	NONE	501(C)3	CAPITAL IMPROVEMENTS	75,000
FRIENDSHIP HOME OF LINCOLN POBOX 85358 LINCOLN,NE 68501	NONE	501(C)3	PROGRAM	30,000
GENERATION LIFE 590 SYNDER AVENUE WEST CHESTER,PA 19382	NONE	501(C)3	PROGRAM	10,000
GREAT PLAINS TRAILS NETWORK 5000 NORTH 7TH STREET LINCOLN,NE 68521	NONE	501(C)3	CAPITAL IMPROVEMENTS	5,000
HOLY ROSARY CATHOLIC CHURCH 1104 CHEYENNE ALLIANCE,NE 69301	NONE	501(C)3	PROGRAM	10,000
JUNIOR ACHIEVEMENT 285 SOUTH 68TH PLACE ST LINCOLN,NE 68510	NONE	501(C)3	PROGRAM	10,000
<b>Total . . . . .</b>			<b>3a</b>	1,432,640

**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)				
<b>a</b> <i>Paid during the year</i>				
KEVIN O'CONNOR SCHOLARSHIP FUND IN PO BOX 4070 OMAHA, NE 68104	NONE	501(C)3	PROGRAM	10,000
LINCOLN CITY LIBRARY FOUNDATION 136 SOUTH 14TH STREET LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	20,000
LINCOLN MUNICIPAL BAND 315 SOUTH 9TH STREET SU LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	3,000
LINCOLN PARKS AND RECREATION FOUNDA 2740 A STREET LINCOLN, NE 68502	NONE	501(C)3	CAPITAL IMPROVEMENTS	20,000
LINCOLN PUBLIC SCHOOLS P O BOX 82889 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	10,000
LINCOLN PUBLIC SCHOOLS FOUNDATION 5901 O STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	15,000
LINCOLN SYMPHONY ORCHESTRA 233 SOUTH 13TH ST SUIT LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	18,000
LUX CENTER FOR THE ARTS 2601 NORTH 48TH STREET LINCOLN, NE 68504	NONE	501(C)3	PROGRAM	10,000
MADONNA SCHOOL 6402 NORTH 71 PLAZA OMAHA, NE 68104	NONE	501(C)3	PROGRAM	15,000
MATT TALBOT KITCHEN PO BOX 80935 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	30,000
NATIONAL ARBOR DAY FOUNDATION 211 NORTH 12TH STREET LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	15,000
NEBRASKA BRASS 315 SOUTH 9TH STREET SUI LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	1,500
NEBRASKA CHILDREN & FAMILIES FOUNDA 215 CENTENNIAL MALL S LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
NEBRASKA HUMANITIES COUNCIL 215CENTENNIAL MALL SOUTH LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
NEBRASKA JAZZ ORCHESTRA 315 SOUTH 9TH STREET SUI LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	3,000
<b>Total . . . . .</b>			<b>3a</b>	1,432,640

**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)				
<b>a</b> <i>Paid during the year</i>				
NEBRASKA STATE HISTORICAL FOUNDATIO 128 N 13TH STREET 1010 LINCOLN,NE 68508	NONE	501(C)3	PROGRAM	20,000
NEBRASKA WESLEYAN UNIVERSITY 5000 SAINT PAUL AVENUE LINCOLN,NE 68504	NONE	501(C)3	PROGRAM	5,000
NORTH AMERICAN MARTYRS SCHOOL 1101 ISAAC DRIVE LINCOLN,NE 68521	NONE	501(C)3	CAPITAL IMPROVEMENTS	10,000
OMAHA STREET SCHOOL 3223 NORTH 45TH OMAHA,NE 68104	NONE	501(C)3	PROGRAM	10,000
ONEWORLD COMMUNITY HEALTH 4920 SOUTH 30TH STREET OMAHA,NE 68107	NONE	501(C)3	PROGRAM	10,000
OPEN DOOR MISSION 2828 NORTH 23RD STREET EA OMAHA,NE 68110	NONE	501(C)3	PROGRAM	10,000
OUR LADY OF GOOD COUNSEL RETREAT HO 7303 NORTH 112TH WAVERLY,NE 68462	NONE	501(C)3	PROGRAM	10,000
OUTLOOK NEBRASKA 4125 S 72ND ST OMAHA,NE 68127	NONE	501(C)3	PROGRAM	5,000
PEOPLES CITY MISSION PO BOX 80636 LINCOLN,NE 68501	NONE	501(C)3	PROGRAM	5,000
PHEASANTS FOREVER INC PO BOX 6592 LINCOLN,NE 68506	NONE	501(C)3	PROGRAM	1,000
PIUS X ST LEO'S SCHOOL 6905 BLONDO STREET OMAHA,NE 68104	NONE	501(C)3	PROGRAM	20,000
PIUS X FOUNDATION 6000 A STREET LINCOLN,NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	30,000
PROJECT KINDLE PO BOX 81147 LINCOLN,NE 68501	NONE	501(C)3	PROGRAM	10,000
RESPECT2 820 SOUTH 75TH STREET OMAHA,NE 68114	NONE	501(C)3	PROGRAM	3,250
REGIS UNIVERSITY 3333 REGIS BOULEVARD DENVER,CO 80221	NONE	501(C)3	PROGRAM	100,000
<b>Total . . . . .</b>				<b>1,432,640</b>

**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)				
<b>a</b> <i>Paid during the year</i>				
SACRED HEART SCHOOL 540 NORTH 31ST STREET LINCOLN, NE 68503	NONE	501(C)3	CAPITAL IMPROVEMENTS	6,100
SALVATION ARMY 2625 POTTER LINCOLN, NE 68503	NONE	501(C)3	PROGRAM	10,000
SCHOOL SISTERS OF CHRIST THE KING 4100 SW 56TH STREET LINCOLN, NE 68522	NONE	501(C)3	CAPITAL IMPROVEMENTS	27,000
SEWING FOR BABIES INC 6125 WALKER AVE LINCOLN, NE 68507	NONE	501(C)3	PROGRAM	5,000
SHELDON MUSEUM OF ART UNIVERSITY OF NEBRASKA AT LINCOLN, NE 68588	NONE	501(C)3	PROGRAM	20,000
SIENAFRANCIS HOUSE 1702 NICHOLAS STREET OMAHA, NE 68102	NONE	501(C)3	PROGRAM	15,000
ST AGNES ACADEMY FOUNDATION 1104 CHEYENNE AVENUE ALLIANCE, NE 69301	NONE	501(C)3	CAPITAL IMPROVEMENTS	25,000
ST ELIZABETH FOUNDATION 555 SOUTH 70TH ST LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	22,000
ST JOHN THE APOSTLE SCHOOL 7601 VINE LINCOLN, NE 68505	NONE	501(C)3	CAPITAL IMPROVEMENTS	10,000
ST JOSEPH CATHOLIC CHURCH 7900 TRENDWOOD DRIVE LINCOLN, NE 68506	NONE	501(C)3	PROGRAM	32,000
ST LEO PARISH 28290 BEAUMONT ROAD BONITA SPRINGS, FL 34131	NONE	501(C)3	PROGRAM	5,000
ST MARY'S SCHOOL 1434 K STREET LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	15,000
ST MICHAEL'S SCHOOL 9101 S 78TH ST LINCOLN, NE 68516	NONE	501(C)3	CAPITAL IMPROVEMENTS	15,000
ST PETER'S CHURCH 4500 DUXHALL LINCOLN, NE 68516	NONE	501(C)3	PROGRAM	1,000
ST PETER'S SCHOOL 4500 DUXHALL DRIVE LINCOLN, NE 68516	NONE	501(C)3	CAPITAL IMPROVEMENTS	30,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	1,432,640

**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)				
<b>a</b> <i>Paid during the year</i>				
ST TERESA'S SCHOOL 616 SOUTH 36TH STREET LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	25,000
ST THOMAS AQUINAS CHURCH 320 NORTH 16TH LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	30,000
TABITHA 4720 RANDOLPH STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	45,000
TEAMMATES 6801 O STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	30,000
U S O PO BOX 96860 WASHINGTON, DC 200777677	NONE	501(C)3	PROGRAM	2,000
UNITED WAY OF LINCOLN-LANCASTER CO 238 SOUTH 13TH STREET LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL SUIT LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	100,000
VILLA MARIE 7205 NORTH 112TH STREET WAVERLY, NE 68462	NONE	501(C)3	CAPITAL IMPROVEMENTS	18,500
YMCA 570 FALLBROOK BLVD SUITE LINCOLN, NE 68521	NONE	501(C)3	PROGRAM	5,000
<b>Total . . . . .</b>				<b>1,432,640</b>

## TY 2013 Accounting Fees Schedule

**Name:** DILLON FOUNDATION  
 C/O JOSEPH KERRIGAN  
**EIN:** 91-1805591

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,497			

# TY 2013 Compensation Explanation

**Name:** DILLON FOUNDATION  
 C/O JOSEPH KERRIGAN  
**EIN:** 91-1805591

Person Name	Explanation
JOSEPH KERRIGAN	
DONALD F DILLON	
PATRICK J KERRIGAN	
DAVID B POLICKY	

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** DILLON FOUNDATION  
C/O JOSEPH KERRIGAN

**EIN:** 91-1805591

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK INVESTMENTS	18,871,429	38,370,315

## TY 2013 Other Expenses Schedule

**Name:** DILLON FOUNDATION  
 C/O JOSEPH KERRIGAN

**EIN:** 91-1805591

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSE	91,442	91,442		
MISCELLANEOUS EXPENSE	258			

**TY 2013 Other Income Schedule**

**Name:** DILLON FOUNDATION  
C/O JOSEPH KERRIGAN

**EIN:** 91-1805591

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SECURITIES LITIGATION PROCEED	4,545	4,545	

## TY 2013 Substantial Contributors Schedule

**Name:** DILLON FOUNDATION  
 C/O JOSEPH KERRIGAN  
**EIN:** 91-1805591

Name	Address
DONALD F DILLON	110 ST EUSTACIUS LANE BAREFOOT, FL 341348513

## TY 2013 Taxes Schedule

**Name:** DILLON FOUNDATION  
 C/O JOSEPH KERRIGAN  
**EIN:** 91-1805591

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	4,191	4,191		
FEDERAL TAX	19,927	19,927		