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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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OMB No 1545-0052








2013

Open to Public Inspection


For calendar year 2013, or tax year beginning 11-01-2013 , and ending 10-31-2014

Name of foundation DILLON FOUNDATION		A Employer identification number 36-6059349	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 537		B Telephone number (see instructions) (815) 626-9000	
City or town, state or province, country, and ZIP or foreign postal code STERLING, IL 61081		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 (<i>from Part II, col. (c), line 16</i>)▶\$ 63,784,759	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (<i>Part I, column (d) must be on cash basis.</i>)	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)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15,497	15,497		
	4 Dividends and interest from securities.	2,474,553	2,474,553		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,977,668			
	b Gross sales price for all assets on line 6a 19,913,125				
	7 Capital gain net income (from Part IV, line 2) . . .		1,977,668		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	92,399	92,399		
	12 Total. Add lines 1 through 11	4,560,117	4,560,117		
	13 Compensation of officers, directors, trustees, etc	1,404	1,404		0
	14 Other employee salaries and wages	21,755	0		21,755
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	317	0		317
	b Accounting fees (attach schedule)	57,556	28,778		28,778
	c Other professional fees (attach schedule)	895,295	895,295		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	95,609	41,905		1,704
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,181	879		19,302
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	1,092,117	968,261		71,856
	25 Contributions, gifts, grants paid	3,265,378			3,265,378
	26 Total expenses and disbursements. Add lines 24 and 25	4,357,495	968,261		3,337,234
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	202,622			
	b Net investment income (if negative, enter -0-)		3,591,856		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	645,378	746,740	746,740
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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)	1,894,854	 1,862,959	1,862,959
	b	Investments—corporate stock (attach schedule)	13,347,142	 13,390,983	13,390,983
	c	Investments—corporate bonds (attach schedule).	13,117,261	 11,839,681	11,839,681
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	33,980,250	 35,260,135	35,260,135
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 664,914	 684,261	 684,261
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	63,649,799	63,784,759	63,784,759
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	63,649,799	63,784,759	
	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)	63,649,799	63,784,759	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	63,649,799	63,784,759	

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	63,649,799
2	Enter amount from Part I, line 27a	2	202,622
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	63,852,421
5	Decreases not included in line 2 (itemize) ▶ 	5	67,662
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	63,784,759

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			(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	
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	1,977,668
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	3,128,899	61,116,863	0 051195
2011	2,986,687	57,592,740	0 051859
2010	2,998,116	58,789,367	0 050998
2009	2,880,423	56,674,247	0 050824
2008	2,693,750	53,699,393	0 050164










2	Total of line 1, column (d).	2	0 255040
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 051008
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	63,744,763
5	Multiply line 4 by line 3.	5	3,251,493
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	35,919
7	Add lines 5 and 6.	7	3,287,412
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	3,337,234

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	35,919
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	35,919
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	35,919
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	52,140
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	52,140
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,221
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 16,221 Refunded	11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No




















Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 	11	Yes	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  PETER DILLON Telephone no  (815) 626-9000 Located at  PO BOX 537 STERLING IL ZIP+4  61081			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  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 	16	Yes No	No 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?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. 	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?.  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.  Yes  No			
b	If "Yes," did it have excess business holdings in 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)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

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

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

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

☐ Yes ☒ No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

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

7b

Part VIII

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

1

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

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

2

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

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

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

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	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	64,577,774
b	Average of monthly cash balances.	1b	137,721
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	64,715,495
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	64,715,495
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	970,732
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	63,744,763
6	Minimum investment return. Enter 5% of line 5.	6	3,187,238

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	3,187,238
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	35,919
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	35,919
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,151,319
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,151,319
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,151,319

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	3,337,234
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,337,234
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	35,919
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,301,315
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				3,151,319
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.				39,446
b From 2009.				115,703
c From 2010.				94,272
d From 2011.				143,650
e From 2012.				173,176
f Total of lines 3a through e.	566,247			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,337,234				
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.				3,151,319
e Remaining amount distributed out of corpus	185,915			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	752,162			
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). . . .	39,446			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	712,716			
10 Analysis of line 9				
a Excess from 2009. . . .				115,703
b Excess from 2010. . . .				94,272
c Excess from 2011. . . .				143,650
d Excess from 2012. . . .				173,176
e Excess from 2013. . . .				185,915

Part XIVPrivate 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)

☐ 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 XVSupplementary 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

PETER W DILLON
PO BOX 537
STERLING,IL 61081
(815) 626-9000

b

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

SUBMIT A LETTER STATING PURPOSE OF GRANT AND INCLUDE COPY OF EXEMPTION LETTER

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2013)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,265,378
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SCHAFER CULLEN	P		
RIVER ROAD ASSET	P		
WENTWORTH HAUSER	P		
SAGE ADVISORY	P		
CINCINNATI ASSET	P		
FRONTPOINT	P		
EEM DD TRIGG PLUS	P		
APPLE INCOME NOTE	P		
MILLENNIUM	P		
BAY RESOURCE	P		
DISCOVERY GLOBAL	P		
OPPORTUNISTIC PORTFOLIO	P		
DOUBLINE	P		
DELAWARE CAPITAL	P		
ADVENT	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)
382,406		189,198	193,208
2,114,317		1,660,910	453,407
20		1,125	-1,105
1,882,762		1,873,360	9,402
872,051		867,011	5,040
10,981			10,981
2,804,531		2,500,000	304,531
2,000,000		2,000,000	0
438,389			438,389
508,787			508,787
		194,220	-194,220
5,067,140		5,122,655	-55,515
17,799			17,799
454,121		245,266	208,855
3,359,821		3,281,712	78,109

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	
			193,208
			453,407
			-1,105
			9,402
			5,040
			10,981
			304,531
			0
			438,389
			508,787
			-194,220
			-55,515
			17,799
			208,855
			78,109


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER W DILLON	PRESIDENT 12 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
PATRICK W DILLON	VICE PRESIDENT 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
JOHN VAN OSDOL	TREASURER 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
MARGO DILLON	ASSISTANT TREASURER 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
GALE D INGLEE	ASSISTANT SECRETARY 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
JAMES M BOESEN	SECRETARY 1 00	1,404	0	0
2804 W LEFEVRE STERLING,IL 61081				
BROOKE MILLER	DIRECTOR 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
TOM LEXVOLD	DIRECTOR 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				
MICHAEL W DILLON	DIRECTOR 1 00	0	0	0
2804 W LEFEVRE STERLING,IL 61081				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABRAHAM LINCOLN PRESIDENTIAL LIBRARY FOUNDATION 112 NORTH SIXTH STREET SPRINGFIELD,IL 62701	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, AND HUMANITIES	2,850
ACCESS SERVICES OF NORTHERN ILLINOIS 7399 FOREST HILLS RD LOVES PARK,IL 61111	NONE	PC	SUPPORT COMMUNITY INVOLVEMENT AND DEVELOPMENT	2,100
ALZHEIMER'S DISEASE & RELATED DISORDERS 215 E FIRST ST SUITE 153 DIXON,IL 61021	NONE	PC	IN SUPPORT OF MEDICAL RESEARCH	2,150
AMERICA'S FUTURE INC 7800 BONHOMME AVE ST LOUIS,MO 63105	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	1,950
AMERICAN CANCER SOCIETY - NORTHERN REGION 4312 EAST STATE ST ROCKFORD,IL 61108	NONE	PC	TO SUPPORT MISSIONS RELATED TO DISEASE, DISORDER	7,400
AMERICAN RED CROSS - LINCOLN LAND CHAPTER 112 WSECOND ST ROCK FALLS,IL 61071	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	4,500
ANIMAL FRIENDS RESCUE PROJECT P O BOX 51083 PACIFIC GROVE,CA 93950	NONE	PC	TO SUPPORT THE ORGANIZATIONS ANIMAL RELATED ACTIVITIES	500
ASSOCIATION OF SMALL FOUNDATIONS 4905 DEL RAY AVE SUITE 308 BETHESDA,MD 20814	NONE	PC	IN SUPPORT OF PHILANTHROPY VOLUNTARISM	3,250
AUGUSTANA COLLEGE - WVIK 639 38TH STREET ROCK ISLAND,IL 61201	NONE	GOV	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	1,300
BATAVIA UNIT SCHOOL DISTRICT #101 1200 WWILSON ST BATAVIA,IL 60510	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	4,500
BEREA COLLEGE BEREА COLLEGE BEREA,KY 40404	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	8,250
BI-COUNTY COOPERATIVE FOUNDATION 506 WFOURTH ST B STERLING,IL 61081	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	8,000
BIG BROTHER- BIG SISTER OF THE MISSISSIPPI VALLEY 300 FIRST VALLEY ROCK FALLS,IL 61071	NONE	PC	IN SUPPORT OF YOUTH DEVELOPMENT	5,000
BITTORF HOME - OPERATING EXPENSES 105 16TH AVE STERLING,IL 61081	NONE	PC	TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	2,886
BLACKHAWK HILLS REGIONAL COUNCIL J 102 EAST ROUTE 30 SUITE 3 ROCK FALLS,IL 61071	NONE	PC	TO SUPPORT THE WACC CEO PROGRAM INVESTMENT	1,000
Total			3a	3,265,378


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 Paid during the year				
BOY SCOUTS OF AMERICA BLACKHAWK AREA COUNCIL 1800 7TH AVENUE P O BOX 4085 ROCKFORD,IL 61110	NONE	PC	IN SUPPORT OF YOUTH DEVELOPMENT	7,500
BOY SCOUTS OF AMERICA DENVER COUNCIL 2901 W 19TH AVENUE DENVER,CO 80204	NONE	PC	IN SUPPORT OF YOUTH DEVELOPMENT	4,500
CAPITAL RESEARCH CENTER 1513 16TH ST NW WASHINGTON,DC 20036	NONE	PC	PUBLIC AFFAIRS, SOCIETY BENEFIT	2,000
CENTRAL INDIA CHRISTIAN MISSION 9911 EMNORA LANE HOUSTON,TX 77080	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	1,000
CGH HEALTH FOUNDATION 100 E LEFEVRE STERLING,IL 61081	NONE	SO I	TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	25,000
CHILDREN'S DIABETES FOUNDATION AT DENVER 777 GRANT ST SUITE 302 DENVER,CO 80203	NONE	PC	TO SUPPORT MISSIONS RELATED TO DISEASE, DISORDER	2,500
CHINESE CHILDREN CHARITIES 6920 SOUTH HOLLY CIRCLE CENTENNIAL,CO 80112	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	1,000
CHRIST LUTHERAN CHURCH 2000 18TH AVENUE STERLING,IL 61081	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,480
CITY OF GOD P O BOX 745 STERLING,IL 61081	NONE	PC	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	2,700
CITY OF STERLING 212 THIRD AVENUE STERLING,IL 61081	NONE	GOV	TO SUPPORT COMMUNITY IMPROVEMENT AND DEVELOPMENT	128,235
CLINTON SYMPHONY ORCHESTRA ASSOCIATION P O BOX 116 CLINTON,IA 52733	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	2,500
COLOMA TOWNSHIP PARK DISTRICT 508 EAST 11TH STREET ROCK FALLS,IL 61071	NONE	GOV	TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	40,000
COMMUNITY CHRISTMAS FOR CHILDREN 409 WEST 21ST ST STERLING,IL 61081	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	8,000
COMMUNITY UNIT SCHOOL DISTRICT #5 410 E LEFEVRE RD STERLING,IL 61081	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	537,513
COMMUNITY UNIT SCHOOL DISTRICT #5 - CHALLAND MIDDLE SCHOOL 1700 6TH AVENUE STERLING,IL 61081	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	534
Total  3a				3,265,378


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>				
COUNCIL FOR ECONOMIC EDUCATION 122 EAST 42ND ST SUITE 2600 NEW YORK,IL 10168	NONE	PC	UNRESTRICTED SUPPORT OF THE COUNCIL FOR ECONOMIC EDUCATION	2,400
CULTURAL LITERACY FOUNDATION 801 E HIGH ST CHARLOTTESVILLE,VA 22901	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,600
DENVER ZOOLOGICAL FOUNDATION INC 2300 STEELE STREET DENVER,CO 80205	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	4,500
DISCOVERY CENTER MUSEUM OF ROCKFORD INC 711 NORTH MAIN ROCKFORD,IL 61103	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	500
EAST COLOMA SCHOOL DISTRICT #12 1602 DIXON RD ROCK FALLS,IL 61071	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	4,000
EUREKA COLLEGE 300 E COLLEGE AVE EUREKA,IL 61503	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	3,200
FIRST PRESBYTERIAN CHURCH 410 2ND AVENUE STERLING,IL 61081	NONE	PC	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	28,000
FOOD BANK OF MONTEREY COUNTY 815 W MARKET 5 SALINAS,CA 93901	NONE	PC	TO SUPPORT FOOD, NUTRITION AND AGRICULTURE PROGRAMS	1,000
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BLVD SUITE B DAVIS,CA 95616	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,800
FOX VALLEY HOSPICE P O BOX 707 GENEVA,IL 60134	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	500
FREEDOMS FOUNDATION AT VALLEY FORGE P O BOX 706 VALLEY FORGE,PA 19481	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	3,000
GIRL SCOUTS OF NORTHERN ILLINOIS FREEPORT SERVICE CENTER 5040 WEST BUSINESS ROUTE 20 FREEPORT,IL 61032	NONE	PC	IN SUPPORT OF YOUTH DEVELOPMENT	7,750
GRACE EPISCOPAL CHURCH 707 FIRST AVENUE STERLING,IL 61081	NONE	SO I	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	32,641
GREATER STERLING DEVELOPMENT CORPORATION 1741 INDUSTRIAL DRIVE STERLING,IL 61081	NONE	PC	TO SUPPORT COMMUNITY IMPROVEMENT AND DEVELOPMENT	39,534
GUIDING EYES FOR THE BLIND 611 GRANITE SPRINGS RD YORKTOWN HEIGHTS,NY 10598	NONE	PC	TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	2,300
Total  3a				3,265,378


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 Paid during the year				
HAPPY TAILS HUMANE SOCIETY 1408 MCNEIL ROAD ROCK FALLS,IL 61071	NONE	PC	TO SUPPORT THE ORGANIZATIONS ANIMAL RELATED ACTIVITIES	1,200
HAYES BARTON BAPTIST CHURCH 1600 GLENWOOD AVENUE RALEIGH,NC 27608	NONE	PC	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	2,500
HOME OF HOPE OF THE ROCK RIVER VALLEY INC 1637 PLOCK RD DIXON,IL 61021	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	6,250
HOSPICE OF ROCK RIVER VALLEY 264 IL RTE 2 DIXON,IL 61021	NONE	PC	TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	9,100
ILLINOIS CONSERVATION FOUNDATION ONE NATURAL RESOURCE WAY SPRINGFIELD,IL 62702	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	13,000
ILLINOIS COUNCIL ON ECONOMIC EDUCATION NORTHERN ILLINOIS UNIVERSITY DEKALB,IL 61115	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,300
ILLINOIS MATHEMATICS & SCIENCE ACADEMY 1500 W SULLIVAN ROAD AURORA,IL 60506	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	4,500
JOHNSON O'CONNOR RESEARCH FOUNDATION INC 347 BEACON ST BOSTON,MA 02116	NONE	SO II	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	1,850
JUNIOR ACHIEVEMENT OF HEARTLAND INC 800 12TH AVENUE MOLINE,IL 61265	NONE	PC	IN SUPPORT OF YOUTH DEVELOPMENT	5,400
JUNIOR TACKLE FOOTBALL INC OF STERLING IL 3806 WOODLAWN RD STERLING,IL 61081	NONE	PC	TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	4,500
KANEVILLE UNITED METHODIST CHURCH 46W764 MAIN ST ELBURN,IL 60119	NONE	PC	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	2,000
KEITH COUNTRY DAY SCHOOL ROCKFORD 1 JACOBY PLACE ROCKFORD,IL 61107	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,600
KIWANIS CLUB OF STERLING FOUNDATION ATTN COATS FOR KIDS CHAIR PERSON PO BOX 44 STERLING,IL 61081	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	3,750
LIVING WELL CANCER RESOURCE CENTER 1803 W STATE STREET GENEVA,IL 60134	NONE	PC	TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	5,500
LUTHERAN SOCIAL SERVICES OF ILLINOIS 1901 FIRST AVENUE STERLING,IL 61081	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	4,750
Total  3a				3,265,378


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>				
LYRIC OPERA OF CHICAGO 20 N WACKER DRIVE CHICAGO,IL 60606	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	10,000
MAKE A WISH FOUNDATION OF COLORADO INC 7951 E MAPLEWOOD AVENUE GREENWOOD VILLAGE,CO 80111	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	1,500
MARCH OF DIMES BIRTH DEFECTS FOUNDATION - NORTHERN IL DIVISION 5411 EAST STATE ST 8 ROCKFORD,IL 61108	NONE	PC	IN SUPPORT OF MEDICAL RESEARCH	2,300
MAX MCGRAW WILD LIFE FOUNDATION 14N 322 RTE 25 PO BOX 9 DUNDEE,IL 60118	NONE	PC	TO SUPPORT THE ORGANIZATIONS ANIMAL RELATED ACTIVITIES	4,500
MAYO FOUNDATION FOR MEDICAL EDUCATION AND RESEARCH 200 FIRST ST S W ROCHESTER ROCHESTER,MN 55905	NONE	PC	TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	22,500
MEMORIAL SLOAN - KETTERING CANCER CENTER PO BOX 599 LENNOX HILL NEW YORK,NY 10021	NONE	PC	IN SUPPORT OF MEDICAL RESEARCH	3,100
MONTANA STATE UNIVERSITY 600 WEST KAGY BOULEVARD HOZEMAN,MT 59717	NONE	GOV	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	7,000
MONTMORENCY SCHOOL DISTRICT #12 9415 HOOVER RD ROCK FALLS,IL 61071	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	4,250
NATIONAL CENTER FOR SCIENCE EDUCATION 420 40TH STREET SUITE 2 OAKLAND,CA 94609	NONE	PC	SUPPORT NCSE'S DIVERSE EFFORTS TO PROMOTE AND DEFEND THE INTEGRITY OF SCIENCE EDUCATION	615
NATIONAL FIRE SAFETY COUNCIL INC 110 WEST 5TH ST STERLING,IL 61081	NONE	PC	PUBLIC SAFETY, DISASTER PREPAREDNESS, & RELIEF	400
NATIONAL JEWISH MEDICAL AND RESEARCH CENTER 100 N LASALLE SUITE 1612 CHICAGO,IL 60602	NONE	PC	TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	2,350
NATIONAL TRUST FOR HISTORIC PRESERVATION PRESERVATION MIDWEST REGIONAL 53 W JACKSON BLVD SUITE 350 CHICAGO,IL 60604	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	4,400
NEWMAN CENTRAL CATHOLIC HIGH SCHOOL 1101 WEST ST MARYS ROAD STERLING,IL 61081	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	4,090
NIGHT LIGHTS INC 5890 SOUTH ALKIRE STREET LITTLETON,CO 80127	NONE	PC	UNRESTRICTED SUPPORT TO THE NIGHT LIGHTS PROGRAM	1,000
NORTHERN ILLINOIS UNIVERSITY FOUNDATION - WNIU 801 N FIRST ST DEKALB,IL 60115	NONE	GOV	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	5,400
Total  3a				3,265,378


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>				
NORTHWESTERN ILLINOIS CENTER FOR INDEPENDENT LIVING 229 FIRST AVE SUITE 2 ROCK FALLS,IL 61071	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	2,250
OPERATION SMILE 6435 TIDEWATER DR NORFOLK,VA 23509	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	500
PARKER EVANGELICAL PRESBYTERIAN CHURCH 9100 E PARKER ROAD PARKER,CO 80138	NONE	PC	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	1,000
PRESBYTERIAN CHURCH (USA) FOUNDATION 200 EAST TWELFTH STREET JEFFERSONVILLE,IN 47130	NONE	PC	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	7,500
ROCK FALLS ELEMENTARY SCHOOL DISTRICT #13 602 4TH AVENUE ROCK FALLS,IL 61071	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	13,490
ROCK FALLS PUBLIC LIBRARY 1007 7TH AVE ROCK FALLS,IL 61071	NONE	GOV	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	8,100
ROCK FALLS TOWNSHIP HIGH SCHOOL DIST #301 171 12TH AVE ROCK FALLS,IL 61071	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	7,910
ROCK FALLS YOUTH FOOTBALL 220 E 10TH STREET ROCK FALLS,IL 61071	NONE	PC	SUPPORT THE 2013 YOUTH FOOTBALL AND CHEERLEADING PROGRAM	1,250
ROCK RIVER VALLEY SELF HELP ENTERPRISES 2300 WEST LEFEVRE ROAD STERLING,IL 61081	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	13,000
ROCKFORD COLLEGE 5050 EAST STATE ST ROCKFORD,IL 61108	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	5,000
SAUK VALLEY COMMUNITY COLLEGE FOUNDATION 173 ILLINOIS ROUTE 2 DIXON,IL 61021	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	74,331
SAUK VALLEY FOODBANK 1801 PLANT RD STERLING,IL 61081	NONE	PC	TO SUPPORT FOOD, NUTRITION AND AGRICULTURE PROGRAMS	3,000
SEVENTH DAY ADVENTIST CHURCH 501 W SECOND ST ROCK FALLS,IL 61071	NONE	PC	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	1,200
SISKIN CHILDREN'S INSTITUTE ONE SISKIN PLAZA CHATTANOOGA,TN 37403	NONE	PC	TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSION	5,100
SPCA FOR MONTEREY COUNTY PO BOX 3058 MONTEREY,CA 93942	NONE	PC	TO SUPPORT THE ORGANIZATION'S ANIMAL RELATED ACTIVITIES	500
Total  3a				3,265,378


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 Paid during the year				
SPECIAL OLYMPICS OF ILLINOIS 605 E WILLOW ST NORMAL,IL 61761	NONE	PC	TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	3,500
ST ANDREW'S CATHOLIC ELEMENTARY SCHOOL 701 11TH AVE ROCK FALLS,IL 61071	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	2,760
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PL MEMPHIS,TN 38105	NONE	PC	TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSION	4,300
ST MARK'S EPISCOPAL CHURCH 320 FRANKLIN STREET GENEVA,IL 61034	NONE	PC	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	5,000
ST MARY'S GRADE SCHOOL 5 W SIXTH ST STERLING,IL 61081	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	3,600
ST VINCENT DEPAUL-STERLINGROCK FALLS 7 WEST SIXTH STREET STERLING,IL 61081	NONE	PC	TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	1,000
STANWOOD COMMUNITY SENIOR CENTER 7430 276TH STREET NW STANWOOD,WA 98292	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	7,500
STERLING HIGH SCHOOL 1608 FOURTH AVE STERLING,IL 61081	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	14,565
STERLING MAIN STREET PO BOX 261 STERLING,IL 61081	NONE	GOV	TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	18,250
STERLING PARK DISTRICT 211 E ST MARYS PO BOX 958 STERLING,IL 61081	NONE	GOV	TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	890,396
STERLING PARK DISTRICT - MUSEUM ASSOCIATION 211 E ST MARYS PO BOX 958 STERLING,IL 61081	NONE	GOV	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	137,590
STERLING PARK DISTRICT - SINNISSIPPI TRAIL PROJECT CAPITAL PO BOX 958 STERLING,IL 61081	NONE	GOV	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	3,981
STERLING PUBLIC LIBRARY 102 WEST 3RD ST STERLING,IL 61081	NONE	GOV	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	26,000
STERLING ROCK FALLS COMMUNITY TRUST C/O MIDLAND STATES BANK 302 FIRST AVENUE STERLING,IL 61081	NONE	PC	TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	32,500
STERLING ROCK FALLS DAY CARE AGENCY INC 1840 W LE FEVRE STERLING,IL 61081	NONE	PC	IN SUPPORT OF YOUTH DEVELOPMENT	4,750
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Name and address (home or business)				
a Paid during the year				
STERLING ROCK FALLS FAMILY YMCA 2505 YMCA WAY STERLING,IL 61081	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	49,578
STERLING ROCK FALLS HISTORICAL SOCIETY 1005 E 3R STERLING,IL 61081	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	57,334
STERLING SCHOOLS FOUNDATION PO BOX 1046 STERLING,IL 61081	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	95,221
STERLING TOWNSHIP 108 4TH AVENUE STERLING,IL 61081	NONE	GOV	TO SUPPORT COMMUNITY IMPROVEMENT, DEVELOPMENT	3,525
SULLIVAN HOME - OPERATING EXPENSES 104 15TH AVE STERLING,IL 61081	NONE	PC	TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	21,714
THE ASSOCIATED COLLEGES OF ILLINOIS 150 N WACKER DR SUITE 11740 CHICAGO,IL 60606	NONE	SO II	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	12,000
THE CARING CENTER 2800 E HILL DRIVE ROCK FALLS,IL 61071	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	1,000
THE CIVIL WAR PRESERVATION TRUST 1331 H STREET SUITE 1001 WASHINGTON,DC 20005	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	4,400
THE CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY RD 29 CULVER,IN 46511	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	7,500
THE DICTIONARY PROJECT PO BOX 1845 CHARLESTON,SC 29402	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	1,400
THE FOUNDATION CENTER 79 5TH AVENUE NEW YORK,NY 10003	NONE	PC	IN SUPPORT OF PHILANTHROPY VOLUNTEERISM	3,000
THE JOSEPH F GLIDDEN HOMESTEAD FOUNDATION 2944 GREENWOOD ACRES DR DEKALB,IL 60115	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	3,250
THE NATURE CONSERVANCY OF IL CHAPTER 8 S MICHIGAN SUITE 900 CHICAGO,IL 60603	NONE	PC	ENVIRONMENTAL QUALITY AND PROTECTION ACTIVITIES	19,000
THE PHILANTHROPY ROUNDTABLE 1150 17TH ST NW SUITE 503 WASHINGTON,DC 20063	NONE	PC	IN SUPPORT OF PHILANTHROPY VOLUNTEERISM	1,200
THE ROCKFORD INSTITUTE 934 NORTH MAIN ST ROCKFORD,IL 61103	NONE	PC	IN SUPPORT OF EDUCATION/INSTRUCTION AND RELATED	3,400
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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE SALVATION ARMY PO BOX 366 STERLING,IL 61081	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	20,000
THE UNITED STATES OLYMPIC COMMITTEE ONE OLYMPIC PLAZA COLORADO SPRINGS,CO 80909	NONE	PC	TO SUPPORT RECREATION, LEISURE, SPORTS, ATHLETICS	2,600
TIMBER LAKE PLAYHOUSE PO BOX 29 MT CARROLL,IL 61053	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	5,250
TWIN CITY PUBLIC ACTION TO DELIVER SHELTER INC 507 W 3RD ST STERLING,IL 61081	NONE	PC	HOUSING AND SHELTER	3,700
UNITED WAY OF WHITESIDE COUNTY PO BOX 806 STERLING,IL 61081	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	179,500
UNIVERSITY OF COLORADO FOUNDATION INC 4200 E 9TH AVENUE B188 DENVER,CO 80262	NONE	GOV	IN SUPPORT OF EDUCATION/INSTRUCTION AND RELATED	7,000
UNIVERSITY OF DUBUQUE 200 UNIVERSITY AVENUE DUBUQUE,IA 52001	NONE	GOV	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	7,500
WESLEY UNITED METHODIST CHURCH 2200 16TH AVE STERLING,IL 61081	NONE	PC	TO SUPPORT RELIGION RELATED/SPIRITUAL DEVELOPMENT	500
WHITESIDE AREA CAREER CENTER 1608 FIFTH AVENUE STERLING,IL 61081	NONE	PC	IN SUPPORT OF THE EDUCATION/INSTRUCTION AND RELATED	69,552
WHITESIDE CO COMMUNITY HEALTH CLINIC 1300 W 2ND ST ROCK FALLS,IL 61071	NONE	PC	TO SUPPORT THE HEALTH/GENERAL AND RELATED MISSIONS	3,500
WHITESIDE COUNTY SENIOR CENTER 1207 W 9TH ST STERLING,IL 61081	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	16,500
WOODLAWN ARTS ACADEMY - CAPITAL IMPROVEMENTS 3807 WOODLAWN STERLING,IL 61081	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	41,274
WOODLAWN ARTS ACADEMY - OPERATING EXPENSES 3807 WOODLAWN STERLING,IL 61081	NONE	PC	SUPPORT OF THE ORGANIZATIONS ARTS, CULTURE, HUMANITIES	157,629
YMCA AT UNIVERSITY OF ILLINOIS 1001 S WRIGHT ST CHAMPAIGN,IL 61820	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	6,250
YWCA OF THE SAUK VALLEY 412 FIRST AVE STERLING,IL 61081	NONE	PC	IN SUPPORT OF HUMAN SERVICE ACTIVITIES	22,500
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Name and address (home or business)				
a Paid during the year				
202020 PO BOX 96669 WASHINGTON,DC 20090	NONE	PC	IN SUPPORT OF HUMAN SERVICE	1,000
BROUGHTON HIGH SCHOOL 723 ST MARYS STREET RALEIGH,NC 27605	NONE	GOV	IN SUPPORT OF EDUCATION, INSTRUCTION AND RELATED	1,000
CENTRUM EAST ARENA VENTURE LLC 225 W HUBBARD ST CHICAGO,IL 60654	NONE	PC	IN SUPPORT OF RECREATION, LEISURE, SPORT AND ATHLETIC	2,000
COMMUNITY FOUNDATION OF NORTHERN ILLINOIS 946 N 2ND ST ROCKFORD,IL 61107	NONE	PC	IN SUPPORT OF PHILANTHROPY VOLUNTARISM	500
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK,NY 10001	NONE	PC	IN SUPPORT OF HUMAN SERVICE	2,000
EDGEWOOD HIGH SCHOOL 2219 MONROE STREET MADISON,WI 53711	NONE	GOV	IN SUPPORT OF EDUCATION, INSTRUCTION AND RELATED	500
FLIGHT FOR LIFE - COLORADO 11600 W 2ND PLACE LAKEWOOD,CO 80228	NONE	PC	IN SUPPORT OF HUMAN SERVICE	4,000
IOWA PUBLIC TELEVISION FOUNDATION 6450 CORPORATE DRIVE JOHNSTON,IA 50131	NONE	PC	IN SUPPORT OF ARTS, CULTURE & HUMANITIES	2,500
LEUKEMIA AND LYMPHOMA SOCIETY 651 W WASHINGTON BLVD 400 CHICAGO,IL 60661	NONE	PC	IN SUPPORT OF DISEASE, DISORDER, AND MEDICAL DISCIPLINE	1,000
PHI MU FOUNDATION 400 WESTPARK DRIVE PEACHTREE,GA 30269	NONE	PC	IN SUPPORT OF ARTS, CULTURE AND HUMANITIES	500
QUESTBRIDGE 115 EVERETT AVENUE PALO ALTO,CA 94301	NONE	PC	IN SUPPORT OF EDUCATION, INSTRUCTION AND RELATED	1,000
RIVER BEND FOOD BANK 4010 KIMMEL DRIVE DAVENPORT,IA 52802	NONE	PC	IN SUPPORT OF FOOD, NUTRITION, AND AGRICULTURE	5,000
ROCKY MOUNTAIN CHILDREN'S HEALTH FOUNDATION 2055 HIGH ST SUITE 240 DENVER,CO 80205	NONE	PC	IN SUPPORT OF DISEASE, DISORDER, AND MEDICAL DISCIPLINE	500
SHELTER BOX USA 8374 MARKET STREET 203 LAKEWOOD RANCH,FL 34202	NONE	PC	IN SUPPORT OF YOUTH DEVELOPMENT	1,000
SHRINER'S HOSPITALS FOR CHILDREN 2211 N OAK PARK AVE CHICAGO,IL 60707	NONE	PC	IN SUPPORT OF HEALTH - GENERAL AND RELATED	1,000
Total  3a				3,265,378

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Name and address (home or business)				
a <i>Paid during the year</i>				
ST ANTHONY HEALTH FOUNDATION 11600 W 2ND PLACE LAKEWOOD,CO 80228	NONE	PC	IN SUPPORT OF HUMAN SERVICE	1,500
STERLING PARKS FOUNDATION PO BOX 958 STERLING,IL 61081	NONE	GOV	IN SUPPORT OF RECREATION, LEISURE, SPORT, AND ATHLETIC	250
SUSTAINABLE BERE A INC 1999 ADAMS STREET BERE A,KY 40403	NONE	PC	IN SUPPORT OF EDUCATION, INSTRUCTION AND RELATED	5,000
TEXAS A&M UNIVERSITY - KINGSVILLE FOUNDATION PO BOX 2202 KINGVILLE,TX 78363	NONE	SO III FI	IN SUPPORT OF EDUCATION, INSTRUCTION AND RELATED	2,000
THE FIRST TEE MONTEREY COUNTY 1551 BEACON HILL DR SALINAS,CA 93905	NONE	PC	IN SUPPORT OF RECREATION, LEISURE, SPORT AND ATHLETIC	500
THE FOUNDATION AT PCK 11661 N PINE DRIVE PARKER,CO 80138	NONE	SO I	IN SUPPORT OF EDUCATION, INSTRUCTION AND RELATED	1,500
THE NATIONAL ARBOR DAY FOUNDATION 100 ARBOR AVENUE NEBRASKA CITY,NE 68410	NONE	PC	IN SUPPORT OF ENVIRONMENTAL QUALITY AND PROJECT	3,600
THE NATIONAL MUSEUM OF WWII AVIATION 755 AVIATION WAY COLORADO SPRINGS,CO 80916	NONE	PC	IN SUPPORT OF ARTS, CULTURE AND HUMANITIES	1,500
THE SUSAN G KOMAN BREAST CANCER FOUNDATION 5055 LBJ FREEWAY SUITE 250 DALLAS,TX 75244	NONE	PC	IN SUPPORT OF MEDICAL RESEARCH	500
DIXON PUBLIC LIBRARY 221 S HENNEPIN AVE DIXON,IL 61021	NONE	SO I	IN SUPPORT OF EDUCATION, INSTRUCTION, AND RELATED	500
Total  3a				3,265,378

TY 2013 Accounting Fees Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDIT	57,556	28,778		28,778

**TY 2013 Investments Corporate
Bonds Schedule****Name:** DILLON FOUNDATION**EIN:** 36-6059349

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CINCINNATI INVESTMENT BONDS	1,916,279	1,916,279
ADVENT	3,079,902	3,079,902
R2K INCOME NOTE	2,093,500	2,093,500
SPX LASERS	4,750,000	4,750,000

**TY 2013 Investments Corporate
Stock Schedule****Name:** DILLON FOUNDATION**EIN:** 36-6059349

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DISCOVERY GLOBAL OPPORTUNITY	5,116,075	5,116,075
RIVER ROAD SMALL/MID VALUE	3,704,037	3,704,037
SCHAFFER CULLEN LARGE CAP VALUE	4,570,871	4,570,871

TY 2013 Investments Government Obligations Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

US Government Securities - End of Year Book Value:	1,862,959
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US Government Securities - End of Year Fair Market Value:	1,862,959
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2013 Investments - Other Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAY RESOURCE	FMV	6,087,710	6,087,710
DELAWARE INTERNATIONAL	FMV	4,302,684	4,302,684
FRONTPOINT	FMV	2,209,583	2,209,583
MILLENNIUM	FMV	4,744,285	4,744,285
TAX LIEN CERTIFICATES	FMV	143,741	143,741
WENTWORTH HAUSER	FMV	3,890,460	3,890,460
INVESTMENT OPTIONS	FMV	100,087	100,087
OPPORTUNISTIC PORTFOLIO	FMV	4,475,673	4,475,673
DOUBLELINE	FMV	6,126,574	6,126,574
WTI OIL LASERS	FMV	1,233,754	1,233,754
STRATEGIC OPPORTUNITIES	FMV	1,945,584	1,945,584

TY 2013 Legal Fees Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	317	0		317

TY 2013 Other Assets Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CONSTRUCTION IN PROGRESS	664,914	684,261	684,261

TY 2013 Other Decreases Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Description	Amount
CURRENT PERIOD UNREALIZED GAIN (LOSS) ON INVESTMENTS	67,662

TY 2013 Other Expenses Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	1,090	0		1,090
DUES AND SUBSCRIPTIONS	1,599	0		1,599
MISCELLANEOUS	948	0		948
INSURANCE	10,263	0		10,263
TELEPHONE	2,419	0		2,419
BANK SERVICE CHARGES	2,834	139		2,695
POSTAGE	288	0		288
FILING FEES	740	740		0

TY 2013 Other Income Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PMGJP & AC LLC	16,579	16,579	16,579
OTHER INCOME	75,820	75,820	75,820

TY 2013 Other Professional Fees Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	894,395	894,395		0
PMGJP & AC LLC FEES	900	900		0

TY 2013 Taxes Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT INCOME	52,000	0		0
FOREIGN TAXES PAID	41,905	41,905		0
REAL ESTATE TAXES	130	0		130
PAYROLL TAXES	1,574	0		1,574

TY 2013
TransfersFrmControlledEntities

Name: DILLON FOUNDATION

EIN: 36-6059349

Name	US / Foreign Address	EIN	Description	Amount
PMGJP & AC LLC	PO BOX 537 STERLING, IL 61081	36-6059349	TRANSFER TO FOUNDATION	100,000
Total				100,000